

Securities and Exchange Commission
Current Report Under Section 17 of the Securities Regulation Code ("SRC")
and SRC Rule 17.2 (c) Thereunder

SEC FORM 17-C

1. **March 17, 2026**
Date of Report

2. SEC Identification Number: **147212**

3. BIR Tax Identification No.: **000-323-228**

4. **International Container Terminal Services, Inc.**
Name of issuer as specified in the charter

5. **Philippines**
Country of Incorporation

6. (SEC Use Only)
Industry Classification Code:

7. **ICTSI Administration Building, Manila**
International Container Terminal, South
Access Road, Manila 1012
Address of Principal Office

8. **+(632) 8245 4101**
Registrant's Telephone Number

9. **Not Applicable**
Former name or former address

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Titles of Each Class

Number of Shares Outstanding

Common shares

2,020,587,335

11. Item number reported herein: **Item 9 – Other Events**

Please see attached disclosure of INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. (ICTSI) to the Philippine Stock Exchange (PSE) and Securities and Exchange Commission (SEC).

**INTERNATIONAL CONTAINER
TERMINAL SERVICES, INC.**

By:



ARTHUR R. TABUENA

Vice President, Global Investor Relations

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. Date of Report (Date of earliest event reported)
Mar 17, 2026
2. SEC Identification Number
147212
3. BIR Tax Identification No.
000-323-228
4. Exact name of issuer as specified in its charter
INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.
5. Province, country or other jurisdiction of incorporation
Manila, Philippines
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
ICTSI Administration Building, Manila International Container Terminal, South Access
Road, Manila
Postal Code
1012

8. Issuer's telephone number, including area code
+632 82454101
9. Former name or former address, if changed since last report
Not applicable
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

| Title of Each Class | Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding |
|------------------------------------|---|
| Common stock outstanding (current) | 2,020,737,335 |

11. Indicate the item numbers reported herein
9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



International Container Terminal Services, Inc.

ICT

PSE Disclosure Form 4-3 - Amendments to Articles of Incorporation References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Amendment of Articles of Incorporation

Background/Description of the Disclosure

In a meeting of the Board of Directors of ICTSI held today, March 16, 2026, the Board approved certain amendments to its Articles of Incorporation.

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| Date of Approval by Board of Directors | Mar 16, 2026 |
| Date of Approval by Stockholders | TBA |
| Other Relevant Regulatory Agency, if applicable | N/A |
| Date of Approval by Relevant Regulatory Agency, if applicable | N/A |
| Date of Approval by Securities and Exchange Commission | TBA |
| Date of Receipt of SEC approval | TBA |

Amendment(s)

| Article No. | From | To |
|--|----------------------------------|----------------------------------|
| Second - Primary Purpose | (Please refer to the attachment) | (Please refer to the attachment) |
| Second – Secondary Purpose (a) (b) (c) | (Please refer to the attachment) | (Please refer to the attachment) |
| Fourth – Corporate Term | (Please refer to the attachment) | (Please refer to the attachment) |
| Seventh – Authorized Capital Stock | (Please refer to the attachment) | (Please refer to the attachment) |

Rationale for the amendment(s)

Continuous compliance to relevant rules and regulations; adapt to current and future business plans

The timetable for the effectivity of the amendment(s)

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| Expected date of filing the amendments to the Articles of Incorporation with the SEC | TBA |
| Expected date of SEC approval of the Amended Articles of Incorporation | TBA |

