COVER SHEET

AS094-8678
SEC Registration Number

WATERFRONT PHILIPPINES,
INCORPORATED

(Company's Full Name)

NO. 1 WATERFRONT DRIVE
OFF SALINAS DRIVE LAHUG
CEBU CITY 6000

(Business Address : No. Street City / Town / Province)

CHERRYL M. VIDAL
Contact Person

(02) 8706-7888
Company Telephone Number

1 2 **3 1**
Month *Day*

SEC 20IS PRELIMINARY
FORM TYPE

Last Friday of September
Month *Day*
Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

420
Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

S T A M P S

Remarks = pls. use black ink for scanning purposes

WATERFRONT
PHILIPPINES

Dear Stockholder:

In accordance with the By-Laws Article II Section 1, please be informed that the Annual Meeting of the Stockholders (ASM) of **WATERFRONT PHILIPPINES, INCORPORATED.** (the "Corporation"), will be held on Wednesday, **September 30, 2026**, at 10:00 A.M. at No. 1 Waterfront Drive, Off Salinas Drive, Lahug, Cebu City, Philippines to pass upon the following matters:

1. Call to Order;
2. Certification of Notice and Quorum;
3. Approval of the Minutes of the previous Annual Stockholders' Meeting dated September 26, 2025;
4. Ratification of the Acts of the Board and Management for the year 2025;
5. President's Report to the Stockholders and Approval of the Annual Report and Audited Financial Statements for the year ended December 31, 2025;
6. Election of the Board of Directors to serve for the Term 2026-2027;
7. Authority to Amend the By-Laws Article II, Meetings of the Stockholders, Section 1, changing the schedule of the Annual Stockholder Meeting from LAST DAY OF SEPTEMBER OF EACH YEAR to LAST FRIDAY OF SEPTEMBER OF EACH YEAR
8. Appointment of External Auditor;
9. Appointment of External Counsels;
10. Other business/corporate matters; and
11. Adjournment.

As fixed by the Board of Directors, the record date for the purpose of determining the stockholders of record who are entitled to vote in said stockholders' meeting is **September 07, 2026**. The Stock and Transfer Book of the Corporation will be closed on **September 07,** to **September 30, 2026** at **9:50 A.M**.

If you are not attending, you may submit a PROXY instrument to the office of the Corporate Secretary or to the Stock Transfer Agent of this Corporation at the address stated below. Stockholders whose shareholdings are lodged with the Philippine Central Depository are reminded to secure a certification of their shareholdings from their respective stockbrokers. Corporate stockholders are requested to attach to the PROXY instrument, their respective Board Resolutions in support of their proxies. Deadline for submission of proxies is on or before 9:50 A.M on **September 30, 2026.** The proxy form is hereto attached as Annex "A

On the day of the meeting, you or your proxy are hereby required to bring this Notice and any form of identification with picture and signature (e.g. driver's license, SSS ID, company ID, etc.) to facilitate registration.

WATERFRONT
PHILIPPINES

For those stockholders who is unable to be physically present during the meeting may vote in absentia or send a representative with proxy. Stockholders voting in absentia shall be considered present for purposes of determining quorum. Stockholders who wish to vote in absentia shall likewise register online at this link – https://us06web.zoom.us/launch/jc/88961687042, Meeting ID: 889 6168 7042, Passcode: 110174, on or before September 25, 2026. Subject to registration and validation procedures, stockholders who registered to vote in absentia may cast their votes to the link herein provided or via chat box.

A video and audio recording of the meeting will be taken in accordance with the requirements of the Securities and Exchange Commission. Electronic copies of the Information Statement, Management Report, SEC Form 17A and other pertinent documents are available on the: (a) on the Company's website; and (b) the PSE Edge.

Stockholders may submit written nominations for directors to the Corporate Secretary by mail or email at the addresses mentioned below not later than September 15, 2026. All nominations shall be in writing duly signed by the nominating stockholders or their duly authorized (in writing) representatives, with the written acceptance of the nominee. The nomination form is attached herewith as Annex "B". A copy of a valid government-issued identification card with photo of the nominee shall likewise be enclosed. All nominees for Directors and Independent Directors shall possess the qualifications and none of the disqualifications prescribed by law and the Corporation's policies. If a nominee for Independent Director, the nominee shall likewise submit a duly accomplished Certificate of Qualification in the form prescribed by the Securities and Exchange Commission in its Memorandum Circular No. 5, Series of 2017 dated March 7, 2017.

WE ARE NOT SOLICITING YOUR PROXY.

Pasig City, Philippines, August 19, 2026

ARTHUR R. PONSARAN
Corporate Secretary
Office address:
Unit 3104, 31st Floor Antel Global Corporate Center
#3 Dona Julia Vargas Avenue
Ortigas Center, Barangay San Antonio, Pasig City
Philippines, 1600

WATERFRONT PHILIPPINES INCORPORATED
Principal Office Address
No. 1 Waterfront Drive
Off Salinas Drive, Lahug
Cebu City, Philippines
Email address: https://www.waterfronthotels.com.ph/investor_relations/

WATERFRONT
PHILIPPINES

STOCK TRANSFER SERVICE, INC.
6784, Unit D 34th Floor Rufino Pacific Tower
Ayala Avenue, Makati City, 1200 Metro Manila
Phone: (02) 8403 2410/ 8403-2412
Email address: mccapoy@stocktransfer.com.ph

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:

   [X] Preliminary Information Statement

   [ ] Definitive Information Statement

2. Name of Registrant as specified in its charter **WATERFRONT PHILIPPINES, INCORPORATED**

3. **CEBU, PHILIPPINES**
   Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number **AS094-8678**

5. BIR Tax Identification Code **D80-003-978-254-NV**

6. **NO. 1 WATERFRONT DRIVE, OFF SALINAS DRIVE, LAHUG, CEBU CITY** **6000**
   Address of principal office Postal Code

7. Registrant's telephone number, including area code **(032) 232 6888**

8. **September 30, 2026, 10:00AM at No.1 Waterfront Drive, Off Salinas Drive Lahug, Cebu City 6000**
   Date, time and place of the meeting of security holders

9. Approximate date on which the Information Statement is first to be sent or given to security holders **August 25, 2026**

10. ***In case of Proxy Solicitations:***

   Name of Person Filing the Statement/Solicitor: Not Applicable

   Address and Telephone No.: Not Applicable

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants),

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
COMMON SHARES – P1.00 par value	**2,498,991,753**

