

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-Q

### QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended  
Mar 31, 2026
2. SEC Identification Number  
147212
3. BIR Tax Identification No.  
323228
4. Exact name of issuer as specified in its charter  
International Container Terminal Services, Inc.
5. Province, country or other jurisdiction of incorporation or organization  
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) 8245-4101
9. Former name or former address, and former fiscal year, 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	2,019,893,945

11. Are any or all of registrant's securities listed on a Stock Exchange?

Yes       No

If yes, state the name of such stock exchange and the classes of securities listed therein:

Philippine Stock Exchange - Common Shares

12. Indicate by check mark whether the registrant:

(a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports)

Yes       No

(b) has been subject to such filing requirements for the past ninety (90) days

Yes  No

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 17-2 - Quarterly Report References: SRC Rule 17 and Sections 17.2 and 17.8 of the Revised Disclosure Rules

For the period ended	Mar 31, 2026
Currency (indicate units, if applicable)	US Dollar in Thousands

#### Balance Sheet

	Period Ended	Fiscal Year Ended (Audited)
	Mar 31, 2026	Dec 31, 2025
Current Assets	1,353,141	1,532,454
Total Assets	9,621,507	9,077,099
Current Liabilities	1,269,790	1,079,145
Total Liabilities	7,223,782	6,595,914
Retained Earnings/(Deficit)	1,437,936	1,760,167
Stockholders' Equity	2,397,725	2,481,185
Stockholders' Equity - Parent	1,819,888	2,122,275
Book Value per Share	1.19	1.23

#### Income Statement

	Current Year (3 Months)	Previous Year (3 Months)	Current Year-To-Date	Previous Year-To-Date
Gross Revenue	961,111	745,420	961,111	745,420
Gross Expense	450,470	333,235	450,470	333,235
Non-Operating Income	32,246	28,490	32,246	28,490
Non-Operating Expense	123,144	101,624	123,144	101,624
Income/(Loss) Before Tax	419,743	339,051	419,743	339,051
Income Tax Expense	105,055	78,015	105,055	78,015
Net Income/(Loss) After Tax	314,688	261,036	314,688	261,036
Net Income Attributable to Parent Equity Holder	293,570	239,536	293,570	239,536
Earnings/(Loss) Per Share (Basic)	0.14	0.12	0.14	0.12
Earnings/(Loss) Per Share (Diluted)	0.14	0.12	0.14	0.12

	Current Year (Trailing 12 months)	Previous Year (Trailing 12 months)
Earnings/(Loss) Per Share (Basic)	0.53	0.42
Earnings/(Loss) Per Share (Diluted)	0.53	0.42

**Other Relevant Information**

Please see the attached complete SEC 17Q Q1 2026 and Unaudited Interim Condensed Consolidated Financial Statements.

**Filed on behalf by:**

<b>Name</b>	Arthur Tabuena
<b>Designation</b>	Vice President, Global Investor Relations



SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE  
SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended **March 31, 2026**
2. Commission identification number: **147212**
3. BIR Tax Identification No. **000-323-228**
1. Exact name of issuer as specified in its charter:  
**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.**
5. Province, Country or other jurisdiction of incorporation or organization: **Philippines**
6. Industry Classification Code: \_\_\_\_\_ (SEC Use Only)
7. Address of issuer's principal office: **ICTSI Administration Building, Manila International Container Terminal, South Access Road, Manila** Postal Code: **1012**
8. Registrant's telephone number, including area code: **(632) 8245-4101**
9. Former name, former address, and former fiscal year: **Not applicable**
10. Securities registered pursuant to Sections 8 and 12 of the Code, or Sections 4 and 8 of the RSA.

Title of Each Class	Number of stocks outstanding as at March 31, 2026
<b>Common</b>	<b>2,019,893,945</b>

11. Are any or all of the Securities listed on a Stock Exchange?  
Yes  No

If yes, state the name of such Stock Exchange and the class/es of securities listed therein:

**Philippine Stock Exchange**                      **Common stocks**

12. Indicate by check mark whether the issuer:

a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17.1 thereunder, and Sections 25 and 177 of the Revised Corporation Code of the Philippines during the preceding 12 months (or for such shorter period that the registrant was required to file such reports).  
Yes  No

(b) has been subject to such filing for the past 90 days. Yes  No

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## **PART 1 – FINANCIAL INFORMATION**

### **Item 1. Financial Statements**

The consolidated balance sheet as at December 31, 2025 and the interim condensed consolidated financial statements as at March 31, 2026 and for the three months ended March 31, 2025 and 2026 and the related notes to interim condensed consolidated financial statements of International Container Terminal Services, Inc. and Subsidiaries (collectively referred to as “the Group”) are filed as part of this Form 17-Q.

# **International Container Terminal Services, Inc. and Subsidiaries**

## **Interim Condensed Consolidated Financial Statements**

As at March 31, 2026

(with Comparative Figures as at December 31, 2025)

and for the Three Months Ended March 31, 2025 and 2026

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.  
AND SUBSIDIARIES**

**INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS**

**As at March 31, 2026**

**(With Comparative Figures as at December 31, 2025)**

*(In Thousands)*

	December 31, 2025 <i>(Audited)</i>	March 31, 2026 <i>(Unaudited)</i>
<b>ASSETS</b>		
<b>Noncurrent Assets</b>		
Intangibles (Notes 1 and 5)	US\$2,552,768	US\$3,473,561
Property and equipment (Notes 1 and 6)	2,486,014	2,616,478
Right-of-use assets (Notes 1 and 7)	945,147	1,185,981
Investment properties	5,862	5,682
Investments in and advances to joint ventures and an associate (Note 13)	237,449	240,992
Deferred tax assets	357,530	377,188
Other noncurrent assets (Notes 1, 8 and 16)	959,875	368,484
Total Noncurrent Assets	7,544,645	8,268,366
<b>Current Assets</b>		
Cash and cash equivalents (Note 9)	1,098,830	821,506
Receivables (Note 1)	225,694	301,428
Derivative assets (Note 16)	2,518	2,009
Spare parts and supplies (Note 1)	68,809	82,979
Prepaid expenses and other current assets	136,603	145,219
Total Current Assets	1,532,454	1,353,141
	US\$9,077,099	US\$9,621,507
<b>EQUITY AND LIABILITIES</b>		
<b>Equity Attributable to Equity Holders of the Parent</b>		
Capital stock:		
Preferred stock	US\$236	US\$236
Common stock	67,330	67,330
Additional paid-in capital (Note 12)	590,096	581,992
Preferred stock held by a subsidiary	(72,492)	(72,492)
Treasury stock (Notes 12 and 18)	(130,917)	(125,215)
Excess of consideration over the carrying value of non-controlling interests acquired or disposed (Note 1)	(183,563)	(183,228)
Retained earnings (Note 12)	1,760,167	1,437,936
Perpetual capital securities (Note 18)	295,142	295,142
Other comprehensive loss - net (Notes 12 and 16)	(203,724)	(181,813)
Total equity attributable to equity holders of the parent	2,122,275	1,819,888
<b>Equity Attributable to Non-controlling Interests</b> (Note 1)	358,910	577,837
Total Equity	2,481,185	2,397,725
<b>Noncurrent Liabilities</b>		
Long-term debt - net of current portion (Note 10)	2,889,182	2,862,157
Concession rights payable - net of current portion	765,098	767,856
Lease liabilities - net of current portion (Note 1)	1,539,585	1,787,861
Derivative liabilities (Note 16)	10,095	5,021
Deferred tax liabilities (Note 1)	288,833	505,504
Other noncurrent liabilities	23,976	25,593
Total Noncurrent Liabilities	5,516,769	5,953,992
<b>Current Liabilities</b>		
Accounts payable and other current liabilities (Note 11)	626,121	803,204
Current portion of long-term debt (Note 10)	262,206	299,593
Current portion of concession rights payable	15,373	15,699
Current portion of lease liabilities	56,771	64,704
Income tax payable	116,170	83,692
Derivative liabilities (Note 16)	2,504	2,898
Total Current Liabilities	1,079,145	1,269,790
Total Liabilities	6,595,914	7,223,782
	US\$9,077,099	US\$9,621,507

*See accompanying Notes to Interim Condensed Consolidated Financial Statements.*

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.  
AND SUBSIDIARIES**

**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

*(In Thousands, Except Per Share Data)*

	<b>For the Three Months Ended March 31</b>	
	2025	2026
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
<b>INCOME</b>		
Gross revenues from port operations (Notes 1 and 4)	US\$745,420	US\$961,111
Interest income (Note 9)	18,382	14,993
Foreign exchange gain	6,468	13,976
Equity in net income of joint ventures	–	231
Other income	3,640	3,046
	<b>773,910</b>	<b>993,357</b>
<b>EXPENSES</b>		
Port authorities' share in gross revenues	68,168	81,437
Manpower costs	94,791	144,628
Equipment and facilities-related expenses	46,985	61,042
Administrative and other operating expenses	45,884	56,139
Depreciation and amortization	77,407	107,224
Interest expense and financing charges on borrowings (Note 10)	39,368	39,066
Interest expense on concession rights payable	15,807	16,272
Interest expense on lease liabilities	35,667	42,389
Equity in net loss of joint ventures	38	–
Foreign exchange loss	6,091	4,139
Other expenses (Note 1)	4,653	21,278
	<b>434,859</b>	<b>573,614</b>
<b>CONSTRUCTION REVENUE (EXPENSE)</b>		
Construction revenue	43,128	24,428
Construction expense	(43,128)	(24,428)
	–	–
<b>INCOME BEFORE INCOME TAX</b>	<b>339,051</b>	<b>419,743</b>
<b>PROVISION FOR INCOME TAX</b>		
Current	75,979	99,259
Deferred	2,036	5,796
	<b>78,015</b>	<b>105,055</b>
<b>NET INCOME</b>	<b>US\$261,036</b>	<b>US\$314,688</b>
<b>Attributable To</b>		
Equity holders of the parent	US\$239,536	US\$293,570
Non-controlling interests	21,500	21,118
	<b>US\$261,036</b>	<b>US\$314,688</b>
<b>Earnings Per Share (Note 14)</b>		
Basic	US\$0.116	US\$0.143
Diluted	0.116	0.143

*See accompanying Notes to Interim Condensed Consolidated Financial Statements.*

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.  
AND SUBSIDIARIES**

**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF  
COMPREHENSIVE INCOME**

*(In Thousands)*

	<b>For the Three Months Ended March 31</b>	
	2025 <i>(Unaudited)</i>	2026 <i>(Unaudited)</i>
<b>NET INCOME FOR THE PERIOD</b>	US\$261,036	US\$314,688
<b>OTHER COMPREHENSIVE INCOME</b>		
<i>Items to be reclassified to profit or loss in subsequent periods</i>		
Exchange differences on translation of foreign operations' financial statements	23,812	4,045
Net change in unrealized mark-to-market values of derivatives (Note 16)	(14,548)	7,186
Share in other comprehensive income of joint ventures	60	171
Income tax relating to components of other comprehensive income	3,651	(1,038)
	12,975	10,364
<i>Items not to be reclassified to profit or loss in subsequent periods</i>		
Net unrealized mark-to-market gain (loss) on financial assets at FVOCI	322	(487)
Remeasurement gain on defined benefit plans - net of tax	45	-
	367	(487)
	13,342	9,877
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	US\$274,378	US\$324,565
<b>Attributable To</b>		
Equity holders of the parent	US\$249,420	US\$315,481
Non-controlling interests	24,958	9,084
	US\$274,378	US\$324,565

*See accompanying Notes to Interim Condensed Consolidated Financial Statements.*

## INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES

### INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE THREE MONTHS ENDED MARCH 31, 2025 and 2026

(In Thousands)