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

Decrease of Authorized Capital Stock

Other Relevant Information

None

Amendment(s)

| Article No. | From | To |
|--|---|--|
| <p>Second - Primary Purpose</p> | <p>Insofar as may be allowed or permitted under existing laws directly or indirectly as principal, agent, commercial broker or contractor, to carry on the business or providing and rendering general services incidental to and necessarily connected with the operation of port terminals in the Philippines and other countries, particularly, but not limited to Management, operation and development of the Manila International Container Terminal and other terminals, which will involve the handling of containers, bulk liquid and dry cargoes, refrigerated warehousing facilities, warehousing complex, container storage and handling facilities, and stevedoring, lightering, towing and/or storing of cargo of all kinds, the transportation of freight and other cargo handled by the company to and from port terminals in the Philippines to any part in the Philippines intended for delivery from abroad and/or shipment abroad as may be necessary or incidental thereto; to establish subsidiaries or affiliates in the Philippines or in any part of the world to carry on the aforementioned businesses as well as those incidental thereto, including the secondary business purposes of the corporation as enumerated hereinbelow; and to guarantee the obligations of such subsidiaries or affiliates or any entity in which the corporation has lawful interest. (As amended on February 18, 2011 by the Board of Directors and approved by the Stockholders on April 14, 2011).</p> | <p>To <u>engage, directly or indirectly, in</u> the business of providing and rendering general services incidental to and necessarily connected with the operation of port terminals in the Philippines and other countries,</p> <p>particularly, but not limited to, <u>the</u> management, operation and development of the Manila International Container Terminal and other terminals <u>(including inland logistics facilities or hubs)</u></p> <p>which will involve:</p> <p><u>(a) the handling of cargoes of all kinds, including those agricultural in nature such as fertilizers and pesticides;</u></p> <p><u>(b) the operation of</u> refrigerated warehousing facilities, warehousing complex, container storage and handling facilities, <u>pilotage, hauling, stevedoring, lightering, towing activities</u> and/or storing of cargo of all kinds;</p> <p><u>and (c) the transportation of freight and other cargo</u> handled by the company to and from port terminals in the Philippines to any part in the Philippines intended for delivery <u>from</u> abroad and/or shipment abroad as may be necessary or incidental thereto;</p> <p><u>To acquire interests or invest in similar businesses.</u></p> |

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| | | <p>To establish subsidiaries or affiliates in the Philippines or in any part of the world to carry on the aforementioned businesses as well as those incidental thereto, including the secondary business purposes of the corporation as enumerated hereinbelow; and to guarantee the obligations of such subsidiaries or affiliates or any entity in which the corporation has lawful interest.</p> |
| <p>Second – Secondary Purpose</p> | <p>Second – Secondary Purpose</p> <p>(a) Subject to existing laws and applicable rules and regulations to reclaim and develop certain foreshore areas of Manila Bay, particularly North Harbor International Port, and to introduce land improvements, to contract development, to subcontract, etc., to build structures, to operate dredges, earth moving equipment, to operate, lease, purchase, sell mechanical equipment used for cargo handling such as automotive vehicles, gantry cranes, forklifts, cranes, transtainers and others, facilities for the repair, construction, cleaning of containers, maintenance shops for mechanical and engineering equipment, to sublet electrical power, to distribute fresh water, to receive, handle, store transport cargoes, to operate a tank farm for liquid, such as chemicals, petroleum products and coconut oil, and to operate and manage oil bunkering facilities.</p> <p>(b) To construct, purchase, take on lease or otherwise acquire and also to rent, lease, hypothecate and convey wharves, piers, docks, dry docks, basins, derricks, elevators, warehouse, stores, ships, trucks, and other vehicles, and other structures thereon or other premises deemed capable of being advantageously used in connection with the business of the corporation and generally to carry on and undertake any and all business undertaking, transaction or operation commonly carried or undertaken by a port terminal and a stevedoring and brokerage concern.</p> <p>(c) To carry out the primary purpose of the corporation to acquire, make, operate, maintain, buy, sell, charter, deal in and with, own, lease, pledge and otherwise dispose of ships, vessels and boats and other transportation facilities of every nature and kind whatsoever, together with all materials, articles, tools, machineries</p> | <p>(a) To reclaim and develop certain foreshore areas and such other water bodies allowed by law, and to introduce land improvements, to contract development, to subcontract, etc., to build structures, to operate dredges, earth moving equipment, water vessels such as tug boats, to operate, lease, purchase, sell mechanical equipment used for cargo handling such as automotive vehicles, gantry cranes, forklifts, cranes, transtainers and others, facilities for the repair, construction, cleaning of containers, maintenance shops for mechanical and engineering equipment, to sublet electrical power, to distribute fresh water, to receive, handle, store transport cargoes, to operate a tank farm for liquid, such as chemicals, petroleum products and coconut oil, and to operate and manage oil bunkering facilities.</p> <p>(b) To construct, purchase, take on lease or otherwise acquire and also to rent, lease, hypothecate and convey wharves, piers, docks, dry docks, basins, derricks, elevators, warehouse, stores, vehicles, and other structures thereon or other premises deemed capable of being advantageously used in connection with the business of the corporation and generally to carry on and undertake any and all business undertaking, transaction or operation commonly carried or undertaken by a port terminal and a stevedoring and brokerage concern.</p> <p>(c) To carry out the primary purpose of the corporation to acquire, make, operate, maintain, buy, sell, charter, deal in and with, own, lease, pledge and otherwise dispose of transportation facilities of every nature and kind whatsoever, together with all materials, articles, tools, machineries and appliances entering into or suitable thereof, and together with engines, boilers, machineries and appurtenances thereto of all kinds.</p> <p>(1) To engage in the business of public and private warehousing and all business necessarily or impliedly</p> |