12. Are any or all of registrant's securities listed in a Stock Exchange?

    Yes X No ____

    If yes, disclose the name of such Stock Exchange and the class of securities listed therein:
    The Philippine Stock Exchange – Common Shares

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. **Date, time and place of meeting of security holders.**

Date, Time and Place of Meeting:	**September 30, 2026** **10:00 A.M.** **No.1 Waterfront Drive, Off Salinas Drive** **Lahug, Cebu City 6000**
Complete Registrant's Mailing Address (Principal Office):	**No.1 Waterfront Drive, Off Salinas Drive** **Lahug, Cebu City 6000**
The approximate date on which the Information Statement are first be sent & given to the security holders shall be on:	**August 25, 2026**

Item 2. **Dissenters' Right of Appraisal**

The shareholders shall have appraisal right or the right to dissent and demand payment of the fair value of the shares in the manner provider under Section 80 of the Revised Corporation Code of the Philippines:

- In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence.
- In case of sale, lease, exchange, transfer, mortgage, pledge, or other disposition, of all or substantially all of the corporate property and assets as provided in the Corporation Code;
- In case of merger or consolidation: and
- In the case of investment of corporate funds for any purpose other than the primary purpose of the Corporation.

Under Section 81 of the Revised Corporation Code, instances wherein the stockholder has voted against a proposed corporate action, the statutory procedures required to be followed by dissenting security holders to perfect such rights are, as follows:

a) The dissenting stockholder shall make a written demand to the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken. Provided that failure to make the demand within such a period shall be deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

b) If, within (60) days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by (3) disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the (2) thus chosen. Then findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within (30) days after such award is made: Provided, that no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment: Provided further, that upon payment by the corporation of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation;

There are no matters or proposed corporate actions to be taken up during the annual stockholders' meeting which may give rise to a possible exercise of security holders of their appraisal rights under Title X of the Corporation of the Philippines.

Item 3. **Interest of Certain Persons in or Opposition to Matters to be Acted Upon**

1. Other than election to office and other matters stated herein, no director or officer has any substantial interest in any matter to be acted upon during the Annual Meeting of stockholders on September 30, 2026.
2. No director intends to oppose any action to be taken at the said meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. **Voting Securities and Principal Holders Thereof**

(a) The number of shares outstanding and entitled to vote in the stockholder's meeting is **2,498,991,753** shared. The record date for purposes of determining stockholders entitled to vote is September 7, 2026. Stockholders are entitled to cumulative voting in the election of directors, as provided by the Revised Corporation Code.

Under Section 23 of Revised Corporation Code, stockholders entitled to vote shall have the right to vote the number of shares standing in their own names in the stock books of the corporation at the time fixed in the bylaws are silent, at the time of the election. The said stockholder may:

a) vote such number of shares for as many persons there are directors to be elected.
b) cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of the shares owned; or
c) distribute them on the same principle among as many candidates as may be seen fit: Provided, That the total number of votes cast shall not exceed the number of shares owned by the stockholders as shown in the books of the corporation multiplied by the whole number of directors to be elected: Provided, however, that no delinquent stock shall be voted. Unless otherwise provided in the articles of incorporation or in the bylaws, members of nonstock corporations may cast as many votes as there are trustees to be elected but may not cast more than one (1) vote for one (1) candidate. Nominees for directors or trustees receiving the highest number of votes shall be declared elected.

Security Ownership of Certain Record and Beneficial Owners and Management. There is no change in control of the registrant since the beginning of the last 2024 calendar year.

Security Ownership of Certain Record and Beneficial Owners:
(As of June 30, 2026)

The following persons are known to the Company to be directly or indirectly the record or beneficial owner of more than 5% of any class of the Company's voting securities:

Title of Class	Name & Address of the Record Owner & Relationship with issuer	Name of Beneficial Owner & Relationship with Record Owner	Citizenship	No. of Shares held	% of Class
Common	PCD Nominee Corp. 37th Floor Tower I, The Enterprise Center 6766 Ayala Ave., Paseo de Roxas, Makati City *PCD Nominee is not related to WPI	Various Client	Filipino	1,135,427,470	45.44%
Common	The Wellex Group, Inc. 35th Floor One Corporate Center, Dona Julia Vargas Ave. cor Merlaco Ave., Ortigas Center, Pasig City * TWGI is the holding company and major stockholder of WPI	The Wellex Group, Inc. * Represented by Ms. Elvira A. Ting, President and nominee of the said company. Director & Officers are William Gatchalian (Chairman), Dee Hua T. Gatchalian (Assistant Corporate Secretary), and Richard L. Ricardo (Corporate Secretary).	Filipino	1,128,466,800	45.16%

Security Ownership of Management
(As of June 30, 2026)

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Citizenship	% of Class
Common	Arthur M. Lopez	1 direct	Filipino	0.000
Common	Elvira A. Ting	10,000,009 direct	Filipino	0.400
Common	Aristeo R. Cruz	1,000 direct	Filipino	0.000
Common	Arthur R. Ponsaran	110 direct	Filipino	0.000
Common	Dee Hua T. Gatchalian	350,000 direct	Filipino	0.014
Common	Sergio R. Ortiz-Luis Jr.	110 direct	Filipino	0.000
Common	Ruben D. Torres	1,000 direct	Filipino	0.000
Common	Renato C. Francisco	100 direct	Filipino	0.000
Common	Josaias T. Dela Cruz	100 indirect	Filipino	0.000
Common	Lamberto B. Mercado Jr.	100 direct	Filipino	0.000
	Total Beneficial Ownership	10,352,530		0.414

- There is no voting trust holder of 5% or more.
- There are no persons holding a certain class of stocks under a voting trust or similar agreement.
- There are also no arrangements that may result in a change in control of the registrant.
- There are no significant changes to the control in the group for the year 2024.

Item 5. **Directors and Executive Officers**

Nominees for Election as Members of the Board of Directors:
(Final as Pre-screened by Nomination Committee)

Name	Position	Age	Citizenship
Sergio R. Ortiz-Luis, Jr	Chairman of the Board	83	Filipino
Elvira A. Ting	President/Director	66	Filipino
Ruben D. Torres	Director	85	Filipino
Lamberto B. Mercado Jr.	Director	62	Filipino
Arthur M. Lopez	Director	80	Filipino
Dee Hua T. Gatchalian	Treasurer/Director	78	Filipino
Aristeo R. Cruz	Independent Director	60	Filipino
Renato C. Francisco	Independent Director	78	Filipino
Josaias T. Dela Cruz	Independent Director	65	Filipino

Independent Directors possess all the qualifications and none of the disqualifications to serve as such as provided for in Section 38 of the Securities Regulation Code and its implementing Rules and Regulations.