	Attributable to Equity Holders of the Parent											
	Preferred Stock	Common Stock	Additional Paid-in Capital (Note 12)	Preferred Stock Held by a Subsidiary	Treasury Stock (Note 12)	Excess of Consideration Over the Carrying Value of Non- controlling Interests Acquired or Disposed (Note 1)	Retained Earnings (Note 12)	Perpetual Capital Securities	Other Compre- hensive Loss - net (Notes 12 and 16)	Total	Non- controlling Interests	Total Equity
Balance at December 31, 2024	US\$236	US\$67,330	US\$584,458	(US\$72,492)	(US\$78,946)	(US\$169,923)	US\$1,226,425	US\$295,142	(US\$282,557)	US\$1,569,673	US\$334,454	US\$1,904,127
Net income for the period	-	-	-	-	-	-	239,536	-	-	239,536	21,500	261,036
Other comprehensive loss for the period	-	-	-	-	-	-	-	-	9,884	9,884	3,458	13,342
Total comprehensive income for the period	-	-	-	-	-	-	239,536	-	9,884	249,420	24,958	274,378
Share-based payments	-	-	2,479	-	-	-	-	-	-	2,479	-	2,479
Issuance of treasury stock	-	-	(6,990)	-	6,990	-	-	-	-	-	-	-
Acquisition of treasury stock	-	-	-	-	(21,104)	-	-	-	-	(21,104)	-	(21,104)
Capital contribution from non-controlling interests	-	-	-	-	-	-	-	-	-	-	1,244	1,244
Cash dividends	-	-	-	-	-	-	(500,505)	-	-	(500,505)	(10,429)	(510,934)
<b>Balance at March 31, 2025 (Unaudited)</b>	<b>US\$236</b>	<b>US\$67,330</b>	<b>US\$579,947</b>	<b>(US\$72,492)</b>	<b>(US\$93,060)</b>	<b>(US\$169,923)</b>	<b>US\$965,456</b>	<b>US\$295,142</b>	<b>(US\$272,673)</b>	<b>US\$1,299,963</b>	<b>US\$350,227</b>	<b>US\$1,650,190</b>
Balance at December 31, 2025	US\$236	US\$67,330	US\$590,096	(US\$72,492)	(US\$130,917)	(US\$183,563)	US\$1,760,167	US\$295,142	(US\$203,724)	US\$2,122,275	US\$358,910	US\$2,481,185
Net income for the period	-	-	-	-	-	-	293,570	-	-	293,570	21,118	314,688
Other comprehensive income for the period	-	-	-	-	-	-	-	-	21,911	21,911	(12,034)	9,877
Total comprehensive income for the period	-	-	-	-	-	-	293,570	-	21,911	315,481	9,084	324,565
Share-based payments	-	-	3,126	-	-	-	-	-	-	3,126	-	3,126
Issuance of treasury stock	-	-	(11,230)	-	11,230	-	-	-	-	-	-	-
Acquisition of treasury stock	-	-	-	-	(5,528)	-	-	-	-	(5,528)	-	(5,528)
Disposal of subsidiaries (Note 1.2)	-	-	-	-	-	-	-	-	-	-	(102,420)	(102,420)
Acquisition of DGT (Note 1.3)	-	-	-	-	-	-	-	-	-	-	369,958	369,958
Cash dividends	-	-	-	-	-	-	(615,801)	-	-	(615,801)	(54,520)	(670,321)
Effect of remeasurement of put option liability (Note 1.3)	-	-	-	-	-	335	-	-	-	335	(3,175)	(2,840)
<b>Balance at March 31, 2026 (Unaudited)</b>	<b>US\$236</b>	<b>US\$67,330</b>	<b>US\$581,992</b>	<b>(US\$72,492)</b>	<b>(US\$125,215)</b>	<b>(US\$183,228)</b>	<b>US\$1,437,936</b>	<b>US\$295,142</b>	<b>(US\$181,813)</b>	<b>US\$1,819,888</b>	<b>US\$577,837</b>	<b>US\$2,397,725</b>

See accompanying Notes to Interim Condensed Consolidated Financial Statements.

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.  
AND SUBSIDIARIES**

**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In Thousands)

	<b>For the Three Months Ended March 31</b>	
	2025	2026
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Income before income tax	US\$339,051	US\$419,743
Adjustments for:		
Depreciation and amortization	77,407	107,224
Interest expense on:		
Borrowings (Note 10)	39,368	39,066
Lease liabilities	35,667	42,389
Concession rights payable	15,807	16,272
Interest income	(18,382)	(14,993)
Net unrealized foreign exchange loss (gain)	2,592	(6,914)
Equity in net loss (income) of joint ventures	38	(231)
Share-based payments (Note 12)	2,479	3,028
Loss (gain) on disposal of:		
A subsidiary (Note 1.2)	–	14,704
Property and equipment	(134)	(16)
Operating income before changes in working capital	493,893	620,272
Increase in:		
Receivables	(24,637)	(35,563)
Spare parts and supplies	(1,205)	(3,933)
Prepaid expenses and other current assets	(18,521)	(3,848)
Increase in:		
Accounts payable and other current liabilities	64,391	119,765
Retirement liabilities	1,774	1,752
Cash generated from operations	515,695	698,445
Income taxes paid	(66,700)	(87,575)
Net cash provided by operating activities	448,995	610,870
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Acquisitions of:		
Intangible assets (Note 5)	(45,555)	(26,157)
Property and equipment (Note 6)	(77,275)	(83,306)
Payments of concession rights	(6,241)	(8,997)
Interest received	16,651	12,557
Proceeds from:		
Sale of a subsidiary net of cash held (Note 1.2)	–	6,168
Sale of property and equipment	294	92
Cash receipt from government grant (Note 6)	–	5,000
Decrease (increase) in:		
Advances to contractors and suppliers	(10,394)	(16,247)
Investment in and advances to joint ventures and an associate	(2,068)	(591)
Other noncurrent assets	(36,747)	(32,746)
Short-term investments and restricted cash	143,431	–
Net cash used in investing activities	(17,904)	(144,227)

(Forward)

**INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.  
AND SUBSIDIARIES**

**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

*(In Thousands)*

	<b>For the Three Months Ended March 31</b>	
	2025	2026
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from:		
Long-term borrowings	US\$11,922	US\$13,343
Capital contribution from non-controlling interest	1,244	–
Payments of:		
Dividends (Note 12)	(503,410)	(644,529)
Long-term borrowings	(4,872)	(10,143)
Short-term borrowings	(174,536)	–
Interest on lease liabilities and concession rights payable	(50,809)	(57,844)
Interest and financing charges on borrowings	(44,763)	(38,747)
Lease liabilities	(10,220)	(14,590)
Purchase of treasury stock (Note 12)	(21,071)	(5,528)
Decrease in other noncurrent liabilities	(2,242)	(76)
Net cash used in financing activities	(798,757)	(758,114)
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b>	10,558	14,147
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	(357,108)	(277,324)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	1,109,073	1,098,830
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD (Note 9)</b>	US\$751,965	US\$821,506

*See accompanying Notes to Interim Condensed Consolidated Financial Statements*

# INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES

## NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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### 1. Corporate Information

#### 1.1 General

International Container Terminal Services, Inc. (ICTSI or the Parent Company) was incorporated in the Philippines and registered with the Philippine Securities and Exchange Commission (SEC) on December 24, 1987. The registered office address of the Parent Company is ICTSI Administration Building, MICT South Access Road, Manila. The Parent Company offered its common stock at a price of ₱6.70 per share in its initial public offering and became listed and traded at the PSE starting on March 23, 1992. As at March 31, 2026, the Parent Company had 2,019,893,945 common stocks outstanding held by 1,339 stockholders.

The interim condensed consolidated financial statements were authorized for issue in accordance with a resolution of the Board of Directors (the Board) on May 4, 2026.

#### 1.2 Port Operations

ICTSI and subsidiaries (collectively referred to as “the Group”) entered into various concessions of port operations which include development, management, and operation of container terminals and related facilities around the world. To date, the Group is involved in 33 terminal operations, including concessions and port development projects, in 19 countries worldwide. There are 10 terminal operations in the Philippines (including an inland container terminal, a barge terminal and combined terminal operations in Subic), four (4) in Brazil (including an intermodal rail ramp terminal and a Customs-bonded facility), two (2) each in Papua New Guinea (PNG) and Indonesia, one (1) each in Ecuador, Poland, Georgia, Madagascar, Croatia, Honduras, Mexico, Iraq, Argentina, Democratic Republic (DR) of Congo, Colombia, Australia, Cameroon, Nigeria and South Africa.

Concessions for port operations entered into, acquired, extended and disposed during the last two years are summarized below:

##### Acquisition and Extension of Concessions

*Melbourne, Australia.* In February 2026, Victoria International Container Terminal (VICT) and Port of Melbourne Operations Pty Ltd. signed an extension of its contract to operate and manage the Webb Dock East terminal located in the Port of Melbourne for another twenty-six (26) years extending the contract expiry from 2040 to 2066. The effective date of this agreement is subject to usual conditions precedent applicable to this kind of transaction.

*Port of Durban, South Africa.* In December 2025, Transnet SOC Ltd. (Transnet), a South African Government State-owned Company, signed an agreement with ICTSI for a 25-year joint venture to operate and further develop Durban Container Terminal Pier 2 (DCT2) at the Port of Durban. The Group took over the operations of Durban Gateway Terminal (Pty) Ltd. (DGT), the company that operates DCT2, on January 1, 2026.

*Zambales, Philippines.* On October 3, 2025, Subic Bay International Terminals Corp. and ICTSI Subic Inc., subsidiaries of ICTSI, have been granted an extension of their respective concessions by the Subic Bay Metropolitan Authority. These extensions allow the continued operation and

management of New Container Terminals 1 and 2 (NCT-1 and NCT-2) in Subic Bay Freeport Zone, Zambales until 2058.

*Batu Ampar Container Terminal, Indonesia.* On July 31, 2025, ICTSI, through its 75% owned subsidiary, PT Batu Ampar Container Terminal (BACT), signed an agreement with PT Batam Terminal Petikamas (BTP), a subsidiary of an Indonesian Government State-owned Entity (SOE), to operate and develop Batu Ampar Container Terminal (Batam Terminal) in Batam Island, Indonesia for 30 years. On September 1, 2025, BACT took over the operations of Batam Terminal.

*Port of Kribi, Cameroon.* In January 2025, the Port Authority of Kribi agreed to extend the concession agreement for the development, operation and maintenance activities of the multipurpose terminal at the Port of Kribi by Kribi Multipurpose Terminal (KMT) for another five (5) years. The amended agreement will expire in 2050.

*South Cotabato, Philippines.* On February 20, 2006, the Philippine Ports Authority (PPA) granted South Cotabato Integrated Port Services, Inc. (SCIPSI) a ten-year contract for the exclusive management and operation of arrastre, stevedoring, and other cargo handling services, except portage, at Makar Wharf, Port of General Santos, General Santos City in the Philippines that expired on February 19, 2016. Thereafter, the PPA granted SCIPSI a series of Hold-over-Authority (HOA) on a temporary basis over the cargo handling services at Makar Wharf, Port of General Santos. The HOA may be pre-terminated upon the award of a new contract by the PPA or revoked for a reason by the PPA. As at May 4, 2026, SCIPSI continues to operate and has submitted a letter of intent including the requirements for the issuance of a new HOA.

#### Disposal of Concessions

*Yantai, China.* On March 23, 2026, ICTSI through its wholly owned subsidiary, ICTSI (Hong Kong) Ltd., signed an Equity Interest Transfer Agreement with Yantai Port Holdings Company Limited (Yantai Port Holdings) in connection with the sale of its 51% equity interest in Yantai International Container Terminal Ltd. (YICTL), subject to certain conditions. The conditions precedent were met and the transaction was closed on March 31, 2026. The consideration for the sale consists of: (1) agreed transfer price amounting to RMB773.2 million (US\$112.2 million); and (2) share in YICTL interim profit of RMB26.2 million (US\$3.8 million), totaling RMB799.4 million (US\$116.0 million). The sale resulted to a loss amounting to US\$14.7 million.

The loss on sale of US\$14.7 million is primarily attributable to the reclassification of cumulative translation adjustment (CTA) to profit and loss amounting to US\$13.3 million, representing mainly foreign exchange differences arising from the translation of the subsidiary's financial statements, which had been previously recognized in other comprehensive income.

Proceeds received from the disposal as at March 31, 2026 amounted to RMB426.5 million (US\$61.9 million), while cash held by YICTL at the time of sale amounted to US\$55.7 million, resulting to net proceeds of US\$6.2 million presented in the 2026 statement of cash flows. As at March 31, 2026, non-trade receivable related to this transaction amounted to RMB372.9 million (US\$54.1 million). As at May 4, 2026, ICTSI received a total of RMB695.9 million (US\$101.0 million) and the remaining amount of non-trade receivable amounted to RMB103.5 million (US\$15.0 million), collectible in July 2026.

The total assets, liabilities and gross revenue of YICT constitute less than 5% of the Group's consolidated balances.

*Karachi, Pakistan.* In June 2023, ICTSI was informed by Karachi Port Trust that Pakistan International Container Terminal Ltd. (PICT)'s container terminal concession in Karachi, Pakistan will revert to the port authority effective June 18, 2023, as a result of the expiration of

the concession contract. Thereafter, PICT has fully transitioned the terminal operations to the new port operator. In March 2026, the Group sold its ownership stake over InnoVest Mauritius Ltd., the holding company of PICT.

### 1.3 Acquisition of Subsidiaries and Businesses

*Durban Gateway Terminal (Pty) Ltd (DGT)*. In December 2025, ICTSI, through its wholly-owned subsidiary, ICTSI EMEA FZCO, acquired 50% less one share of ownership in DGT for US\$618.0 million, subject to closing conditions. The closing conditions were satisfied on January 1, 2026, which is the same date that ICTSI took over formal management and operation of DGT, the company that operates DCT2. Concurrently, ICTSI was given the right to appoint three of the five members of the Board of Directors of DGT. In addition, Transnet recognized that ICTSI has the right to direct relevant operational and financial activities of DGT to affect performance, governance and returns to the shareholders.

DGT holds a sub-lease agreement with Transnet Port Terminals, a division of Transnet, which provides the former with an exclusive right to operate DCT2 from January 1, 2026 to December 31, 2050.

With ICTSI acquiring control over DGT through majority representation in the Board of Directors, the transaction is accounted for using the acquisition method under PFRS 3, *Business Combinations*.