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| | <p>and appliances entering into or suitable thereof, and together with engines, boilers, machineries and appurtenances thereto of all kinds.</p> <p>(1) To engage in the business of public and private warehousing and all business necessarily or impliedly incidental thereto, and to further carry on the business of general warehousing in all its several branches, to issue certificates, warrants and receipts, negotiable or otherwise, to persons warehousing goods with the corporation, and to make, negotiate, to manufacture, sell, lease, rent and trade in all goods and things usually dealt in by warehouseman; to import and export products, goods, wares and merchandise for others, doing and performing all acts and things necessary, proper and convenient for the shipping, clearing and forwarding of said products, goods, wares and merchandise; to act as shipping brokers, forwarding agents, merchandise brokers;</p> <p>(2) As well as in furtherance of and in conjunction with the general business of the corporation, to purchase, acquire, hold, sell, lease, exchange, mortgage and otherwise deal in and with real and personal property, manufacturing, storage, landing and shipping sites, factories, warehouses, bodegas, wharves, piers, decks, pipelines, and such other properties, franchise, rights and facilities as may be reasonably necessary for the due and proper conduct of the business of the corporation;</p> <p>(3) To carry on transaction or operation and undertake any business, undertaking, commonly carried on or undertaken by promoters, concessionaries, contractors, commercial brokers and commission merchants as may be incidental or related to the foregoing premises;</p> <p>(4) To apply for, obtain, register, lease or otherwise acquire and to hold, use, own, operate, mortgage, sell, assign, or otherwise dispose of any trademarks, tradenames, patents, inventions, improvements and processes used in connection with, or</p> | <p>incidental thereto, and to further carry on the business of general warehousing in all its several branches, to issue certificates, warrants and receipts, negotiable or otherwise, to persons warehousing goods with the corporation, and to make, negotiate, to manufacture, sell, lease, rent and trade in all goods and things usually dealt in by warehouseman; to import and export products, goods, wares and merchandise for others, doing and performing all acts and things necessary, proper and convenient for the shipping, clearing and forwarding of said products, goods, wares and merchandise; to act as shipping brokers, forwarding agents, merchandise brokers;</p> <p>(2) As well as in furtherance of and in conjunction with the general business of the corporation, to purchase, acquire, hold, sell, lease, exchange, mortgage and otherwise deal in and with real and personal property, manufacturing, storage, landing and shipping sites, factories, warehouses, bodegas, wharves, piers, decks, pipelines, and such other properties, franchise, rights and facilities as may be reasonably necessary for the due and proper conduct of the business of the corporation;</p> <p>(3) To carry on transaction or operation and undertake any business, undertaking, commonly carried on or undertaken by promoters, concessionaries, contractors, commercial brokers and commission merchants as may be incidental or related to the foregoing premises;</p> <p>(4) To apply for, obtain, register, lease or otherwise acquire and to hold, use, own, operate, mortgage, sell, assign, or otherwise dispose of any trademarks, tradenames, patents, inventions, improvements and processes used in connection with, or secured under letters patent of the United States or of other countries, or otherwise;</p> <p>(5) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any</p> |
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| | <p>secured under letters patent of the United States or of other countries, or otherwise;</p> <p>(5) To purchase or otherwise acquire the whole or any part of the property, assets, business and goodwill of any other person, firm, corporation or association, and conduct in any lawful manner the business as acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;</p> <p>(6) To engage in general business/industry in the Philippines and any part of the world in all its phases and to that end, to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities or obligations of any other corporation or corporations, partnership or partnerships, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of any other corporation and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers if any so owned; and to manage the general business of such corporations, partnerships or associations, except management of funds, securities, portfolio and similar assets of the managed firm;</p> <p>(7) Without limiting but in amplification of the foregoing powers to do and perform any other action and to exercise any and all powers which a juridical person could do and exercise</p> | <p>other person, firm, corporation or association, and conduct in any lawful manner the business as acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business;</p> <p>(6) To engage in general business/industry in the Philippines and any part of the world in all its phases and to that end, to invest in, purchase, or otherwise acquire and own, hold, use, sell, assign, transfer, mortgage, pledge, exchange, or otherwise dispose of real and personal property of every kind and description, including shares of stock, bonds, debentures, notes, evidences of indebtedness and other securities or obligations of any other corporation or corporations, partnership or partnerships, association or associations, domestic or foreign, for whatever lawful purpose or purposes the same may have been organized and to pay therefor in money or by exchanging therefor stocks, bonds, or other evidences of indebtedness or securities of any other corporation and while the owner or holder of any such real or personal property, stocks, bonds, debentures, contracts, or obligations, to receive, collect and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers if any so owned; and to manage the general business of such corporations, partnerships or associations, except management of funds, securities, portfolio and similar assets of the managed firm;</p> <p>(7) Without limiting but in amplification of the foregoing powers to do and perform any other action and to exercise any and all powers which a juridical person could do and exercise now or hereafter under the law, and to that end to transact any other business, necessary to carry out the foregoing such business, or to enhance the value of the properties of the corporation.</p> |
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| | <p>now or hereafter under the law, and to that end to transact any other business, necessary to carry out the foregoing such business, or to enhance the value of the properties of the corporation.</p> | |
| Fourth – Corporate Term | <p>That the term for which said corporation is to exist is FIFTY (50) years from and after the date of incorporation.</p> | <p>That the term for which said corporation is to exist is <u>perpetual</u>.</p> |
| Seventh – Authorized Capital Stock | <p>That the authorized capital stock of the said corporation is Five Billion Two Hundred Twenty Seven Million Three Hundred Ninety Seven Thousand Three Hundred Eighty One Pesos (PhP5,227,397,381.00) divided into Four Billion Two Hundred Twenty Seven Million Three Hundred Ninety Seven Thousand Three Hundred Eighty One (4,227,397,381) common shares with par value of one peso (PhP1.00) per share and Nine Hundred Ninety Three Million (993,000,000) Preferred A Shares with par value of one peso (PhP1.00) per share and Seven Hundred Million (700,000,000) Preferred B Shares with par value of one centavo (PhP0.01) per share.</p> <p>The Preferred A Shares shall be non-voting except in cases expressly provided by law. The Board of Directors shall fix the dividend rates applicable to Preferred A Shares. The Preferred A Shares shall be convertible to common shares under such terms and conditions as may be provided by the Board. Preferred A Shares shall be redeemed at the option of the Corporation subject to the approval of the Board of Directors. Any Preferred A Shares to be redeemed shall be redeemed at the redemption price and under such terms and conditions as shall be determined by the Board.</p> <p>The Preferred B Shares shall have full voting rights, and shall be issued only to Philippine Nationals. The Board of Directors shall fix the dividend rates applicable to the Preferred B Shares provided that such dividend rate shall not exceed 10% of the par value of such Preferred B Shares. The Preferred B Shares shall not be convertible to common shares. The Preferred B Shares shall be redeemed at the option of the Board of Directors at its issue price under such</p> | <p>That the authorized capital stock of the said corporation is <u>Four Billion Two Hundred Sixty Three Million One Hundred Ninety Seven Thousand Three Hundred Eighty One Pesos (PHP4,263,197,381.00)</u> divided into Four Billion Two Hundred Twenty Seven Million Three Hundred Ninety Seven Thousand Three Hundred Eighty One (4,227,397,381) common shares with par value of one peso (PhP1.00) per share and <u>Three Million Eight Hundred Thousand (3,800,000)</u> Preferred A Shares with par value of one peso (PhP1.00) per share, Seven Hundred Million (700,000,000) Preferred B Shares with par value of one centavo (PhP0.01) per share, <u>and Twenty Five Million (25,000,000) Preferred C Shares with par value of one peso (Php1.00) Per Share.</u></p> <p>The Preferred A Shares shall be non-voting except in cases expressly provided by law. The Board of Directors shall fix the dividend rates applicable to Preferred A Shares. The Preferred A Shares shall be convertible to common shares under such terms and conditions as may be provided by the Board. Preferred A Shares shall be redeemed at the option of the Corporation subject to the approval of the Board of Directors. Any Preferred A Shares to be redeemed shall be redeemed at the redemption price and under such terms and conditions as shall be determined by the Board.</p> |