Their tenure as Independent Directors does not exceed the maximum aggregate term of nine (9) years prescribed under applicable laws, rules, and regulations.

The Members of the Nomination Committee are the following:
Chairman - Dee Hua T. Gatchalian
Member - Sergio R. Ortiz-Luis, Jr
Member - Elvira A. Ting

Directors and Executive Officers:

a) There are 9 seats in the Board of Directors. The term of office of each member is one year.
b) The current members of the Board of Directors are as follows:

Office	Name	Age	Citizenship	Position in Other Companies
Chairman of the Board	Sergio R. Ortiz-Luis, Jr.	83	Filipino	A Director Waterfront Philippines, Inc., President & CEO – Philippine Exporters Confederation, Inc. (PHILEXPORT); Honorary Chairman – Philippine Chamber of Commerce & Industry, Employers Confederation of the Philippines, Integrated Concepts and Solutions, Inc., Vice-Chairman of Alliance Global, Inc.; Director – International Chamber of Commerce of the Philippines, Manila Exposition Complex, Inc., Lasaltech Academy, BA Securities, Rural Bank of Baguio, GS1.; Gov't Affiliations: Vice-Chairman – Export Development Council; Civic Organizations: Chairman - Rotary Club of Green Meadows, Director – PILAK Foundation, Universal Access Center for Trade Others: Honorary Consul General – Consulate of Romania in the Philippines.

Director/Vice Chairman	Arthur M. Lopez	80	Filipino	Owner and Principal Consultant of AML Hotel Consultancy, Management and Technical Services Consultant of Federal Land and owner of Grand Hyatt Projects and Marco Polo Cebu; Director-Philippine Estates Corp., Chairman- Acesite Phils. Hotel Corp, Hotel Management Consultant of the B Hotel Manila, Bellevue Bohol Resort in Panglao, B Hotel Quezon City, Bellevue Baguio (opening in 2018) and Bloomberry Casino Hotels & Resorts; Regional Director of Asia Pacific Top Management International Resources Corp.; Hotel Management Consultant of Double Dragon properties Corporation. President of Legoli Holdings Inc and Arleff Holdings Inc. and President of Phil. Hotel Federation Inc.
Director/Treasurer	Dee Hua T. Gatchalian	78	Filipino	Director- Philippine Estates Corporation, Acesite (Philippines) Hotel Corporation; EVP- Finance and Admin The Wellex Group, Inc., & Plastic City Corporation. Chairperson of Jesus Our Life Ministries, Inc.
Director	Lamberto B. Mercado Jr.	62	Filipino	Vice-President for Legal of the Wellex Group, Inc. He was elected as one of the Directors of the Company since 24 June 2004. He is a graduate of the Ateneo de Manila University School of Law. Atty. Mercado is a certified public accountant. Prior to his post in Wellex Group, he was connected with the Subic Bay Metropolitan Authority (SBMA). From November 1993 to July 1997, he was the chief of staff of SBMA. He also served as president of the Freeport Service Corporation in SBMA from August 1996 to January 1998. He was appointed deputy administrator for administration in February 1997, a post he held until August 1998. Currently a Director of the following publicly listed companies: Waterfront Philippines, Incorporated, Wellex Industries, Inc., Forum Pacific, Inc., Metro Alliance Holdings & Equities Corp. and Acesite (Phils.) Hotel Corporation.
Independent Director	Aristeo R. Cruz	60	Filipino	Independent Director Waterfront Philippines, Inc., Independent Director-The Wellex Group,Inc.,

				Independent Director-Forum Pacific, Inc., Director of Acesite Phils Hotel Corp. Meycauayan College, Inc – Vice Chairman of the board and President; Cruz Altares & Associates Law Office (formerly Cruz, Castro & Altares Law-Founding and Managing Partner,Liberty Bank (A Rural Bank), Inc.-Vice President, Idealand Realty & Dev't Corp.-President and Chief Operating Officer (COO) Philstar Innovation Realty Corp.- Director & Corp Secretary, Statosphere Realty & Dev't Corp. President and Chief Operating Officer (COO), Metro Alliance Holdings & Equities Corp.-Director, Metro Alliance Logistics Solution Inc. – Director.
Director	Ruben D. Torres	85	Filipino	Director Waterfront Philippines, Inc., President – BPO Workers Association of the Phils.; Senior Partner – Torres Caparas Torres Law Offices; Secretary General Katipunan ng Manggagawa at Magsasaka ng Pilipinas; Chairman/CEO – Service Exporters Risk Management & Consultancy Co., Towers Corporation and Optimus Medical Care and Trading Corporation.
Director and President	Elvira A. Ting	66	Filipino	President & CEO – Philippine Estates Corporation; Director Wellex Industries, Inc., Forum Pacific, Inc., Orient Pacific Corporation, Crisanta Realty and Development Corporation, Recovery Development Corporation, The Wellex Group, Inc., Plastic City Industrial Corporation.
Independent Director	Josaias T. Dela Cruz	65	Filipino	Presently functioning as a Treasurer/Vice President for Investor Relations and Financial Planning in Wegen Distributed Energy Philippines Holding Corporation. A sole proprietor of JTDC Spinmeister Laundry Service that is operating under a Quicklean Laundry service franchise. A former National Director of World Vision Development Foundation, Inc. who was responsible in managing the largest international NGO in the Philippines. Also served various executive positions under The Wellex Group of Companies as

				its former Chief Executive Officer, VP – Credit Cycle, and Compliance Officer.
Independent Director	Renato C. Francisco	78	Filipino	A veteran legal professional, Justice Renato C. Francisco has been serving as an Associate Justice for the Court of Appeals from May 31, 2012 – August 20, 2018. An Ateneo De Manila University graduate for his Bachelor of Laws, Justice Francisco has served in the judiciary as a Presiding/ Executive Judge for the Regional Trial Court – Branch 19 of Malolos, Bulacan. Prior to that, he has also been the Assistant City Prosecutor for Makati City from 1992 to 1996. His extensive knowledge about the judiciary and legislations was further improved by the training programs that he has been a part of including The Harvard Negotiation Intensive, The Seminar Workshop on Substantive Law and Jurisprudence on Intellectual Property for Court of Appeals Justices.
Corporate Secretary	Arthur R. Ponsaran	83	Filipino	Director and/or Corporate Secretary of client corporations, including listed companies, as well as non-profit institutions. As of July 2025, he serves as Director of Forum Pacific Inc., Philippine Estates corporation, Health Carousel Philippines, Inc, MCCI Corporation, Bancom Alumni, Inc., Bancom II Consultants, Inc., Corporate Secretary of Waterfront Philippines Inc., Philsteel Holdings Corporation, Steel Corporation of the Philippines and Producers Savings Bank Corporation.