The provisional fair values of the identifiable assets and liabilities of DGT on January 1, 2026, the date of acquisition, were as follows (amounts in thousands):

<b>Assets</b>	
Intangible assets	US\$743,447
Right-of-use assets	244,948
Property and equipment	178,703
Other noncurrent assets	3,402
Spare parts and supplies	11,919
	US\$1,182,419
<b>Liabilities</b>	
Lease liabilities	US\$241,787
Deferred tax liabilities	200,731
	US\$442,518
Total identifiable net assets at fair value	US\$739,901
Noncontrolling interests	(369,958)
The Group's share in identifiable net assets	369,943
Goodwill arising on acquisition	248,057
Purchase consideration satisfied in cash*	US\$618,000

\* Paid in advance on December 30, 2025

The net assets were based on a provisional assessment of their fair values while the Group has sought an independent valuation for the fixed assets and identifiable intangible assets. Adjustments to these provisional fair values shall be made within 12 months from the acquisition date, as allowed under PFRS 3.

The provisional goodwill recognized is primarily attributable to expected synergies arising from the acquisition. The intangible assets, except goodwill, are to be amortized over 25 years, the term of the sub-lease agreement.

Since January 1, 2026, DGT has contributed US\$68.0 million of gross revenues and US\$1.5 million net income attributable to equity holders of the Parent.

The acquisition was settled through the application of deposits amounting to US\$618.0 million, which was paid on December 31, 2025. No cash outflow was made in relation to the acquisition in 2026.

*FII Inhaúma (“the Fund”)*. In April 2025, ICTSI, through its wholly owned subsidiary, ICTSI Americas B.V. (“IABV”), acquired 47% ownership interest in the Fund for BRL459.8 million (US\$79.2 million). The Fund owns a marine property in Brazil and leases it out to ICTSI Rio Brasil Terminal 1 S.A. (“ICTSI Rio Brazil”), another wholly owned subsidiary of ICTSI, for at least 30 years. The remaining 53% interest in the Fund is subject to a combination of put and call options. The Fund’s non-controlling interests have been granted a put option to sell their 53% holdings in totality to ICTSI. The put is exercisable starting from 2026. On the other hand, IABV has been granted a call option to buy the remaining 53% ownership stake of the Fund in totality. The call is exercisable beginning 2036. IABV intends to exercise the call if the non-controlling interests fail to exercise the put. The call enables the Group to manage the return derived from the marine property by the time the aforementioned lease agreement ends (e.g., managing its re-leasing or sale). With this, the Group determined that it has obtained control of the Fund and consequently, accounted for the acquisition as acquisition of a group of assets. The Fund’s assets and liabilities at the date of acquisition were as follows (amounts in thousands):

<b>Assets</b>	
Property and equipment	US\$175,537
Prepaid expenses and other current assets	2,919
	US\$178,456
<b>Liabilities</b>	
Long-term debt	US\$6,476
Other current liabilities	22
	US\$6,498
Total identifiable net assets	US\$171,958
Noncontrolling interests at 53% proportionate share	(92,774)
Purchase consideration satisfied in cash	US\$79,184

Upon consolidation of the Fund:

- the Group derecognized the right-of-use asset and lease liability relating to the lease and recognized the marine property amounting to US\$171.8 million as part of the Group’s property and equipment;
- the Group eliminated 51% of the US\$6.5 million long-term debt corresponding to the portion payable to IABV. Since then, the carrying value of the debt decreased to US\$1.2 million as of March 31, 2026 after recognition of interest and loan repayments.

In July 2025, IABV purchased additional 26% ownership interest in the Fund for BRL254.5 million (US\$45.7 million). This brought the Group’s total ownership stake in the Fund to 73%. The excess of the carrying value of the acquired 26% non-controlling interest over the said purchase price amounting to US\$1.1 million has been taken to the Parent Company’s equity.

Since the acquisition of the Fund in 2025, the Fund’s noncontrolling interests have been granted a put option to sell their 27% holdings in totality to ICTSI. The present value of the put option’s strike price recognized as a current liability has increased to US\$72.0 million as at

March 31, 2026 from US\$65.2 million as at December 31, 2025. The value of the call option is not material.

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## 2. Basis of Preparation and Statement of Compliance

### 2.1 Basis of Preparation

The interim condensed consolidated financial statements as at March 31, 2026 and for the three months ended March 31, 2025 and 2026 have been prepared on a historical cost basis, except for financial assets at fair value through other comprehensive income (FVOCI) and derivative financial instruments which have been measured at fair value. The interim condensed consolidated financial statements are presented in United States dollar (US dollar, USD or US\$), the Parent Company's functional currency. All values are rounded to the nearest thousand US dollar unit, except when otherwise indicated. Any discrepancies in the tables between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures that precede them.

### 2.2 Statement of Compliance

The interim condensed consolidated financial statements for the three months ended March 31, 2026 have been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*. Accordingly, the interim condensed consolidated financial statements do not include all the information and disclosures required in the audited annual consolidated financial statements, and should be read in conjunction with the Group's audited annual consolidated financial statements as at and for the year ended December 31, 2025.

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## 3. Accounting Policies

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements as at and for the year ended December 31, 2025, except for the adoption of the following new accounting pronouncements starting January 1, 2026. The Group has not early adopted any accounting pronouncement that has been issued but is not yet effective. Unless otherwise indicated, the adoption of the amended standards does not have an impact on the interim condensed consolidated financial statements of the Group.

- Amendments to PFRS 9 and PFRS 7, *Amendments to the Classification and Measurement of Financial Instruments*

The amendments:

- Clarifications of the requirements for recognition and derecognition of financial assets and financial liabilities. In particular, a financial liability is derecognized on the 'settlement date' and an accounting policy choice is introduced (if specific conditions are met) to derecognize financial liabilities settled using an electronic payment system before the settlement date
- Additional guidance on how the contractual cash flows for financial assets with environmental, social and corporate governance (ESG) and similar features should be assessed
- Clarifications on what constitute 'non-recourse features' and what are the characteristics of contractually linked instruments
- The introduction of disclosures for financial instruments with contingent features and additional disclosure requirements for equity instruments classified at FVOCI

- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*

The amendments:

- Clarify the application of the ‘own-use’ requirements for in-scope contracts
- Amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts
- Add new disclosure requirements to enable investors to understand the effect of these contracts on a company’s financial performance and cash flows

- Annual Improvements to PFRS Accounting Standards (Volume 11)

The amendments include clarifications, simplifications, corrections or changes to improve consistency in PFRS 1, *First-time Adoption of International Financial Reporting Standards*, PFRS 7, *Financial Instruments: Disclosure and its accompanying Guidance on implementing PFRS 7*, PFRS 9, *Financial Instruments*, PFRS 10, *Consolidated Financial Statements* and PAS 7, *Statements of Cash Flows*.

#### 4. Segment Information

The table below presents financial information on geographical segments as at December 31, 2025 (audited) and as at March 31, 2026 (unaudited) and for the three months ended March 31, 2025 (unaudited) and 2026 (unaudited) (amounts are in thousands, except volume data):

	For the Three Months Ended March 31, 2025				For the Three Months Ended March 31, 2026			
	Asia	EMEA	Americas	Consolidated	Asia	EMEA	Americas	Consolidated
Volume <sup>(a)</sup>	1,790,731	700,224	980,958	3,471,913	<b>2,018,801</b>	<b>985,337</b>	<b>1,080,763</b>	<b>4,084,901</b>
Gross revenues	US\$319,903	US\$143,356	US\$282,161	US\$745,420	<b>US\$375,867</b>	<b>US\$212,231</b>	<b>US\$373,013</b>	<b>US\$961,111</b>
Capital expenditures <sup>(b)</sup>	56,739	32,976	43,509	133,224	<b>54,995</b>	<b>13,015</b>	<b>52,700</b>	<b>120,710</b>

  

	As at December 31, 2025				As at March 31, 2026			
	Asia	EMEA	Americas	Consolidated	Asia	EMEA	Americas	Consolidated
Segment assets <sup>(c)</sup>	US\$5,103,369	US\$1,120,988	US\$2,495,212	US\$8,719,569	<b>US\$4,167,665</b>	<b>US\$2,546,971</b>	<b>US\$2,529,683</b>	<b>US\$9,244,319</b>
Segment liabilities <sup>(d)</sup>	4,629,396	328,228	1,233,287	6,190,911	<b>4,722,852</b>	<b>617,116</b>	<b>1,294,618</b>	<b>6,634,586</b>

<sup>(a)</sup> Measured in TEUs.

<sup>(b)</sup> Capital expenditures include amount disbursed for the acquisition of port facilities and equipment classified as intangibles under IFRIC 12 amounting to US\$45.6 million and US\$26.2 million in 2025 and 2026, respectively, property and equipment (including those acquired under business combination) amounting to US\$77.3 million and US\$83.3 million in 2025 and 2026, respectively, as shown in the consolidated statements of cash flows, and advances to contractors and suppliers amounting to US\$10.4 million and US\$16.2 million in 2025 and 2026, respectively. These amounts have been reduced by cash receipts from government grants amounting to nil in 2025 and US\$5.0 million in 2026.

<sup>(c)</sup> Segment assets do not include deferred tax assets as shown in the consolidated balance sheets.

<sup>(d)</sup> Segment liabilities do not include income tax payable and deferred tax liabilities as shown in the consolidated balance sheets.

The following table shows the computation of earnings before interest, taxes, depreciation, and amortization (EBITDA) as derived from the interim consolidated net income attributable to equity holders of the parent for the three months ended March 31:

	2025	2026
Net income attributable to equity holders of the parent	US\$239,536	<b>US\$293,570</b>
Non-controlling interests	21,500	<b>21,118</b>
Provision for income tax	78,015	<b>105,055</b>
Income before income tax	339,051	<b>419,743</b>
Add (deduct):		
Depreciation and amortization	77,407	<b>107,224</b>
Interest and other expenses <sup>(a)</sup>	101,624	<b>123,144</b>
Interest and other income <sup>(b)</sup>	(28,490)	<b>(32,246)</b>
<b>EBITDA <sup>(c)</sup></b>	<b>US\$489,592</b>	<b>US\$617,865</b>

<sup>(a)</sup> Interest and other expenses include the following as shown in the interim condensed consolidated statements of income: interest expense and financing charges on borrowings; interest expense on concession rights payable and lease liabilities; equity in net loss of joint ventures; foreign exchange loss; and other expenses.

<sup>(b)</sup> Interest and other income include the following as shown in the interim condensed consolidated statements of income: interest income; foreign exchange gain; equity in net income of joint ventures; and other income.

<sup>(c)</sup> EBITDA is not a uniform or legally defined financial measure. EBITDA is presented because the Group believes it is an important measure of its performance and liquidity. EBITDA is also frequently used by securities analysts, investors, and other interested parties in the evaluation of companies in the industry.

The Group EBITDA figures are not; however, readily comparable with other companies' EBITDA figures as these may be calculated differently thus, must be read in conjunction with related additional explanations. EBITDA has limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of the Group's results as reported under PFRS Accounting Standards. Some of the limitations concerning EBITDA are:

- EBITDA does not reflect cash expenditures or future requirements for capital expenditures or contractual commitments;
- EBITDA does not reflect changes in, or cash requirements for working capital needs;
- EBITDA does not reflect fixed (and in-substance fixed) port fees and lease payments that are capitalized as concession assets under IFRIC 12 and right-of-use assets under PFRS 16;
- EBITDA does not reflect the interest expense, or cash requirements necessary to service interest or principal debt payments;
- Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements; and
- Other companies in the industry may calculate EBITDA differently, which may limit its usefulness as a comparative measure.

Because of these limitations, EBITDA should not be considered as a measure of discretionary cash available to the Group to invest in the growth of the business. The Group compensates for these limitations by relying primarily on PFRS Accounting Standards results and uses EBITDA only as supplementary information.

## 5. Intangibles

### Concession Rights

Additions to concession rights amounting to US\$779.4 million during the three months ended March 31, 2026 primarily relates to the valuation of concession rights held upon acquisition of DGT, and construction of various civil works, and acquisitions of port facilities and equipment in Manila International Container Terminal (MICT) and Manila North Harbour Port, Inc. (MNHPI); partially tapered by the deconsolidation of YICT. Capitalized borrowing costs amounted to US\$0.6 million during the three months ended March 31, 2026.

Amortization of concession rights amounted to US\$34.2 million and US\$44.2 million for the three months ended March 31, 2025 and 2026, respectively.

### Goodwill

On January 1, 2026, the Group recognized provisional goodwill amounting to US\$248.1 million attributable to the expected synergies from the acquisition of DGT (see Note 1.3).

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## 6. Property and Equipment

Additions to property and equipment amounting to US\$267.3 million during the three months ended March 31, 2026 primarily due to the consolidation of DGT, and construction of various civil works, and acquisition of terminal equipment in various ports, mainly in Contecon Manzanillo S.A. (CMSA), South Luzon Container Terminal under Bauan International Port, Inc. (BIPI), MICT, VICT and Adriatic Gate Container Terminal (AGCT). The Group received government grant amounting to US\$5.0 million during 2026 for purchasing certain port equipment.

Capitalized borrowing costs amounted to US\$0.8 million and US\$2.7 million for the three months ended March 31, 2025 and 2026, respectively.