terms and conditions as may be provided by the Board. The Preferred B Shares which are redeemed shall not be considered retired and may be reissued by the Corporation. [] A holder of Preferred B Shares who wish to transfer such shares shall first notify the Corporation, and the Corporation shall have the right to designate a qualified Filipino National who shall the right to acquire such Preferred B Shares.

In the event of liquidation of the Corporation, Preferred Shares shall have preference over common shares in the distribution of the remaining assets of the Corporation after payment of all debts.

The above-mentioned conditions or summary thereof shall be printed in all certificates of stocks for Preferred Shares issued by the Corporation.

Stockholders shall have no pre-emptive rights in shares of stock which are issued by the Corporation. (As amended on June 18, 2010 by the Board of Directors and approved by the Stockholders on August 11, 2010, as further amended on February 22, 2017 by the Board of Directors and approved by the Stockholders on April 20, 2017.)

The Preferred B Shares shall have full voting rights, and shall be issued only to Philippine Nationals. The Board of Directors shall fix the dividend rates applicable to the Preferred B Shares provided that such dividend rate shall not exceed 10% of the par value of such Preferred B Shares. The Preferred B Shares shall not be convertible to common shares. The Preferred B Shares shall be redeemed at the option of the Board of Directors at its issue price under such terms and conditions as may be provided by the Board. The Preferred B Shares which are redeemed shall not be considered retired and may be reissued by the Corporation. [] A holder of Preferred B Shares who wish to transfer such shares shall first notify the Corporation, and the Corporation shall have the right to designate a qualified Filipino National who shall the right to acquire such Preferred B Shares.

The Preferred C Shares shall be non-voting, non-cumulative, non-participating, without pre-emptive rights to any issuance of any class of shares, convertible to common shares, redeemable at such rate and under such terms as may be determined by the board.

In the event of liquidation of the Corporation, Preferred Shares shall have preference over common shares in the distribution of the remaining assets of the Corporation after payment of all debts.

The above-mentioned conditions or summary thereof shall be printed in all certificates of stocks for Preferred Shares issued by the Corporation.

Stockholders shall have no pre-emptive rights in shares of stock which are issued by the Corporation. (As amended on June 18, 2010 by the Board of Directors and approved by the Stockholders on August 11, 2010, as further amended on February 22, 2017 by the Board of Directors and approved by the Stockholders on April 20, 2017.)”