The nominees are all incumbent directors. The independent directors, Atty. Renato C. Francisco and Atty. Aristeo R. Cruz have been independent directors since 2019, and 2021 respectively.

Key Officers

Name	Office	Age	Citizenship
Cherryl M. Vidal	Corporate Finance Director	44	Filipino
Maria Socorro R. Cotelo	Corporate Planning Director	51	Filipino
Lanelle Cristina M. Barba	Corporate Peers Resources and Development Director	48	Filipino
Arthur R. Ponsaran	Corporate Secretary	83	Filipino
Amando J. Ponsaran Jr.	Assistant Corporate Secretary	56	Filipino

Hanniel T. Ngo	Chief Operating Officer	44	Filipino
Richard L. Ricardo	Investor Relations/Corporate Affairs	63	Filipino
Jerraemie Nikka C. Patulot	Compliance Officer	38	Filipino
Edissa Mari A. Medino	Chief Audit Executive	32	Filipino

A brief description of the nominee directors' and executive officers' business experience and other directorship held in other reporting companies are provided as follows:

Sergio R. Ortiz-Luis, Jr.	**Chairman of the Board**

He has degrees of Bachelor of Arts and Bachelor of Science in Business Administration from De La Salle University; PhD Humanities from Central Luzon State University, and PhD Business Technology from Eulogio "Amang" Rodriguez Institute of Science and Technology. He is the President and CEO of Philippine Exporters Confederation, Inc. An Honorary Chairman of Philippine Chamber of Commerce & Industry, Employers Confederation of the Philippines as well as Integrated Concepts & Solutions, Inc. He is the Vice Chairman of Alliance Global, Inc., Export Development Council. He is a Director of Manila Exposition Complex, Inc., Lasaltech Academy, Philippine Estate Corporation, BA Securities, Rural Bank of Baguio, PILAK Foundation, and Universal Access Center for Trade and Philippine International Training Corporation. He is a Council Adviser Member of Philippine Foundation, Inc., a Founding Director of International Chamber of Commerce of the Philippines and GS1. He is also a member of the Board of Advisers of Southville International School and Colleges. He is a commissioner of Patrol 117, a Financing Champion of the National Competitiveness Council and a Private Sector Representative of Bamboo Council. He is also a Chairman of Rotary Club of Green Meadows Foundation and also a Chairman of Council of Advisers Eastern Police District. He is the Past President of Rotary Club of Green Meadows Quezon City RI District 3780, a Board of Advisers Member of Council of Advisers Philippine National Police, a senator of Philippine Jaycee Senate, Captain of Philippine Coastguard Auxiliary and a member of the League of Corporate Foundation. He is the Honorary Consul General of Consulate of Romania in the Philippines, a Treasurer of Consular Corps of the Philippines and an Honorary Adviser of International Association of Education for World Peace. Some awards that he received were International Peace Award for Economic Development in 2005, Most Outstanding Citizen of Nueva Ecija in the Field of Business in 2005 also, Most Outstanding Pasigueno in 2006, Ulirang Ama also in 2006 and Presidential Merit Award Medal in 2007. He became an Independent Director of Waterfront Philippines, Inc. since August 2006-2020. In 2014, he attended Exporter's Partner in Gearing the Country for the AEC Markets of the World 2, Technology Innovation and Entrepreneurship as Competitive Strategies PHILAAS 63rd Annual Convention and lastly, Bringing the Buy Pinoy Campaign to the Next Level.

Arthur M. Lopez	**Director/Vice Chairman**

Hotel management consultant specializing in general hotel management consultancy services, marketing, hotel design development/technical services, gaming, hotel feasibility study, pre and post hotel opening management services, asset management/owner's representative, food and beverage concept and service, mergers and acquisitions, travel and tours, theme parks and third-party management and branding. The Owner and Principal Consultant of AML Hotel Consultants. Hotel Management and Development Consultant – Double Dragon Properties Corporation (PSE listed) - Hotel of Asia Inc. – Jin Jiang Ortigas, Jin Jiang Inn Makati, Injap Tower Iloilo, Hotel 101 Manila (500 rooms), Hotel 101 Fort project (600 rooms, under construction); Hotel 101 Bohol (250 rooms, under construction); Hotel Management and Development Consultant – Bellevue Bohol Resort, The Bellevue Hotel Manila, The B Hotel Manila, B Hotel Quezon City; Bellevue Baguio (under construction) opening in 2018; Bellevue Bohol Resort extension (140 rooms) opening 2019. Hotel Management and Development Consultant – Wydham Garden (Wellworth Properties and Development Corporation) Quezon City (200 rooms) opening in 2020 and in a resort hotel in Mactan, Cebu City (300 rooms) opening in 2021. The Chairman – Philippine Estates Corporation (PSE listed) and Acesite Philippines Hotel Corporation, owner of Manila Pavilion Hotel (PSE listed). Director – Waterfront Hotels and Casinos (PSE listed) – Waterfront Cebu City Hotel & Casino, Manila Pavilion Hotel & Casino, Waterfront Airport Hotel & Casino and Waterfront Insular Hotel Davao. President – Philippine Hotel Owners Association, Inc. (PHOAI) – the largest group of hotel owners and
developers in the Philippines. Holds a Bachelor of Science degree in Commerce, major in Management, and a master's degree in business administration (MBA), both from the University of Santo Tomas in the Philippines. He completed a Tourism Management course at the East-West Center, University of Hawaii, Honolulu, Hawaii and Cornell University, Ithaca, New York, USA. Mr. Lopez became an Independent Director of Waterfront Philippines, Inc. since August 2011-2020.

Dee Hua T. Gatchalian	Director/ Treasurer

Mrs. Gatchalian was elected director of the Company from 24 June 2004-present. She is the Executive Vice-President of The Wellex Group, Inc., and the Executive Vice-President of Plastic City Corporation. She is a board of director of Philippine Estates Corporation, and Acesite (Phils.) Hotel Corp. She graduated with a degree in Medical Technology from the Far Eastern University in 1970. In addition to her numerous positions in business firms, she is the Chairperson of Jesus Our Life Ministries, Inc., a non-profit, non-stock organization duly registered with the Securities and Exchange Commission.