Depreciation of property and equipment amounted to US\$25.2 million and US\$39.5 million for the three months ended March 31, 2025 and 2026, respectively.

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## 7. Right-of-use Assets

Additions to right-of-use assets amounting to US\$252.4 million during the three months ended March 31, 2026 primarily due to the port-related sub-lease agreement held by DGT, and remeasurement of lease payments at certain terminals.

Amortization of right-of-use assets amounted to US\$16.7 million and US\$21.0 million for the three months ended March 31, 2025 and 2026, respectively.

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## 8. Other Noncurrent Assets

This account includes advances to contractors and suppliers, input tax, deposits for future investments, derivative assets, restricted cash, and financial assets at FVOCI, among others. This account decreased primarily due to the deposit made on December 30, 2025 for the acquisition of DGT, which was consolidated on January 1, 2026 upon meeting closing conditions; partially tapered by higher advances to contractors and suppliers for capital expenditures, including deposits for future investments and favorable impact on market valuation of certain interest rate swaps.

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## 9. Cash and Cash Equivalents

For the purpose of interim condensed consolidated statements of cash flows, cash and cash equivalents as at March 31 are comprised of the following:

	2025	2026
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Cash on hand and in banks	US\$535,153	<b>US\$582,151</b>
Cash equivalents	216,812	<b>239,355</b>
	<b>US\$751,965</b>	<b>US\$821,506</b>

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## 10. Long-term Debt

### 10.1 Outstanding Balances and Maturities of Long-term Debt

	Company	Maturity	December 31, 2025 <i>(Audited)</i>	March 31, 2026 <i>(Unaudited)</i>
<i>Senior Notes</i>				
Unsecured fixed interest USD bond	ICTSI	2030	US\$395,763	<b>US\$395,972</b>
Secured fixed interest USD bond	ICTSI Treasury B.V.	2031	293,725	<b>293,964</b>
<i>Fixed Interest US Dollar and Foreign Currency-denominated Term Loans and Securities</i>				
Unsecured USD term loan	ICTSI	2027-2032	1,401,837	<b>1,402,416</b>
Secured AUD bond	VICT	2039	265,109	<b>268,884</b>
Secured USD term loan	ICTSI Global Finance B.V. (IGFBV)	2026	239,821	<b>239,955</b>
Secured HKD term loan	IGFBV	2027	101,351	<b>100,805</b>
Secured USD term loans	Contecon Guayaquil, S.A.	2027	2,740	<b>2,398</b>
Other BRL term loan	FII Inhaúma	2027	1,395	<b>1,182</b>
<i>Floating Interest US Dollar and Foreign Currency-denominated Term Loans and Securities</i>				
Unsecured USD term loan	ICTSI	2028-2032	297,766	<b>307,836</b>
Secured IDR term loan	BACT	2030	76,324	<b>74,729</b>
Secured IDR term loan	PT East Java Development South Pacific International Container Terminal Ltd.	2029	51,769	<b>54,190</b>
Secured PGK term loan	Motukea International Terminal Ltd.	2026-2030	17,196	<b>14,866</b>
Secured PGK term loan	International Container Terminal Services Nigeria Ltd.	2026-2030	5,440	<b>4,553</b>
Secured NGN term loan		2028	1,152	<b>–</b>
Total			3,151,388	<b>3,161,750</b>
Less current portion			262,206	<b>299,593</b>
Long-term debt, net of current portion			US\$2,889,182	<b>US\$2,862,157</b>

### 10.2 Loan Covenants

The loans from local and foreign banks impose certain restrictions with respect to corporate reorganization, disposition of all or a substantial portion of ICTSI's and subsidiaries' assets, acquisitions of futures or certain class of stocks, and extending loans to others, except in the ordinary course of business. ICTSI is also required to comply with a specified financial ratio relating to its debt to EBITDA of up to 4 times when incurring additional debt.

There was no material change in the covenants related to the Group's long-term debt. As at March 31, 2026, ICTSI and subsidiaries were in compliance with their loan covenants.

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## 11. Accounts Payable and Other Current Liabilities

This account includes trade payables, output and other taxes payable, accruals for interest, salaries and benefits, and other expenses, customers' deposits, provisions for claims and losses, and dividends payable, among others. This account increased mainly due to higher operating expenses; revenue-driven increase in output and other taxes; and increase in dividends payable.

## 12. Equity

### 12.1 Stock Incentive Plan (SIP)

Stock awards, including Dividend Re-investment Plan (DRIP) stocks, granted by the Stock Incentive Committee to officers and employees of the Group during the three months ended March 31:

Grant Date	Number of Stocks Granted	Fair Value per Share at Grant Date
March 3, 2025	1,957,959	US\$5.87 (₱340.00)
March 28, 2025	179,196	US\$6.41 (₱368.00)
March 2, 2026	1,171,521	US\$11.68 (₱680.00)
March 27, 2026	97,147	US\$11.45 (₱690.00)

Share-based payment expense amounted to US\$2.5 million and US\$3.0 million for the three months ended March 31, 2025 and 2026, respectively.

2,250,683 treasury stocks were issued to certain officers and employees on March 3, 2026 (2025: 1,893,099 treasury stocks) upon vesting of stock awards.

### 12.2 Cash Dividends Declared on Common Stock

	2025	2026
Date of Board approval	March 6, 2025	<b>March 4, 2026</b>
Cash dividends per share	US\$0.247 (₱14.16)	<b>US\$0.305 (₱17.85)</b>
Record date	March 20, 2025	<b>March 19, 2026</b>
Payment date	March 28, 2025	<b>March 27, 2026</b>

### 12.3 Treasury Shares

During the three-month period ended March 31, 2026, the Parent Company acquired 502,850 of its own shares of common stock for US\$5.5 million. As at March 31, 2026, the total number of common stock held as treasury shares is 24,601,576.

### 12.4 Components of Other Comprehensive Loss

	Cumulative Translation Adjustments	Unrealized Mark-to-Market Gain (Loss) on Derivatives	Business Combination Revaluation Reserve	Unrealized Mark-to-Market Gain on Financial Assets at FVOCI	Share of Other Comprehensive Income (Loss) of Joint Ventures and Associates	Remeasurement Loss on Defined Benefit Plans	Total Comprehensive Income (Loss)
Balance at January 1, 2025	(US\$294,118)	US\$10,238	US\$610	US\$3,228	US\$1,303	(US\$3,818)	(US\$282,557)
Translation differences arising from translation of foreign operations' financial statements	20,354	-	-	-	-	-	20,354
Remeasurement gain on defined benefit plans	-	-	-	-	-	45	45
Net change in unrealized mark-to-market values of derivatives	-	(14,548)	-	-	-	-	(14,548)
Share in other comprehensive income of joint ventures	-	-	-	-	60	-	60
Net unrealized mark-to-market gain on financial assets at FVOCI	-	-	-	322	-	-	322
Income tax relating to components of other comprehensive income	-	3,651	-	-	-	-	3,651
Balance at March 31, 2025	(US\$273,764)	(US\$659)	US\$610	US\$3,550	US\$1,363	(US\$3,773)	(US\$272,673)

	Cumulative Translation Adjustments	Unrealized Mark-to-Market Gain (Loss) on Derivatives	Business Combination Revaluation Reserve	Unrealized Mark-to-Market Gain on Financial Assets at FVOCI	Share of Other Comprehensive Income of Joint Ventures and Associates	Remeasurement Loss on Defined Benefit Plans	Total Comprehensive Income (Loss)
Balance at December 31, 2025	(US\$199,665)	(US\$6,228)	US\$610	US\$4,723	US\$1,198	(US\$4,362)	(US\$203,724)
Translation differences arising from translation of foreign operations' financial statements	16,079	-	-	-	-	-	16,079
Net change in unrealized mark-to-market values of derivatives	-	7,186	-	-	-	-	7,186
Share in other comprehensive income of joint ventures	-	-	-	-	171	-	171
Net unrealized mark-to-market loss on financial assets at FVOCI	-	-	-	(487)	-	-	(487)
Income tax relating to components of other comprehensive income	-	(1,038)	-	-	-	-	(1,038)
Balance at March 31, 2026	(US\$183,586)	(US\$80)	US\$610	US\$4,236	US\$1,369	(US\$4,362)	(US\$181,813)

### 13. Related Party Transactions

Related Party	Relationship	Nature of Transaction	2025		2026	
			Transaction Amount for Three Months Ended March 31 <sup>(i)</sup>	Outstanding Receivable (Payable) Balance as at December 31	Transaction Amount for the Three Months Ended March 31 <sup>(i)</sup>	Outstanding Receivable (Payable) Balance as at March 31
<i>(In Millions)</i>						
<b>SPIA Spain S.L.</b>						
Sociedad Puerto Industrial Aguadulce SA (SPIA)	Joint venture	Interest-bearing loans <sup>(ii)</sup>	US\$2.60	US\$173.11	US\$2.77	US\$175.60
<b>YICTL</b>						
Yantai Port Holdings (YPH)	Non-controlling shareholder	Trade transactions <sup>(iii)</sup>	0.68	(0.09)	0.74	-
Yantai Port Container Terminal Ltd. (YPHT)	Common shareholder	Outsourced services <sup>(iv)</sup>	1.45	0.62	1.68	-
Yantai Port Group (YPG)	Common shareholder	Trade transactions <sup>(iii)</sup>	0.07	(0.01)	0.08	-
<b>SCIPSI</b>						
Asian Terminals, Inc.	Non-controlling shareholder	Management fees	0.03	(0.02)	0.03	(0.01)
<b>AGCT</b>						
Luka Rijeka D.D. (Luka Rijeka)	Non-controlling shareholder	Provision of services <sup>(v)</sup>	0.01	-	0.02	-
<b>Laguna Gateway Inland Container Terminal, Inc. (LGICT)</b>						
NCT Transnational Corp.	Non-controlling shareholder	Maintenance and repairs	0.02	(0.02)	0.03	(0.02)
<b>ICTSI DR Congo S.A.</b>						
Ledy SARL	Non-controlling shareholder	Management fees	0.90	-	0.90	-
<b>Parent Company</b>						
Prime Metro BMD Corporation	Common shareholder	Purchase of services <sup>(vi)</sup> Sublease <sup>(vii)</sup>	2.78 -	(6.19) (0.07)	10.34 -	(4.32) -
Prime Metro Power Holdings Corporation	Common shareholder	Reimbursement of operating expenses and sublease <sup>(vii)</sup>	-	0.06	-	-
Falconer Aircraft Management, Inc. (FAMI)	Joint Venture	Reimbursement of operating expenses	0.06	0.53	0.47	(0.45)
Aviation Concepts Terminal Services Inc (ACTSI)	Joint Venture	Management fees Lease of asset <sup>(viii)</sup>	0.55 0.25	(0.48) (14.09)	0.44 0.17	(0.20) (13.78)

(i) Amount of transactions do not include payments, collections and foreign exchange movements.

(ii) On October 1, 2018, IEBV assigned to SPIA Spain S.L. all its outstanding interest-bearing loans, including interest converted into interest-bearing loan, and interest receivable from SPIA as of the same date, amounting to US\$321.1 million and US\$9.6 million, respectively. The funds were used by SPIA to finance the construction of its terminal and its start-up operations in Colombia.

(iii) Trade transactions include utilities, rental and other transactions paid by YICT to YPH and YPG.

(iv) YPHT outsources its domestic container terminal business to YICT.

(v) AGCT has entered into agreements with Luka Rijeka, a non-controlling shareholder, for the latter's provision of services such as equipment maintenance, power and fuel and supply of manpower, among others. Total expenses incurred by AGCT in relation to these agreements were recognized and presented in the consolidated statement of income as part of Manpower costs, Equipment and facilities-related expenses and Administrative and other operating expenses.

(vi) ICTSI has entered into contracts with Prime Metro BMD Corporation for the construction, dredging works, and repairs and maintenance of port facilities.

(vii) ICTSI has entered into contracts with Prime Metro BMD Corporation, Prime Metro Power Holdings Corporation and Prime Metro Infrastructure Holdings Corporation for the sublease of office space.

(viii) On November 29, 2024, ICTSI and ACTSI entered into an agreement for the lease of transportation equipment with a term of 10 years.

Related Party	Relationship	Nature of Transaction	2025		2026	
			Transaction Amount for Three Months Ended March 31 <sup>(i)</sup>	Outstanding Receivable (Payable) Balance as at December 31	Transaction Amount for the Three Months Ended March 31 <sup>(i)</sup>	Outstanding Receivable (Payable) Balance as at March 31
<i>(In Millions)</i>						
<b>ICTSI Ltd.</b>						
FAMI	Joint Venture	Working capital advances	0.10	0.54	0.76	1.30
ACTSI	Joint Venture	Interest-bearing loans <sup>(ix)</sup>	0.08	10.84	0.10	9.56
		Working capital advances	1.56	1.88	–	1.88
<b>DGT</b>						
Transnet	Common shareholder	Reimbursement of operating expenses <sup>(x)</sup>	–	–	33.16	(14.04)

The outstanding balances arising from these related party transactions are current and generally collectible/payable upon demand.