Lamberto B. Mercado, Jr.,	Director

Atty. Mercado is the Vice-President for Legal of the Wellex Group, Inc. He was elected as one of the Directors of the Company since 24 June 2004. He is a graduate of the Ateneo de Manila University School of Law. Atty. Mercado is a certified public accountant. Prior to his post in Wellex Group, he was connected with the Subic Bay Metropolitan Authority (SBMA). From November 1993 to July 1997, he was the chief of staff of SBMA. He also served as president of the Freeport Service Corporation in SBMA from August 1996 to January 1998. He was appointed deputy administrator for administration in February 1997, a post he held until August 1998. Currently a director of the following publicly listed companies: Waterfront Phils. Inc., Wellex Industries, Inc., Forum Pacific, Inc., Metro Alliance Holdings & Equities Corp., Acesite (Phils.) Hotel Corporation and Pacific Wide Realty & Development Corp. In addition, he is currently member of the Board of Directors of Philippine National Construction Corporation.

Renato C. Francisco	Director

A veteran legal professional, Justice Renato C. Francisco has been serving as an Associate Justice for the Court of Appeals from May 31, 2012 – August 20, 2018. An Ateneo De Manila University graduate for his Bachelor of Laws, Justice Francisco has served in the judiciary as a Presiding/Executive Judge for the Regional Trial Court – Branch 19 of Malolos, Bulacan. Prior to that, he has also the Assistant City Prosecutor for Makati City from 1992 to 1996. His extensive knowledge about the judiciary and legislations was further improved by the training programs that he has been a part of including The Harvard Negotiation Intensive, The Seminar-Workshop on Substantive Law and Jurisprudence on Intellectual Property for Court of Appeals Justices. Mr. Francisco became an Independent Director of Waterfront Philippines, Inc. since August 2014-present.

Ruben D. Torres	Director

Mr. Ruben Torres graduated in the University of the Philippines with a degree of Bachelor of Arts (Political Science) after which, he finished the degree of Bachelor of Laws at the same university. Presently he is also the President of BPO Workers Association of the Philippines and Senior Partner of Torres Caparas Torres Law Office. He is also the Secretary General of Katipunan ng Manggagawa at Magsasaka ng Pilipinas. He is associated with the Integrated Bar of the Philippines and Philippine Academy of Professional Arbitrators. His former positions include being a Member of the House of Representatives of the 2nd District of Zambales, Executive Secretary of the Office of the President in Malacañang, Secretary of the Department of Labor and Employment. Mr. Torres became an Independent Director of Waterfront Philippines, Inc. since August 2006-2020.

Elvira A. Ting	Director and President

Ms. Elvira A. Ting earned her bachelor's degree in business administration major in Management from the Philippine School of Business Administration. She has been the Director of Waterfront Philippines, Inc., since October 2000-present. She is also the President/Director of Philippine Estates Corp., a director Wellex Industries, Inc., The Wellex Group, Inc., and Forum Pacific, Inc. She is also a Director/CFO of Acesite Phils. Inc.from2004-present.

Arthur R. Ponsaran	Corporate Secretary

Arthur R. Ponsaran, Corporate Secretary of the Company, is a CPA-Lawyer with over 30 years of experience in corporate law, taxation, finance and related fields. He is the Managing Partner of Corporate Counsels, Philippines Law Office. He obtained his BSBA degree from the University of the East and LLB from the University of the Philippines. He completed the MDP Program at the Asian Institute of Management. Mr. Ponsaran is a member of the Integrated Bar of the Philippines and the New York Bar as well as the Philippine Institute of Certified Public Accountants. Mr. Ponsaran is also Director and/or Corporate Secretary of client corporations, including listed companies, as well as non-profit institutions. As of July 2025, he serves as Director of Forum Pacific Inc., Philippine Estates corporation, Health Carousel Philippines, Inc, MCCI Corporation, Bancom Alumni, Inc., Bancom II Consultants, Inc., Corporate Secretary of Waterfront Philippines Inc., Philsteel Holdings Corporation, Steel Corporation of the Philippines and Producers Savings Bank Corporation.

Amando J. Ponsaran Jr.	Assistant Corporate Secretary

Mr. Ponsaran, Assistant Corporate Secretary, is the Senior Manager for Corporate Services Group of Corporate Consel Philippines Law Offices, he is one of the pioneer of the Firm who has more than twenty (20) years' experience in company registration and allied services. He handles various incorporations, registrations and setting-up up of domestic and foreign companies including license to do business as Branch, Representative, Regional Operating Head Quarter (ROHQ) and Regional Headquarter (RHQ) Office. Aside from primary registrations, his expertise also covers secondary registrations or in securing secondary licences for banks, financial institutions, insurance broker/agent, recruitment, registration of securities and permit to sell securities and including registration of investments with the Bangko Sentral ng Pilipinas, registration with the Philippine Economic Zone Authority (PEZA) and Board of Investment (BOI).

His stint in handling the registration works has emerged to a full blown corporate practice such as corporate restructuring, re-organization, merger, consolidation and acquisition; and his recent involvements was the upgrading of one of the largest Rural Bank to Thrift Bank and its consolidation to another thrift bank. He was also involved in the Registration of Securities and Listing through Initial Public Offering (IPO), Follow-on Offering (FOO) and additional listing of various companies such as food manufacturing, financing, holding, hotels and manufacturing of chemical products with the Philippine Stock Exchange. He also involved in the registration of Bond with the Philippine Dealing System.

Mr. Ponsaran is an expert in corporate due diligence, legal audit, corporate clean-up and corporate housekeeping. He is also familiar with registration of trademarks/tradenames, copyright and a background for patent with Intellectual Property Office (IPO) and in securing/obtaining a Special Working Permit/Visa from the Department of Labor and Employment (DOLE) and Bureau of Immigration. He has a lot of experience involving tax transactions with the Bureau of Internal Revenue such as tax exempt transaction and secures tax rulings, certificate authorizing registration for shares and property transfers, settlement of estate and other tax related works; and including registration work with Registry of Deeds. Mr. Ponsaran is a graduate of the University of San Agustin- Major in Finance/Marketing and Bachelors of Laws in Arellano Law School and in Philippine Christian University thereafter.

As of to date, he serves as a Corporate Secretary of Philippine Estate Corporation, Forum Pacific Inc., Wellex Industries Inc., Health Carousel Philippines Inc., Trans Realty Co., Inc., Consumer Products Distributions Services Inc., Pavilion Enterprises Corp., Pavilion Leisure and Entertainment Corp. and Assistant Corporate Secretary of Acesite (Phils) Hotel Corporation, Acesite Realty Inc., (Formerly: Cima Realty Phils., Inc), and other corporations. Serves as an Independent Director of Perla Compania De Seguros Inc.

Aristeo R. Cruz	Director

Atty. Cruz graduated from De La Salle University with a bachelor's in commerce major in accounting on 1986. He was also a graduate of Bachelor of Laws from New Era University in 2005 as Cum Laude, Outstanding Student Awardee, and Class valedictorian. He is a certified Public Accountant and a member of the Philippine Bar. He is the Founding and Managing Partner of Cruz Altares & Associates Law Office. He is the President and Chief operating Officer of Idealand Realty and Development Corp. since 2009 and Statosphere Realty and Development Corp. since 2011. He is the President of Waterstreet Realty Corp.since 2012, Director of Metro Alliance Holdings and Equities Corp. since 2015, Director and Corporate Secretary of Philstar Innovation Realty Corp. since 2011 and Justino Emilia Realty and Management & Development Corp since 2018, and Vice President of Liberty bank since 2018. He is the President of Jose and Luz Locsin Foundation since 2012. He is the Vice Chairman and Director of Dean of Meycauayan College, Inc. since 2011 and 2007, respectively. Mr. Cruz became an Independent Director of Waterfront Philippines, Inc. since July 2021-present

Josaias T. Dela Cruz	Director

A holder of a Master's degree in Organizational Development in Ateneo de Manila University and is the Manager of My Messiah Publishing House, former Psychology faculty of Miriam College and Educational Programs Manager in Asian Institute of Management. Currently serving as Treasurer and Vice President for Investor Relations and Financial Planning at Wegen Distributed Energy Philippines Holding Corporation. Also, the sole proprietor of JTDC Spinmeister Laundry Service, operating under the Quicklean Laundry service franchise. Formerly a National Director at World Vision Development Foundation, Inc., where I managed operations for the largest international NGO in the Philippines. Previously held several executive roles within The Wellex Group of Companies, including Chief Executive Officer, Vice President for Credit Cycle, and Compliance Officer.

Executives

Hanniel T. Ngo	Chief Operating Officer

Mr. Ngo is a licensed architect and corporate leader with extensive experience in construction, hospitality, mining, and real estate. Licensed since 2009, he currently serves as CEO of The Wellex Group, COO of Waterfront Philippines, and President of several hotel and casino corporations including Waterfront Cebu City, Mactan, and Davao Insular. He also heads Triton Construction & Development Corp., Altai Philippines Mining Corp., and other ventures, reflecting his broad leadership across industries. His career began in property management and architectural design, including work in Singapore, before rising to senior executive roles in the Philippines. A cum laude graduate of Architecture from the University of Santo Tomas, Mr. Ngo is active in professional associations, having served as President of the UAP QC Commonwealth Chapter. Known for strategic vision, operational excellence, and mentoring future leaders, he combines technical expertise with corporate governance and risk management credentials.

Cherryl M. Vidal	Corporate Finance Director

Ms. Vidal joined Waterfront Hotels & Casinos on April 16, 2026, as Corporate Finance Director. A Certified Public Accountant (CPA) and Certified Management Accountant (CMA), she earned her Bachelor's degree in Accountancy from St. Michael's College of Laguna – Biñan. With more than two decades of progressive leadership in finance and accounting, she has built a distinguished career through senior roles such as Global Accounting Manager at C2H, INC dba PharosIQ, Country General Accounting & Reporting Manager and Compliance Lead at Arcadis Philippines, Casino Finance Accounting Manager at Tiger Resort, Leisure and Entertainment, Inc. (Okada Manila), and earlier positions with Clariden Holdings Inc., Ayala Property Management Corporation, and AMDATEX. Her professional journey reflects a proven track record in financial stewardship and corporate governance, underscoring her expertise and commitment to excellence in the industry.

Maria Socorro R. Cotelo	Corporate Planning Director

Ms. Cotelo is the Corporate Planning Director for Waterfront Hotels & Casinos. She joined Waterfront in 2003 as Sales Accounts Manager before she moved to help establish Revenue Management in the company from there, she continued to work in the Corporate Planning Division undertaking Standardization, Business Development, Reservation & Distribution and Corporate Information Technology. She earned her Bachelor's Degree in Economics at the University of San Carlos and took up masteral units for the same course before pursuing her Bachelor of Laws from South Western University, Cebu City. After completing her Bachelor of Laws, she worked for the Davide, Calderon, and Tolentino Law office in 2002 and as part-time instructor for the University of San Carlos, Economics Department. She had significant training in Hotel Management and Distribution Systems and attended Revenue Management seminars specifically on Pricing, Travel distribution and technology, Project Management, Branding, and Selling Skills workshops. Her speaking engagement to two of these international seminars & forums under the Travel Distribution Summit Asia in 2008 and 2009 include topics on Revenue Management in Tough times and Integrating Sales and Marketing in Revenue Management. She completed her Certification in Revenue Management at Cornell University, New York in 2011 with focus on hotel and restaurant revenue management, strategic pricing, demand management, strategic marketing and financial management.

Lanelle Cristina M. Barba	Corporate Peers' Resources and Development Director

Ms. Barba, joined Waterfront on June 2006–April 2008 as Employee/Labor Relations Officer in Waterfront Pavilion Hotel and Casino, and was appointed as Peers Resources' and Development Director of the same property on April 30, 2008. Currently, she is the Corporate Peers' Resources and Development Director of Waterfront Hotels and Casinos. She earned her bachelor's degree in Elementary Education at the University of Santo Tomas. Prior joining Waterfront, she is the HR Officer of Asia Select Inc. and Research Analyst under Employee Relations and Benefits Division of Metrobank. She was sent to various trainings and seminars and in 2009, she was sent to Nanyang University, Singapore to attend the PDP 2009 Building the Human Capital Base: Essential HR Practices for Managers in 2011 to Bangkok, Thailand for HR Audit training. She was previously one of the Board of Directors of the Association of Human Resources Managers (AHRM) in the Hospitality Industry from 2018-2020 and is currently an active member. On November 19, 2021, she completed the seminar on Corporate Governance.

Richard L. Ricardo	Investor Relations Officer / Vice President for Corporate Affairs

Richard L. Ricardo Investor Relations/Corporate Affairs

Mr. Ricardo is the Investor Relations /Corporate Affairs of Waterfront Philippines, Incorporated. President of Acesite (Phils.) Hotel Corporation since 2004 and is concurrently the Vice-President for Strategic

Initiatives of The Wellex Group, Inc. He is a graduate of the Ateneo de Manila University with degrees in both Management and Economics. He started in banking and corporate lending with the Far East Bank and Trust Company and later handled corporate planning for the Philippine Banking Corporation. He has previously worked in AEA Development Corporation, an investment house, and has also served in the government under both the Office of the Prime Minister and the Ministry of Finance. He is a licensed real estate broker and is concurrently a director of Philippine Estates Corporation, Wellex Industries, Inc., Forum Pacific, Inc. and is the treasurer of Metro Alliance Holdings and Equities Corporation.