#### 14. Earnings Per Share Computation

The table below shows the computation of basic and diluted earnings per share for the three months ended March 31 (amounts are in thousands, except for the number of stocks and earnings per share data):

	2025 <i>(Unaudited)</i>	2026 <i>(Unaudited)</i>
Net income attributable to equity holders of the parent, as presented in the unaudited interim condensed consolidated statements of income	US\$239,536	US\$293,570
Adjustment for the effect of cumulative distribution on subordinated perpetual capital securities	(3,725)	(3,725)
Net income attributable to equity holders of the parent, as adjusted (a)	US\$235,811	US\$289,845
Common stocks issued at beginning of year	2,045,177,671	2,045,177,671
Weighted treasury stocks	(19,561,832)	(25,059,368)
Weighted average stocks outstanding (b)	2,025,615,839	2,020,118,303
Effect of dilutive stock awards	4,838,444	3,856,429
Weighted average stocks outstanding adjusted for potential common stocks (c)	2,030,454,283	2,023,974,732
<b>Basic earnings per share (a÷b)</b>	US\$0.116	US\$0.143
<b>Diluted earnings per share (a÷c)</b>	US\$0.116	US\$0.143

#### 15. Contingencies

Due to the nature of the Group's business, it is involved in various legal proceedings, both as plaintiff and defendant, from time to time. Management and its legal counsels believe that the Group has substantial legal and factual bases for its position and is of the opinion that losses arising from the existing legal actions and proceedings, if any, will not have a material adverse impact on the Group's interim condensed consolidated financial position and results of operations.

(ix) These loans were obtained through a series of issuances with terms ranging from five to 12 years from their respective issuance dates, and bear fixed interest rates.  
(x) These transactions represent reimbursement of expenses incurred by Transnet on behalf of DGT such as manpower costs, software licenses and utilities.

## 16. Financial Instruments

### 16.1 Fair Values

Set out below is a comparison of carrying amounts and fair values of the Group's financial instruments by category, whose fair value is different from its carrying amount (amount in thousands):

	December 31, 2025		March 31, 2026	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Liabilities</b>				
Long-term debt	US\$3,151,388	US\$3,113,358	<b>US\$3,161,750</b>	<b>US\$3,110,826</b>
Concession rights payable	780,471	751,378	<b>783,555</b>	<b>732,588</b>

Carrying values of cash and cash equivalents, receivables, accounts payable and other current liabilities, put option liability, and loans payable approximate their fair values due to their short-term maturities.

For variable interest-bearing loans repriced monthly or quarterly, their carrying amounts approximate fair value due to the regular repricing of interest rates.

The fair values of the US dollar-denominated notes and US dollar-denominated medium-term notes are based on quoted prices.

The fair values of other liabilities were estimated at the present value of all future cash flows discounted using the applicable rates for similar types of liabilities ranging from 3.66 percent to 14.73 percent as at December 31, 2025 and 3.83 percent to 15.71 percent as at March 31, 2026.

The fair values of derivative assets and liabilities are calculated using valuation techniques with inputs and assumptions that are based on market observable data and conditions.

### 16.2 Fair Value Hierarchy

The following tables below present the fair value hierarchy of the Group's financial instruments (amount in thousands):

	December 31, 2025			
	Amount	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Assets measured at fair value:</b>				
Derivative assets	US\$4,341	US\$–	US\$4,341	US\$–
Financial assets at FVOCI	5,863	5,863	–	–
<b>Liabilities measured at fair value:</b>				
Derivative liabilities	12,599	–	12,599	–
<b>Liabilities for which fair values are disclosed:</b>				
Long-term debt	3,113,358	688,216	–	2,425,142
Concession rights payable	751,378	–	–	751,378

March 31, 2026				
	Amount	Quoted prices in active market (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
<b>Assets measured at fair value:</b>				
Derivative assets	US\$6,847	US\$–	US\$6,847	US\$–
Financial assets at FVOCI	5,376	–	5,376	–
<b>Liabilities measured at fair value:</b>				
Derivative liabilities	7,919	–	7,919	–
<b>Liabilities for which fair values are disclosed:</b>				
Long-term debt	3,110,826	683,054	–	2,427,772
Concession rights payable	732,588	–	–	732,588

In 2025 and 2026, there were no transfers between *Level 1* and *Level 2* fair value measurements and no transfers into and out of *Level 3* fair value measurements.

## 17. Other Matters

### Impacts of the Macroeconomic and Geopolitical Environment

The Group's financials could be influenced by the effects of the broader macroeconomic, regulatory and geopolitical environment. Fluctuation of US dollar relative to other currencies and rising inflation may affect the Group's reported levels of revenues and profits. Geopolitical conflicts can have major economic impact on the affected regions.

Whilst these developments had no material impact on the Group's business, their scale and duration remain uncertain to date. It is not possible to estimate the impact of the near-term and longer effects of such events. The Group will continue to closely monitor the progress of these situations.

## 18. Events after the Balance Sheet Date

### Redemption of Perpetual Capital Securities

On April 1, 2026, ICTSI, through its subsidiary, Royal Capital B.V. (RCBV), issued a notice to redeem the US\$298.0 million 5.0 percent Senior Guaranteed Perpetual Capital Securities (Securities) on May 5, 2026, at a price equal to the principal plus accrued distributions of US\$7.5 million. Following the redemption notice, the Securities will be reclassified from equity to financial liabilities effective April 1, 2026.

### Purchase of Treasury Shares

ICTSI acquired 923,400 treasury shares for US\$10.5 million since April 1, 2026.

### Establishment of Chief Executive Officer Stock Option Plan (CSOP) and Share Capital Changes

On March 16, 2026, the Board approved the establishment of a CSOP as an incentive to align the CEO's performance with the Company's strategic objectives. The CSOP grants the CEO the option to subscribe to preferred shares. On the same date, the Board approved the conversion of 25,000,000 unissued Preferred A Shares into "Preferred C Shares" with a par value of ₱1.00 (US\$0.017) and the cancellation of 964,200,000 unissued Preferred A Shares, resulting in a reduction of the Company's authorized capital stock. The Preferred C Shares are non-voting, non-cumulative, non-participating, convertible to common shares, without pre-emptive rights, and redeemable under terms to be determined by the Board.

On April 16, 2026, the stockholders ratified all actions approved by the Board on March 16, 2026.

## Item 2. Management’s Discussion and Analysis or Plan of Operations

The following discussion and analysis relate to the consolidated financial position and results of operations of ICTSI and its subsidiaries (collectively known as “ICTSI Group”) and should be read in conjunction with the accompanying unaudited interim condensed consolidated financial statements and related notes as at and for the three months ended March 31, 2026. References to “ICTSI”, “the Company”, and “Parent Company” pertain to ICTSI Parent Company, whereas references to “the Group” pertain to ICTSI and its subsidiaries.

### 2.1 Overview

ICTSI is a leading developer, manager and operator of common user origin and destination container terminals serving the global container shipping industry. ICTSI operates in six continents and continues to pursue container terminal opportunities around the world. It also handles general cargoes and provides a number of ancillary services such as storage, container packing and unpacking, inspection, weighing, and services for refrigerated containers or reefers. As at May 4, 2026, the Group is involved in 33 terminal operations, including concessions and port development projects in 19 countries worldwide. There are 10 terminal operations in the Philippines (including an inland container terminal, a barge terminal and combined terminal operations in Subic), four (4) in Brazil (including an intermodal rail ramp terminal and a Customs-bonded facility), two (2) each in Papua New Guinea (PNG) and Indonesia; and one (1) each in Ecuador, Poland, Georgia, Madagascar, Croatia, Honduras, Mexico, Iraq, Argentina, Democratic Republic (DR) of Congo, Colombia, Australia, Cameroon, Nigeria and South Africa.

ICTSI was established in 1987 in connection with the privatization of Manila International Container Terminal (MICT) in the Port of Manila, and has built upon the experience gained in rehabilitating, developing and operating MICT to establish an extensive international network of efficient and sustainable origin and destination gateway terminals in locations with supportive demographics, a favorable competitive environment and scope for operational improvements. International acquisitions throughout Asia, Europe, Middle East and Africa (EMEA), and Americas substantially contributed to the growth in the Group’s volume, revenues, earnings before interest, taxes, depreciation and amortization (EBITDA), and net income. ICTSI’s business strategy is to continue to develop its existing portfolio of terminals, proactively seek acquisition opportunities that meet its investment criteria while delivering returns to the shareholders.

The Group operates principally in one industry segment which is cargo handling and related services. ICTSI has organized its business into three (3) geographical segments:

- Asia
  - Manila - Manila International Container Terminal, Port of Manila, Philippines (MICT); Manila North Harbour Port, Inc., North Harbor, Manila, Philippines (MNHPI); and Manila Multipurpose Terminal, Manila, Philippines (MMT)
  - Zambales - Subic Bay International Terminal Corp., Subic Bay Freeport Zone, Olongapo City, Philippines (SBITC/ICTSI Subic)
  - Misamis Oriental - Mindanao Container Terminal, Phividec Industrial Estate, Tagaloan, Philippines (MCT)
  - Iloilo - Visayas Container Terminal, Iloilo Commercial Port Complex, Philippines (VCT)
  - General Santos - South Cotabato Integrated Port Services, Inc., Port of General Santos, Philippines (SCIPSI)
  - Batangas - Bauan International Port, Inc., Bauan, Philippines (BIPI)
  - Laguna - Laguna Gateway Inland Container Terminal, Calamba City, Laguna, Philippines (LGICT)
  - Cavite - Cavite Gateway Terminal, Tanza, Cavite, Philippines (CGT)
  - Australia - Victoria International Container Terminal Ltd., Webb Dock East, Port of Melbourne, Australia (VICT)

- Papua New Guinea - Motukea International Terminal Ltd., Port of Motukea, Papua New Guinea (MITL) and South Pacific International Container Terminal Ltd., Port of Lae, Papua New Guinea (SPICTL)
  - Indonesia - Batu Ampar Container Terminal (BACT), Batam (*commenced September 1, 2025*) and East Java Multipurpose Terminal, Tanjung Pakis Lamongan Public Terminal, East Java (EJMT)
  - China - Yantai International Container Terminals Ltd., Port of Yantai, Shandong Province, China (YICT; *until March 31, 2026*)
- EMEA
    - South Africa - Durban Gateway Terminal, Durban Container Terminal Pier 2, Port of Durban, South Africa (DGT; *commenced January 1, 2026*)
    - DR Congo - ICTSI D.R. Congo S.A., Matadi Gateway Terminal, Mbengu, Matadi, Democratic Republic of Congo (MGT)
    - Iraq - Basra Gateway Terminal, Port of Umm Qasr, Iraq (BGT)
    - Madagascar - Madagascar International Container Terminal Services Ltd., Port of Toamasina, Toamasina, Madagascar (MICTSL)
    - Poland - Baltic Container Terminal Ltd., Gdynia, Poland (BCT)
    - Croatia - Adriatic Gate Container Terminal, Rijeka, Croatia (AGCT)
    - Nigeria - Onne Multipurpose Terminal, Port of Onne, Rivers State, Nigeria (OMT)
    - Georgia - Batumi International Container Terminal LLC, Port of Batumi, Batumi, Georgia (BICTL)
    - Cameroon - Kribi Multipurpose Terminal, Kribi, Cameroon (KMT)
- Americas
    - Mexico - Contecon Manzanillo S.A. de C.V., Port of Manzanillo, Manzanillo, Mexico (CMSA)
    - Honduras - Operadora Portuaria Centroamericana, SA de CV, Puerto Cortés, Republic of Honduras (OPC)
    - Ecuador - Contecon Guayaquil S.A., Port of Guayaquil, Guayaquil, Ecuador (CGSA)
    - Brazil - Tecon Suape, S.A., Suape, Brazil, Terminal de Contêineres (TSSA); Rio Brasil Terminal, Port of Rio de Janeiro City, Brazil (ICTSI Rio); iTracker, Floriano Intermodal Terminal, Barra Mansa, Rio de Janeiro State, Brazil (IRB Logistica); and CLIA Pouso Alegre, Minas Gerais, Brazil
    - Argentina - TecPlata S.A., Port of La Plata, Buenos Aires Province, Argentina (TecPlata)
    - Colombia - Sociedad Puerto Industrial de Aguadulce S.A., Port of Buenaventura, Buenaventura, Colombia (SPIA; *a joint venture*)

## 2.2 Results of Operations and Key Performance Indicators

### 2.2.1 Results of Operations

The following table shows a summary of the results of operations for the three months ended March 31, 2026 as compared with the same periods in 2025 as derived from the accompanying unaudited interim condensed consolidated financial statements.

**Table 2.1 Interim Condensed Consolidated Statements of Income**

<i>(In thousands, except % change data)</i>	For the Three Months Ended March 31		
	2025	2026	% Change
Gross revenues from port operations	US\$745,420	<b>US\$961,111</b>	28.9
Revenues from port operations, net of port authorities' share	677,252	<b>879,674</b>	29.9
Total income (net revenues, interest and other income)	705,742	<b>911,920</b>	29.2
Total expenses (operating, financing and other expenses)	366,691	<b>492,177</b>	34.2
EBITDA <sup>1</sup>	489,592	<b>617,865</b>	26.2
EBIT <sup>2</sup>	412,185	<b>510,641</b>	23.9
Net income attributable to equity holders of the parent	239,536	<b>293,570</b>	22.6
<b>Earnings per share</b>			
Basic	US\$0.116	<b>US\$0.143</b>	23.3
Diluted	0.116	<b>0.143</b>	23.3

<sup>1</sup> EBITDA is not a uniform or legally defined financial measure. It generally represents earnings before interest, taxes, depreciation and amortization. EBITDA is presented because the Group believes it is an important measure of its performance and liquidity. EBITDA is also frequently used by securities analysts, investors and other interested parties in the evaluation of companies in the industry.