Jerraemie Nikka C. Patulot	**Compliance Officer**

Atty. Patulot is a legal professional currently serving as the Group Compliance Officer Waterfront Philippines, Inc. and its affiliate network. In this capacity, she oversees regulatory standards for a publicly listed hospitality group, specifically managing Securities and Exchange Commission (SEC), and Philippine Stock Exchange (PSE) requirements. Her current practice is built upon a diverse professional history, including her recent role as Legal Counsel for Electronic Transfer & Advance Processing Inc., where she focused on fintech regulations and AMLC compliance. Her extensive career also includes serving as a Legal Officer for TV5 Network Inc., an Associate Lawyer for Semirara Mining and Power Corporation, and an Attorney III for the Department of Environment and Natural Resources. Furthermore, she has contributed to the legal academic community as a Special Lecturer in Law at Arellano University, teaching subjects such as Obligations and Contracts and the Data Privacy Act.

Her professional expertise is supported by an exceptional academic background from top-tier institutions. She earned her Juris Doctor from De La Salle University Manila in 2016. Prior to her legal studies, she attended St. Scholastica's College Manila, where she graduated Cum Laude with two (2) degrees: a Bachelor of Arts in Mass Communication and a Bachelor of Science in Commerce, majoring in Entrepreneurship and Franchise Management. This multi-disciplinary foundation, combined with her experience in corporate governance and environmental law, allows her to navigate complex regulatory landscapes with both technical precision and strategic insight.

Edissa Mari A. Medino	**Chief Audit Executive**

Ms. Medino is the Corporate Internal Audit Manager of Waterfront Hotel & Casinos. She is a Certified Public Accountant by profession. Together with the three internal auditor staff, she is responsible for auditing the Group's four properties, ensuring that goals and objectives are carried out efficiently and effectively. She is directly reporting to the CEO of the Group. She started her career in 2014 at SGV & Co. as a Tax Associate and was later promoted to Senior Tax Associate. She worked with the audit firm for four years before transferring to a private entity (Ecossential Foods and Corporation) as a Senior Tax and Compliance Officer. After a year, she joined the Bureau of Internal Revenue as a Revenue Officer.

There are no employees of the Company who is not an Executive Officer but expected to make significant contribution to the business of the Company.

None of the above directors and officers is connected with any government agencies and instrumentalities except for Atty. Lamberto B. Mercado Jr. and Mr. Ruben Torres who are members of the Board of Directors of Philippine National Construction Corporation (PNCC), a Government-Owned and Controlled Corporation. PNCC issued a certification allowing Atty. Mercado to occupy membership in the Board of Directors of other corporations provided such membership do not conflict with his official function as member of the PNCC Board of Directors. Mr. Ruben Torres seats on the Board of Directors of PNCC as a Private Sector Representative.

There are no appraisal and performance reports for the board and criteria and procedure of assessment. The performance of the Board of Directors is assessed based on their nomination for the re-election as Board of Directors.

Family Relationship

Ms. Elvira A. Ting is a sister of Ms. Dee Hua T. Gatchalian, while Hanniel T. Ngo is a nephew of both Ms. Elvira A. Ting and Ms. Dee Hua T. Gatchalian. Aside from these relationship, no family relationship up to the fourth degree of consanguinity or affinity exists among the directors and executives.

Involvement in Certain Legal Proceedings

None of the directors and officers/nominees were involved in any bankruptcy proceedings. Neither have they been convicted by final judgment in any criminal proceedings, or been subjected to any order, judgment or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities or commodities or banking activities, nor found in an action by any court or administrative bodies to have violated a securities and commodities law.

Resignation of Directors

No director has resigned or declined to stand for re-election to the board of directors since the last date of stockholder's meeting due to a disagreement relating to the operation, policies or practices of the company, and no director has furnished the registrant with a letter describing any such disagreement, requesting that the matter be disclosed.

Certain Relationship and Related Transactions

	Relationship to the Issuer	Nature of Advances	Amount of Advances
The Wellex Group, Inc. (TWGI)	Ultimate Parent	Secured; Interest-bearing; due in five years subject to renewal	2025 – P 1,951,564,000 2024 – P 1,053,846,000
Pacific Rehouse Corporation (PRC)	Stockholder	Secured; Interest-bearing; not impaired; due in one year subject to renewal	2025 – P 627,177,000 2024 – P 616,526,000
Philippine Estate (PHES)	Stockholder	Unsecured; not interest-bearing; due on demand	2025 - P - 2024 - P -
Crisanta Realty	Stockholder	Unsecured; not interest-bearing; due in 5 years	2025 – P 719,802,000 2024 – P 558,941,000

See Note 8 on Consolidated FS 2026

Attendance Report of the Board of Directors

	Name of Director	Number of Meetings Held	Number of Meetings Attended	%
1	Sergio R. Ortiz-Luis, Jr.	7	7	100%
2	Elvira A. Ting	7	7	100%
3	Arthur M. Lopez	7	7	100%
4	Dee Hua T. Gatchalian	7	7	100%
5	Aristeo R. Cruz	7	7	100%
6	Josaias T. Dela Cruz	7	7	100%
7	Ruben D. Torres	7	7	100%
8	Lamberto B. Mercado, Jr.	7	7	100%
9	Renato C. Francisco	7	7	100%

Term of Office

The Directors of WPI are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been elected and qualified. Officers are appointed or elected annually by the Board of Directors at its first meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have been qualified.

Item 6. **Compensation of Directors and Executive Officers**

None of the Directors receive compensation for serving as Directors of the Company.

The aggregate paid to the highly compensated executive officers (estimated)

Aggregate Compensation paid to highly compensated executive officer	Principal Position	Year	Salary (Estimated in Php)	Bonus	Other Annual Compensation
Cherryl M. Vidal	Corporate Finance Director				
Maria Socorro R. Cotelo	Corporate Planning Director				
Lanelle Cristina M. Barba	Corporate Peers' Resources and Development Director				
Aggregated for above Named Officers		**Q1-Q2 2026**	**PhP 4.50M**	**None**	**None**
		2025	**PhP 21.64M**	**None**	**None**
		2024	**PhP 21.23M**	**None**	**None**
		2023	**PhP 20.61M**	**None**	**None**

None of the executive officers receive bonuses and other annual compensation

Compensation Plan of Directors

The members of the Board of Director are elected for a term of one year. Director per diem is at a rate of PhP 9,000.00 (net of 10% EWT) per board meeting. Except for the Chairman and the CEO, Directors, are not entitled to compensation package. Except as herein mentioned, no director received bonuses or profit-sharing plans for the years ended 31 December 2025 and 31 December 2024.