The Group's EBITDA figures are not, however, readily comparable with other companies' EBITDA figures as they are calculated differently and thus, must be read in conjunction with related additional explanations. EBITDA has limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of the Group's results as reported under PFRS Accounting Standards. Some of the limitations concerning EBITDA are:

- EBITDA does not reflect cash expenditures or future requirements for capital expenditures or contractual commitments;
- EBITDA does not reflect changes in, or cash requirements for working capital needs;
- EBITDA does not reflect fixed (and in-substance fixed) port fees and lease payments that are accounted as concession assets under Philippine Interpretation IFRIC 12, *Service Concession Arrangements* and right-of-use assets under PFRS 16, *Leases*;
- EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest and distributions on perpetual securities or principal debt payments and perpetual security redemptions;
- Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized will often have to be replaced in the future, and EBITDA does not reflect any cash requirements for such replacements; and
- Other companies in the industry may calculate EBITDA differently, which may limit its usefulness as a comparative measure.

Because of these limitations, EBITDA should not be considered as a measure of discretionary cash available to the Group to invest in the growth of the business. The Group compensates for these limitations by relying primarily on the PFRS Accounting Standards results and uses EBITDA only as supplementary information.

<sup>2</sup> EBIT or Earnings Before Interest and Taxes, is calculated by taking net revenues from port operations and deducting cash operating expenses, and depreciation and amortization.

The following table presents the computation of EBITDA as derived from the Group's unaudited interim condensed consolidated statements of income for the three months ended March 31, 2026 as compared with the same period in 2025:

**Table 2.2 EBITDA Computation**

<i>(In thousands, except % change data)</i>	For the Three Months Ended March 31		
	2025	2026	% Change
Net income attributable to equity holders of the parent	US\$239,536	<b>US\$293,570</b>	22.6
Non-controlling interests	21,500	<b>21,118</b>	(1.8)
Provision for income tax	78,015	<b>105,055</b>	34.7
Income before income tax	339,051	<b>419,743</b>	23.8
Add (deduct):			
Depreciation and amortization	77,407	<b>107,224</b>	38.5
Interest and other expenses	101,624	<b>123,144</b>	21.2
Interest and other income	(28,490)	<b>(32,246)</b>	13.2
<b>EBITDA</b>	<b>US\$489,592</b>	<b>US\$617,865</b>	<b>26.2</b>

## 2.2.2 Key Performance Indicators

**Table 2.3 Key Performance Indicators**

	For the Three Months Ended March 31	
	2025	2026
Gross moves per hour per crane	10.7 - 39.7	<b>14.2 - 26.6</b>
Crane availability	63.0% - 98.5%	<b>79.0% - 98.5%</b>
Berth utilization	20.6% - 99.0%	<b>20.7% - 81.2%</b>
TEU volume growth	12.4%	<b>17.7%</b>
Gross revenue growth	16.9%	<b>28.9%</b>

The gross moves per hour per crane is a measure of crane productivity while working on vessels during discharging or loading operations. The crane availability relates to the efficiency of the maintenance of the crane. Berth utilization is a measure of how long the berth is utilized for a given period and this indicator measures the efficiency of the operations and the productivity on the vessel.

## 2.3 Comparison of Operating Results for the Three Months Ended March 31, 2025 and 2026

### 2.3.1 TEU Volume

The below table presents the volume (in TEU) handled by the Group for the quarters ended March 31, 2025 and 2026:

**Table 2.4 Volume**

	For the Three Months Ended March 31		
	2025	2026	% Change
Asia	1,790,731	<b>2,018,801</b>	12.7
Americas	980,958	<b>1,080,763</b>	10.2
EMEA	700,224	<b>985,337</b>	40.7
	<b>3,471,913</b>	<b>4,084,901</b>	<b>17.7</b>

The Group's consolidated volume increased by 17.7 percent to 4,084,901 TEUs for the quarter ended March 31, 2026 from 3,471,913 TEUs for the same period in 2025 mainly due to the volume contribution of DGT and BACT which took over port operations of DCT Pier 2 in Port of Durban, South Africa and Batam, Indonesia on January 1, 2026 and September 1, 2025, respectively; and improvement in trade activities in Asia and Americas; partially offset by volume decrease in EMEA. Excluding volume contribution of new operations in DGT and BACT, consolidated volume would have increased by 1.4 percent for the quarter ended March 31, 2026.

Volume from the Asia operations, consisting of terminals in the Philippines, Australia, China, Papua New Guinea and Indonesia, increased by 12.7 percent to 2,018,801 TEUs for the quarter ended March 31, 2026 from 1,790,731 TEUs for the same period in 2025 mainly due to the volume contribution of BACT; and improvement in trade activities in most terminals in Asia. Excluding volume contribution of BACT, volume from the Asia segment would have increased by 5.7 percent

for the quarter ended March 31, 2026. The Asia operations captured 51.6 percent and 49.4 percent of the consolidated volume for the quarters ended March 31, 2025 and 2026, respectively.

Volume from the Americas segment, consisting of terminals in Mexico, Ecuador, Brazil, Honduras and Argentina, increased by 10.2 percent to 1,080,763 TEUs for the quarter ended March 31, 2026 from 980,958 TEUs for the same period in 2025 mainly due to the improvement in trade activities in majority of terminals in Americas, largely from CGSA and CMSA, with new services. The Americas operations accounted for 28.2 percent and 26.5 percent of the consolidated volume for the quarters ended March 31, 2025 and 2026, respectively.

Volume from the EMEA segment, consisting of terminals in South Africa, Iraq, DR Congo, Poland, Georgia, Croatia, Madagascar and Nigeria increased by 40.7 percent to 985,337 TEUs for the quarter ended March 31, 2026 from 700,224 TEUs for the same period in 2025 mainly due to the volume contribution of DGT; partially tapered by volume decreases mainly at BGT and AGCT. Excluding volume contribution of DGT, volume from the EMEA segment would have decreased by 21.9 percent for the quarter ended March 31, 2026. The EMEA operations stood at 20.2 percent and 24.1 percent of the consolidated volume for the quarters ended March 31, 2025 and 2026, respectively.

### 2.3.2 Total Income

Total income consists of: (1) Revenues from port operations, net of port authorities' share in gross revenues; (2) Interest income; (3) Foreign exchange gain; (4) Equity in net income of joint ventures; and (5) Other income.

The table below illustrates the consolidated total income for the three months ended March 31, 2025 and 2026:

**Table 2.5 Total Income**

<i>(In thousands, except % change data)</i>	For the Three Months Ended March 31		
	2025	2026	% Change
Gross revenues from port operations	US\$745,420	<b>US\$961,111</b>	28.9
Port authorities' share in gross revenues	68,168	<b>81,437</b>	19.5
Net revenues	677,252	<b>879,674</b>	29.9
Interest income	18,382	<b>14,993</b>	(18.4)
Foreign exchange gain	6,468	<b>13,976</b>	116.1
Equity in net income of joint ventures	–	<b>231</b>	100.0
Other income	3,640	<b>3,046</b>	(16.3)
<b>Total income</b>	<b>US\$705,742</b>	<b>US\$911,920</b>	29.2

For the quarter ended March 31, 2026, net revenues stood at 96.5 percent of the total consolidated income whereas interest income, foreign exchange gain, equity in net income of joint ventures, and other income accounted for 1.6 percent, 1.5 percent, 0.1 percent and 0.3 percent, respectively. For the same period in 2025, net revenues stood at 96.0 percent of the total consolidated income whereas interest income, foreign exchange gain, and other income accounted for 2.6 percent, 0.9 percent and 0.5 percent, respectively.

#### 2.3.2.1 Gross Revenues from Port Operations

Gross revenues from port operations include fees received for cargo handling, wharfage, berthing, storage, and special services.

**Table 2.6 Gross Revenues from Port Operations**

<i>(In thousands, except % change data)</i>	For the Three Months Ended March 31		
	2025	2026	% Change
Asia	US\$319,903	<b>US\$375,867</b>	17.5
Americas	282,161	<b>373,013</b>	32.2
EMEA	143,356	<b>212,231</b>	48.0
	US\$745,420	<b>US\$961,111</b>	28.9

The Group's consolidated gross revenues from port operations increased by 28.9 percent to US\$961.1 million for the quarter ended March 31, 2026 from US\$745.4 million for the same period in 2025 mainly due to volume growth with favorable container mix, tariff adjustments, and higher revenues from ancillary services at certain terminals; revenue contribution of DGT and BACT; and favorable translation impact mainly from the appreciation of Mexican Peso (MXN)- and Australian Dollar (AUD)-based revenues at CMSA and VICT, respectively, and Brazilian Real (BRL)-based revenues at TSSA and ICTSI Rio. Excluding revenue contribution of DGT and BACT, consolidated revenue would have increased by 19.3 percent for the quarter ended March 31, 2026.

Gross revenues from the Asia segment increased by 17.5 percent to US\$375.9 million for the quarter ended March 31, 2026 from US\$319.9 million for the same period in 2025 mainly due to volume growth with favorable container mix, tariff adjustments, and higher revenues from ancillary services at certain Philippine terminals, with all terminals in Asia Pacific contributing to the revenue growth, including BACT; and net favorable translation impact of foreign currency-denominated revenues against US dollar. Excluding revenue contribution of BACT, gross revenues of Asia segment would have increased by 16.2 percent for the quarter ended March 31, 2026. The Asia operations captured 42.9 percent and 39.1 percent of the consolidated gross revenues for the quarters ended March 31, 2025 and 2026, respectively.

Gross revenues from the Americas segment increased by 32.2 percent to US\$373.0 million for the quarter ended March 31, 2026 from US\$282.2 million for the same period in 2025 mainly due to volume growth with favorable container mix, tariff adjustments, and higher revenues from ancillary services at certain terminals; and net favorable translation impact of foreign currency-denominated revenues against US dollar. The Americas operations accounted for 37.9 percent and 38.8 percent of the consolidated gross revenues for the quarters ended March 31, 2025 and 2026, respectively.

Gross revenues from the EMEA operations increased by 48.0 percent to US\$212.2 million for the quarter ended March 31, 2026 from US\$143.4 million for the same period in 2025 mainly due to the revenue contribution of DGT. Excluding revenue contribution of DGT, revenue from the EMEA segment would have slightly increased by 0.6 percent for the quarter ended March 31, 2026. The EMEA operations stood at 19.2 percent and 22.1 percent of the consolidated gross revenues for the quarters ended March 31, 2025 and 2026, respectively.

### 2.3.2.2 Port Authorities' Share in Gross Revenues

Port authorities' share in gross revenues, which represents the variable fees paid to Port Authorities at certain terminals, other than minimum guaranteed variable fees that were capitalized as part of concession rights and right-of-use assets, and are amortized on a straight-line basis over the term of the concession, increased by 19.5 percent to US\$81.4 million for the quarter ended March 31, 2026 from US\$68.2 million for the same period in 2025 as a result of higher revenues at these terminals.

### 2.3.2.3 Interest Income, Foreign Exchange Gain, and Other Income

Interest income decreased by 18.4 percent to US\$15.0 million for the quarter ended March 31, 2026 from US\$18.4 million for the same period in 2025 mainly due to the lower average balance of short-term investments and bank deposits.

Foreign exchange gain increased to US\$14.0 million for the quarter ended March 31, 2026 from US\$6.5 million for the same period in 2025 mainly due to the favorable translation impact of certain currencies against US dollar.

Equity in net income of joint ventures amounted to US\$0.2 million for the quarter ended March 31, 2026 mainly due to share in higher net income at SPIA.

Other income decreased by 16.3 percent to US\$3.0 million for the quarter ended March 31, 2026 from US\$3.6 million for the same period in 2025. Other income includes the Group's rental, gain from disposals and claims, dividend income, and sundry income accounts.

### 2.3.3 Total Expenses

The table below shows the breakdown of total expenses for the three months ended March 31, 2025 and 2026.

**Table 2.7 Total Expenses**

<i>(In thousands, except % change data)</i>	For the Three Months Ended March 31		
	2025	2026	% Change
Manpower costs	US\$94,791	<b>US\$144,628</b>	52.6
Equipment and facilities-related expenses	46,985	<b>61,042</b>	29.9
Administrative and other operating expenses	45,884	<b>56,139</b>	22.3
Total cash operating expenses	187,660	<b>261,809</b>	39.5
Depreciation and amortization	77,407	<b>107,224</b>	38.5
Interest expense and financing charges on borrowings	39,368	<b>39,066</b>	(0.8)
Interest expense on lease liabilities	35,667	<b>42,389</b>	18.8
Interest expense on concession rights payable	15,807	<b>16,272</b>	2.9
Equity in net loss of joint ventures	38	–	(100.0)
Foreign exchange loss and others	10,744	<b>25,417</b>	136.6
Total expenses	US\$366,691	<b>US\$492,177</b>	34.2

Total cash operating expenses of the Group increased by 39.5 percent to US\$261.8 million for the quarter ended March 31, 2026 from US\$187.7 million for the same period in 2025 mainly due to the costs contribution of DGT; volume and revenue-driven increase in operating expenses, including increases related to the growth in revenue generating ancillary services; increase in government-mandated and contracted salary rate adjustments, including benefits; and unfavorable foreign exchange effect mainly from the depreciation of MXN- and AUD-based expenses at CMSA and VICT, respectively, and BRL-based expenses at TSSA and ICTSI Rio; partially tapered by continuous cost optimization measures implemented. Excluding the impact of new operations, consolidated cash operating expenses would have increased by 16.2 percent for the quarter ended March 31, 2026.

Expense accounts for the quarter ended March 31, 2026 with variances of plus or minus 5.0 percent against March 31, 2025 balances are discussed, as follows:

#### 2.3.3.1 Manpower Costs

Manpower costs increased by 52.6 percent to US\$144.6 million for the quarter ended March 31, 2026 from US\$94.8 million for the same period in 2025 primarily due to the costs contribution of DGT; government-mandated and contracted salary rate adjustments, including benefits, with revenue-driven increase in contracted services at certain terminals; and net unfavorable translation impact of foreign currency-denominated manpower costs against US dollar. Excluding the impact of new operations,

consolidated cash manpower costs would have increased by 23.1 percent for the quarter ended March 31, 2026.

Manpower costs accounted for 50.5 percent and 55.2 percent of consolidated cash operating expenses for the quarters ended March 31, 2025 and 2026, respectively.

#### *2.3.3.2 Equipment and Facilities-related Expenses*

Equipment and facilities-related expenses consist mainly of repairs and maintenance costs of port equipment and facilities, power and light, tools expenses, equipment rentals, and fuel.

Equipment and facilities-related expenses increased by 29.9 percent to US\$61.0 million for the quarter ended March 31, 2026 from US\$47.0 million for the same period in 2025 mainly due to the costs contribution of DGT and BACT; volume and revenue-driven increase in fuel and power consumption, repairs and maintenance, and equipment rentals, with net unfavorable translation impact of foreign currency-denominated equipment and facilities-related expenses against US dollar; partially tapered by continuous cost optimization measures implemented. Excluding the impact of new operations, consolidated equipment and facilities-related expenses would have increased by 8.1 percent for the quarter ended March 31, 2026.

Equipment and facilities-related expenses represented 25.0 percent and 23.3 percent of consolidated cash operating expenses for the quarters ended March 31, 2025 and 2026, respectively.

#### *2.3.3.3 Administrative and Other Operating Expenses*

Administrative and other operating expenses increased by 22.3 percent to US\$56.1 million for the quarter ended March 31, 2026 from US\$45.9 million for the same period in 2025 mainly due to the costs contribution of DGT, revenue-related taxes and licenses, volume-driven IT costs, and donations; partially tapered by the general impact of continuous cost optimization measures implemented. Excluding the impact of new operations, consolidated administrative and other operating expenses would have increased by 10.4 percent for the quarter ended March 31, 2026.

Administrative and other operating expenses represented 24.5 percent and 21.4 percent of consolidated cash operating expenses for the quarters ended March 31, 2025 and 2026, respectively.

#### *2.3.3.4 Depreciation and amortization*

Depreciation and amortization increased by 38.5 percent to US\$107.2 million for the quarter ended March 31, 2026 from US\$77.4 million for the same period in 2025 primarily due to the costs contribution of DGT; commissioning of various port equipment and facilities; and increase in right-of-use asset as a result of remeasurement of lease liabilities at certain terminals. Excluding the impact of new operations, depreciation and amortization would have increased by 15.2 percent for the quarter ended March 31, 2026.

#### *2.3.3.5 Interest expense on lease liabilities*

Interest expense on lease liabilities increased by 18.8 percent to US\$42.4 million for the quarter ended March 31, 2026 from US\$35.7 million for the same period in 2025 primarily due to the costs contribution of DGT. Excluding the impact of new operations, interest expense on lease liabilities would have increased by 1.9 percent for the quarter ended March 31, 2026.

### 2.3.3.6 Equity in Net Loss of Joint Ventures

Equity in net loss of joint ventures amounted to nil for the quarter ended March 31, 2026 from US\$38.0 thousand for the same period in 2025 mainly due to the positive result of operations at SPIA.

### 2.3.3.7 Foreign Exchange Loss and Others

Foreign exchange loss and others increased to US\$25.4 million for the quarter ended March 31, 2026 from US\$10.7 million for the same period in 2025 mainly due to the US\$14.7 million non-recurring loss on sale of YICT, primarily attributable to the reclassification of cumulative translation adjustment (CTA) to profit and loss amounting to US\$13.3 million, representing mainly foreign exchange differences arising from the translation of the subsidiary's financial statements, which had been previously recognized in other comprehensive income.

### 2.3.4 EBITDA and EBIT

Consolidated EBITDA increased by 26.2 percent to US\$617.9 million for the quarter ended March 31, 2026 from US\$489.6 million for the same period in 2025, mainly due to higher revenues, partially tapered by the increase in cash operating expenses. EBITDA margin decreased to 64.3 percent for the quarter ended March 31, 2026 from 65.7 percent for the same period in 2025. Excluding the impact of new operations, EBITDA would have increased by 20.4 percent whereas EBITDA margin would have increased to 66.3 percent for the quarter ended March 31, 2026.

Meanwhile, consolidated EBIT increased by 23.9 percent to US\$510.6 million for the quarter ended March 31, 2026 from US\$412.2 million for the same period in 2025 mainly due to higher EBITDA, partially tapered by the increase in depreciation and amortization charges. EBIT margin decreased to 53.1 percent for the quarter ended March 31, 2026 from 55.3 percent for the same period in 2025. Excluding the impact of new operations, EBIT would have increased by 21.3 percent whereas EBIT margin would have increased to 56.3 percent for the quarter ended March 31, 2026.

### 2.3.5 Income Before Income Tax and Provision for Income Tax

Consolidated income before income tax increased by 23.8 percent to US\$419.7 million for the quarter ended March 31, 2026 from US\$339.1 million for the same period in 2025 primarily due to higher operating income partially tapered by nonrecurring loss on sale of YICT. Excluding the impact of nonrecurring loss and new operations, consolidated income before income tax would have increased by 27.2 percent for the quarter ended March 31, 2026.

The ratio of consolidated income before income tax to consolidated gross revenues stood at 45.5 percent and 43.7 percent for the quarter ended March 31, 2025 and 2026, respectively.

Consolidated provision for income tax increased by 34.7 percent to US\$105.1 million for the quarter ended March 31, 2026 from US\$78.0 million for the same period in 2025 due to higher taxable income. Effective income tax rate for the quarter ended March 31, 2025 and 2026 stood at 23.0 percent and 25.0 percent, respectively. Increase in the provision for income tax and effective income tax rate from prior period is due to higher taxable income at certain terminals operating in jurisdictions with high tax rates, including impact of DGT.

### 2.3.6 Net Income

Consolidated net income increased by 20.6 percent to US\$314.7 million for the quarter ended March 31, 2026 from US\$261.0 million for the same period in 2025. The ratio of consolidated net income to gross revenues from port operations stood at 35.0 percent and 32.7 percent for the quarters ended March 31, 2025 and 2026, respectively. Excluding the impact of nonrecurring loss and new

operations, consolidated net income would have increased by 25.3 percent for the quarter ended March 31, 2026.

Consolidated net income attributable to equity holders increased by 22.6 percent to US\$293.6 million for the quarter ended March 31, 2026 from US\$239.5 million for the same period in 2025. Excluding the impact of nonrecurring loss and new operations, consolidated net income attributable to equity holders would have increased by 28.3 percent for the quarter ended March 31, 2026.

Basic earnings per share amounted to US\$0.116 and US\$0.143 for the quarters ended March 31, 2025 and 2026, respectively. Diluted earnings per share amounted to US\$0.116 and US\$0.143 for the quarters ended March 31, 2025 and 2026, respectively.

## 2.4 Trends, Events or Uncertainties Affecting Recurring Revenues and Profits

The Group is exposed to a number of trends, events, and uncertainties which can affect its recurring revenues and profits. These include levels of general economic activity and containerized trade volume in countries where it operates, as well as certain cost items, such as labor, fuel and power. In addition, the Group operates in a number of jurisdictions other than the Philippines and collects revenues in various currencies. Fluctuation of the US dollar relative to other major currencies may adversely affect the Group's reported levels of revenues and profits.

For further details please refer to Note 17, *Other Matters* to the Unaudited Interim Condensed Consolidated Financial Statements.

## 2.5 Financial Position

**Table 2.12 Interim Condensed Consolidated Balance Sheets**

<i>(In thousands, except % change data)</i>	December 31,	<b>March 31, 2026</b>	
	2025 <i>(Audited)</i>	<i>(Unaudited)</i>	% Change
Total assets	US\$9,077,099	<b>US\$9,621,507</b>	6.0
Current assets	1,532,454	<b>1,353,141</b>	(11.7)
Total equity	2,481,185	<b>2,397,725</b>	(3.4)
Total equity attributable to equity holders of the parent	2,122,275	<b>1,819,888</b>	(14.2)
Total interest-bearing debt*	3,151,388	<b>3,161,750</b>	0.3
Total liabilities	6,595,914	<b>7,223,782</b>	9.5
Current liabilities	1,079,145	<b>1,269,790</b>	17.7
Current assets/total assets	16.9%	<b>14.1%</b>	
Current ratio	1.42	<b>1.07</b>	
Debt-equity ratio <sup>1</sup>	1.27	<b>1.32</b>	

\*Includes current and non-current portion of long-term debt

<sup>1</sup> Debt includes interest-bearing debt. Equity means Total Equity as shown in the consolidated balance sheets.

Total assets increased by 6.0 percent to US\$9.6 billion as at March 31, 2026 from US\$9.1 billion as at December 31, 2025 primarily due to the consolidation of DGT effective January 1, 2026.

Current assets decreased by 11.7 percent to US\$1.4 billion as at March 31, 2026 from US\$1.5 billion as at December 31, 2025 mainly due to the payments of dividends, and capital expenditures, interests on lease liabilities, concession rights payable, and borrowings; partially tapered by the cash generated from operations.

Total equity decreased by 3.4 percent to US\$2.4 billion as at March 31, 2026 from US\$2.5 billion as at December 31, 2025 primarily due to the declaration of cash dividends partially tapered by the net income generated during the period, and increase in non-controlling interest from the acquisition of DGT.

Total liabilities increased by 9.5 percent to US\$7.2 billion as at March 31, 2026 from US\$6.6 billion as at December 31, 2025 primarily due to the lease liability from the port-related sublease agreement held by DGT, including deferred tax liability associated with the recognition of concession rights asset upon its acquisition; and increase in trade payables and accrued expenses.

Current liabilities increased by 17.7 percent to US\$1.3 billion as at March 31, 2026 from US\$1.1 billion as at December 31, 2025 mainly due to the increase in trade payables and accrued expenses; revenue-driven increase in output and other taxes; and increase in dividends payable.

### *2.5.1 Material Variances Affecting the Balance Sheet*

Balance sheet accounts as at March 31, 2026 with variances of plus or minus 5.0 percent against December 31, 2025 balances are discussed, as follows:

#### *Noncurrent Assets*

1. Intangibles increased by 36.1 percent to US\$3,473.6 million as at March 31, 2026 primarily related to the valuation of concession rights held upon acquisition of DGT, including recognition of goodwill; partially tapered by the deconsolidation of YICT.
2. Property and equipment increased by 5.2 percent to US\$2,616.5 million as at March 31, 2026 mainly due to the consolidation of DGT, and construction of various civil works, and acquisition of terminal equipment in various ports, with favorable impact on the translation of certain foreign operations' accounts; partially tapered by the deconsolidation of YICT, and depreciation charge for the period.
3. Right-of-use assets increased by 25.5 percent to US\$1,186.0 million as at March 31, 2026 primarily due to the port-related sub-lease agreement held by DGT, and remeasurement of lease payments at certain terminals.
4. Deferred tax assets increased by 5.5 percent to US\$377.2 million as at March 31, 2026 mainly due to higher unrealized foreign exchange losses.
5. Other noncurrent assets decreased by 61.6 percent to US\$368.5 million primarily due to the deposit made on December 30, 2025 for the acquisition of DGT, which was consolidated on January 1, 2026 upon meeting closing conditions; partially tapered by higher advances to contractors and suppliers for capital expenditures, including deposits for future investments, and favorable impact on market valuation of certain interest rate swaps.

#### *Current Assets*

6. Cash and cash equivalents decreased by 25.2 percent to US\$821.5 million as at March 31, 2026 mainly due to the payments of dividends, and capital expenditures, including interests on lease liabilities, concession rights payable, and borrowings; partially tapered by the cash generated from operations.
7. Receivables increased by 33.6 percent to US\$301.4 million primarily due to the outstanding receivable from the sale of ownership interest in YICT, and higher revenues from port operations.
8. Current portion of derivative assets decreased by 20.2 percent to US\$2.0 million due to the unfavorable impact on market valuation of certain interest rate swaps.
9. Spare parts and supplies increased by 20.6 percent to US\$83.0 million primarily due to the consolidation of DGT.
10. Prepaid expenses and other current assets increased by 6.3 percent to US\$145.2 million mainly due to revenue-driven increase in local business taxes, higher input VAT, and increase in debt service reserve account.

#### *Equity*

11. Retained earnings decreased by 18.3 percent to US\$1,437.9 million as at March 31, 2026 mainly due to the declaration of cash dividends partially tapered by the net income generated for the period.

12. Other comprehensive loss - net decreased by 10.8 percent to US\$181.8 million mainly due to the net favorable exchange differences on translation of foreign operations' accounts; and net favorable impact on market valuation of derivatives.
13. Equity attributable to non-controlling interests increased by 61.0 percent to US\$577.8 million as at March 31, 2026 mainly related to the minority share in DGT, and net income attributable to non-controlling interests; partially tapered by the deconsolidation of YICT, and dividends declared during the year.

#### *Noncurrent Liabilities*

14. Noncurrent portion of lease liabilities increased by 16.1 percent to US\$1,787.9 million primarily due to the port-related sub-lease agreement held by DGT.
15. Noncurrent portion of derivative liabilities decreased by 50.3 percent to US\$5.0 million as at March 31, 2026 mainly due to the favorable impact on market valuation of certain interest rate swaps.
16. Deferred tax liabilities increased by 75.0 percent to US\$505.5 million primarily due to the acquisition of DGT.
17. Other noncurrent liabilities increased by 6.7 percent to US\$25.6 million mainly due to the increase in accrued retirement benefits.

#### *Current Liabilities*

18. Accounts payable and other current liabilities increased by 28.3 percent to US\$803.2 million mainly due to increase in liabilities from operating expenses; revenue-driven increase in output and other taxes; and increase in dividends payable.
19. Current portion of long-term debt increased by 14.3 percent to US\$299.6 million mainly due to the reclassification of loans maturing within the next 12 months, from noncurrent to current.
20. Current portion of lease liabilities increased by 14.0 percent to US\$64.7 million due to higher scheduled lease payments within the next 12 months.
21. Income tax payable decreased by 28.0 percent to US\$83.7 million mainly due to settlement of income tax liability.
22. Current portion of derivative liabilities increased by 15.7 percent to US\$2.9 million mainly due to the unfavorable impact on market valuation of certain interest rate swaps.

## **2.6 Liquidity and Capital Resources**

This section discusses the Group's sources and uses of funds as well as its debt and equity capital profile.

### *2.6.1 Liquidity*

The table below shows the Group's consolidated cash flows as at March 31, 2025 and 2026:

**Table 2.13 Consolidated Cash Flows**

<i>(In thousands, except % change data)</i>	For the Three Months Ended March 31		
	2025	2026	% Change
Net cash provided by operating activities	US\$448,995	<b>US\$610,870</b>	36.1
Net cash used in investing activities	(17,904)	<b>(144,227)</b>	705.6
Net cash used in financing activities	(798,757)	<b>(758,114)</b>	(5.1)
Effect of exchange rate changes on cash and cash equivalents	10,558	<b>14,147</b>	34.0
Net decrease in cash and cash equivalents	(357,108)	<b>(277,324)</b>	(22.3)
Cash and cash equivalents, beginning	1,109,073	<b>1,098,830</b>	(0.9)
Cash and cash equivalents, end	US\$751,965	<b>US\$821,506</b>	9.2

Consolidated cash and cash equivalents was higher by 9.2 percent to US\$821.5 million as at March 31, 2026 from US\$752.0 million for the same period in 2025, mainly due to higher cash generated from operations, with lower net cash used in financing activities; partially tapered by higher net cash used in investing activities.

Net cash provided by operating activities increased by 36.1 percent to US\$610.9 million for the three months ended March 31, 2026 from US\$449.0 million for the same period in 2025, primarily due to positive results of operations in 2026.

Net cash used in investing activities increased to US\$144.2 million for the three months ended March 31, 2026 from US\$17.9 million for the same period in 2025, mainly due to the maturity of short-term investments in 2025; partially tapered by lower capital expenditures (excluding capitalized borrowing costs and government grant) spent for ongoing expansions, from US\$133.2 million in 2025 to US\$117.9 million in 2026.

Net cash used in financing activities decreased by 5.1 percent to US\$758.1 million for the three months ended March 31, 2026 from US\$798.8 million for the same period in 2025, mainly due to full repayment of short-term borrowings in 2025; partially tapered by higher dividend payment in 2026.

## 2.6.2 Capital Resources

The table below illustrates the Group's capital sources as at December 31, 2025 and March 31, 2026:

**Table 2.14 Capital Sources**

<i>(In thousands, except % change data)</i>	December 31, 2025 <i>(Audited)</i>	March 31, 2026 <i>(Unaudited)</i>	% Change
Current portion of long-term debt	US\$262,206	<b>US\$299,593</b>	14.3
Long-term debt, net of current portion	2,889,182	<b>2,862,157</b>	(0.9)
Total short and long-term debt	3,151,388	<b>3,161,750</b>	0.3
Equity	2,481,185	<b>2,397,725</b>	(3.4)
	US\$5,632,573	<b>US\$5,559,475</b>	(1.3)

The Group's total debt and equity capital decreased by 1.3 percent as at March 31, 2026 primarily due to the declaration of cash dividends partially tapered by net income generated during the period.

### 2.6.2.1 Debt Financing

The table below is a summary of long-term debt maturities, gross of unamortized debt issuance costs, of the Group as at March 31, 2026:

**Table 2.15 Outstanding Long-Term Debt Maturities**

	Amount
2026 <sup>(i)</sup>	US\$253,698
2027	308,848
2028	456,611
2029	689,419
2030 onwards	1,476,681
Total	<b>US\$3,185,257</b>

<sup>(i)</sup> April 1, 2026 through December 31, 2026

The average duration of the Group's long-term debt was extended by the availment of various long-term loans. As a result, 92% of the Group's long-term debt will mature in 2027 and beyond.

Details of the Group's outstanding loans are disclosed in Note 10, *Long-term Debt* to the Unaudited Interim Condensed Consolidated Financial Statements.

### 2.6.2.2 *Loan Covenants*

The loans from local and foreign banks impose certain restrictions with respect to corporate reorganization, disposition of all or a substantial portion of ICTSI's and subsidiaries' assets, acquisitions of futures or stocks, and extending loans to others, except in the ordinary course of business. ICTSI is also required to comply with a specified financial ratio relating to their debt to EBITDA up to 4 times when incurring additional debt.

There was no material change in the covenants related to the Group's long-term debts. As at March 31, 2026, ICTSI and subsidiaries were in compliance with their loan covenants.

There were no other significant transactions pertaining to the Group's long-term debt as at March 31, 2026, except as discussed above.

### 2.6.2.3 *Equity Financing*

#### Perpetual Capital Securities

RCBV engaged in a series of financial transactions involving the issuance, redemption, and consolidation of Senior Guaranteed Perpetual Capital Securities ("Securities") with 5.0 percent interest rate. These Securities are unconditionally and irrevocably guaranteed by ICTSI and were used to refinance existing debts, fund capital expenditures, and support general corporate purposes.

As at March 31, 2026, the carrying value of the outstanding perpetual capital securities amounted to US\$295.1 million.

On April 1, 2026, RCBV issued a notice to redeem the Securities on May 5, 2026.

## **2.7 Risks**

ICTSI and its subsidiaries' geographically diverse operations expose the Group to various market risks, particularly foreign exchange risk, interest rate risk and liquidity risk, which movements may materially impact the financial results of the Group. With a view to managing these risks, the Group has incorporated a financial risk management function in its organization, particularly in the treasury operations.

### 2.7.1 *Foreign Exchange Risk*

The Group has geographically diverse operations and transacts in currencies other than its functional currency. Consequently, the Group is exposed to the risk of fluctuation of the exchange rates between the US dollar and other local currencies such as PHP, MXN, BRL, AUD, EUR and ZAR that may adversely affect its results of operations and financial position. The Group attempts to match its revenues and expenses whenever possible and, from time to time, engages in hedging activities.

The Group's non-US dollar currency-linked revenues was 58.6 percent and 67.1 percent of gross revenues for the periods ended March 31, 2025 and 2026, respectively. ICTSI incurs expenses in foreign currency for the operating and start-up requirements of its international subsidiaries. Concession fees payable to port authorities in certain countries are either denominated in or linked to the US dollar.

The table below provides the currency breakdown of the Group's revenue for the three months ended March 31, 2026:

**Table 2.16 Revenue Currency Profile**

Business Unit	USD/EUR Composition	Local Currency
MICT	41% USD	59% PHP
MNHPI		100% PHP
SBITC/ICTSI Subic	47% USD	53% PHP
MCT	44% USD	56% PHP
VCT	26% USD	74% PHP
SCIPSI		100% PHP
MMT	41% USD	59% PHP
BIPI	29% USD	71% PHP
LGICT	23% USD	77% PHP
CGT		100% PHP
VICT		100% AUD
PNG		100% PGK
BACT		100% IDR
EJMT		100% IDR
YICT		100% RMB
CMSA	15% USD	85% MXN
OPC	100% USD	
CGSA	100% USD	
TSSA		100% BRL
ICTSI Rio	33% USD	67% BRL
TecPlata	100% USD	
IRB Logistica		100% BRL
CLIA Pouso Alegre	46% USD	54% BRL
DGT		100% ZAR
MG	100% USD	
BGT	40% USD	60% IQD
MICTSL	100% EUR	
BCT	71% USD/2% EUR	27% PLN
AGCT	100% EUR	
OMT	61% USD	39% NGN
BICTL	100% USD	
KMT	100% EUR	

### 2.7.2 Interest Rate Risk

The Group's exposure to market risk for changes in interest rates (cash flow interest rate risk) relates primarily to the Group's bank loans and is addressed by a periodic review of the Group's debt mix with the objective of reducing interest cost and maximizing available loan terms. The Group also enters into interest rate swap agreements in order to manage its exposure to interest rate fluctuations.

### 2.7.3 Liquidity Risk

The Group manages its liquidity profile to be able to finance its working capital and capital expenditure requirements through internally generated cash and proceeds from debt and/or equity. As part of the liquidity risk management, the Group maintains strict control of its cash and makes sure that excess cash held by subsidiaries are up streamed timely to the Parent Company. The Group also monitors the receivables and payables turnover to ensure that these are at optimal levels. In addition, it regularly evaluates its projected and actual cash flow information and continually assesses the conditions in the financial market to pursue fund raising initiatives. These initiatives may include accessing bank loans, project finance facilities and the debt capital markets.

ICTSI monitors and maintains a level of cash and cash equivalents and bank credit facilities deemed adequate to finance the Group's operations, ensure continuity of funding and to mitigate the effects of fluctuations in cash flows.

There are no other known trends, demands, commitments, events or uncertainties that will materially affect the Group's liquidity.

## **PART II – OTHER INFORMATION**

There are no other information not previously reported in SEC Form 17-C that need to be reported in this section.

## ANNEX 1

### INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES

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#### SCHEDULE OF AGING OF RECEIVABLES

As at March 31, 2026

*(Unaudited, in Thousands)*

	Trade	Advances	Total
Under six months	US\$195,615	US\$89,915	US\$285,530
Six months to one year	1,470	696	2,166
Over one year	6,611	7,121	13,732
	US\$203,696	US\$97,732	US\$301,428

## ANNEX 2

### INTERNATIONAL CONTAINER TERMINAL SERVICES, INC. AND SUBSIDIARIES

#### FINANCIAL SOUNDNESS INDICATORS

As at and for the Three Months Ended March 31

	2025	2026
<b>Liquidity ratios</b>		
Current ratio <sup>(a)</sup>	1.05	<b>1.07</b>
Interest rate coverage ratio <sup>(b)</sup>	12.44	<b>15.82</b>
<b>Solvency ratios</b>		
Debt to equity ratio <sup>(c)</sup>	1.51	<b>1.32</b>
Asset to equity ratio <sup>(d)</sup>	4.47	<b>4.01</b>
<b>Profitability ratio</b>		
EBITDA margin <sup>(e)</sup>	65.7%	<b>64.3%</b>

<sup>(a)</sup> Current assets over current liabilities

<sup>(b)</sup> EBITDA over interest expense and financing charges on borrowings

<sup>(c)</sup> Interest-bearing debts over total equity

<sup>(d)</sup> Total assets over total equity

<sup>(e)</sup> EBITDA over gross revenues from port operations



## SIGNATURES

Pursuant to the requirements of Section 17 of the Securities Regulation Code, this report is signed on behalf of the registrant, thereunto duly authorized, in the City of Manila on May 4, 2026.

Registrant: **INTERNATIONAL CONTAINER TERMINAL SERVICES, INC.**

By:



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**Emilio Manuel V. Pascua**  
Senior Vice President, Chief Financial Officer and  
Chief Risk Officer

May 4, 2026



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**Arlyn L. McDonald**  
Vice President, Global Financial Controller

May 4, 2026