Employment Contracts and Termination of Employment and Change—in-Control Arrangements

There is no employment contract and termination of employees and change-in-control arrangement with directors and executive officers.

Warrants and Options Outstanding

There are no warrants and options outstanding held by Waterfront Philippines, Incorporated's CEO, executive officers and all officers and directors as a group.

Item 7. **Independent Public Accountants**

The external auditor of Waterfront Philippines, Inc. (WPI) for the most recently completed calendar year ended December 2025 is KPMG R.G. Manabat and Co., previously KPMG Manabat Sanagustin and Co., under Ms. Diana Rose A. De Mesa , Partner in-charge, and they are being recommended by the board of directors for the approval of stockholders for this coming year. The firm also audited the Company's previous calendar year.

The company is in compliance with SRC Rule 68, Paragraph 3(b)(iv).

There were no changes in or disagreements with the accountants or with the current accounting firm relating to accounting and financial disclosure.

Representatives of the said firm are expected to be present at the stockholders' meeting, and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Audit Committee

The members of the Audit Committee, composed of at least three (3) directors, at least one (1) of whom shall be an independent director, are elected by the board during the first board meeting following the annual stockholders meeting. Each member of the Audit Committee shall have an adequate understanding, at least, or competence at most, of the company's financial management systems and environment. The Audit Committee shall have the functions, powers and authorities as may be prescribed by the Board, or as provided in the Corporation's Manual of Corporate Governance, and as may be prescribed by applicable law and regulations.

Duties and Responsibilities of the Audit Committee

Review all financial reports against compliance with both the internal financial management policy and pertinent accounting standards, including regulatory requirements. Review management policy on financial management, specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, crisis management. Review audit plans, scope and frequency of the external audit to the extent advisable, interface with the internal and external auditors. Develop a plan to elevate to international standards the accounting and auditing processes, practices and methodologies, including: a realistic timetable within which the accounting system of the Corporation will be compliant with International Accounting Standards (IAS); an accountability statement that will specifically identify officers and /or personnel directly responsible for the accomplishment of such task;

Develop a transparent financial management system that will ensure the integrity of internal control activities throughout the Company through a step-by-step procedures and policies handbook that will be used by the entire organization.

The Board constituted the following committees:

Audit Committee

Chairman	-	Aristeo R. Cruz	Independent Director
Member	-	Renato C. Francisco	Independent Director
Member	-	Dee Hua T. Gatchalian	

Audit and Audit-Related Fees

	FOR THE CALENDAR YEAR ENDED DECEMBER 31,	
Calendar Year	2025	2024
Aggregate Fees Billed for the external audit of the Company's financial statements	5,207,500	4,787,500

The Company has complied with the requirements of the Rotation of External Auditors as outlined in SRC Rule No.68, Paragraph 3(b)(iv)

Item 8. **Compensation Plans**

To date WPI has not issued any options or implemented any option scheme to its directors and officers.

The Company has no immediate plan regarding any bonus, profit sharing, pension/retirement plan granting of extension of any option, warrant or right to purchase any securities.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. **Authorization or Issuance of Securities Other than for Exchange**

Waterfront Philippines, Incorporated. has no plans yet to increase its authorized capital stock.

Item 10. **Modification or Exchange of Securities**

Waterfront Philippines, Incorporated. has no plans to modify any of each authorized and issued securities or to
exchange them to another class.

ADDITIONAL REQUIREMENTS AS TO CERTAIN ISSUES AND ISSUER

As of December 31, 2025 the company has a net worth of P16.607 billion and is not planning to issue unsecured bonds for 2026.

Properties

WCCCHI and WMCHI have separate contracts of lease for the use of parcels of land in the province of
Cebu.

Waterfront Cebu City Casino Hotel, Inc. ("WCCCHI") Land Lease:

Location	Former airport site at Lahug in Cebu City
Size	Approximately 4.6 hectares
Lessor	Mactan Cebu International Airport Authority
Terms of Lease	50 years with an option for renewal for another 25 years, permissible by the laws of the Philippines
Lease Agreement	Fixed rental per month of Php 11.00 per square meter or a total amount per annum of Php 6,072,000.00 + Percentage rental of 2% of the annual Gross Revenue as defined under the Land Lease Agreement

Waterfront Mactan Casino Hotel, Inc. "WMCHI" Land Lease:

Location	In front of Mactan-Cebu International Airport, Lapu-Lapu City
Size	Approximately 3.3 hectares
Lessor	Mactan Cebu International Airport Authority
Terms of Lease	50 years with an option for renewal for another 25 years, permissible by the laws of the Philippines
Lease Agreement	Fixed rental per month of Php 18.75 per square meter or a total amount per annum of Php 7,875,000.00 + Percentage rental of 2% of the Annual Gross Revenues as defined under the Land Lease Agreement.

Davao Insular Hotel Company, Inc. ("DIHCI") Wholly Owned:

Location	Lanang, Davao City	
Size	Approximately 12.29 hectares but with foreshore area of 4.3 hectares	
	Title	**Area (In sq. Meters)**
	TCT 0-255*	2,997
	0-256*	304
	0-257*	113
	0-258*	50
	0-259*	404
	T-10250*	43,881
	T-10250*	47,320
	T-10251*	2,091
	T-102510*	2,043
	T-10252*	1,133
	T-10252*	300
	T-10252*	300
	T-10252*	1,580
	T-10254*	500
	T-10254*	400
	T-10303-A*	304
	T-30874*	223
	T-10264*	18,959

SSS Loan

On October 28, 1999, the Parent Company obtained a five-year term loan from SSS amounting to P375.00 million originally due on October 29, 2004. The SSS loan bears interest at the prevailing market rate plus 3.00% or 14.50% per annum, whichever is higher. Interest is repriced annually and is payable semi-annually. Initial interest payments are due 180 days from the date of the release of the proceeds of the loan. The repayment of the principal shall be based on eight semi-annual payments, after a 1-year grace period.

The SSS loan was availed to finance the completion of the facilities of WCCCHI. It was secured by a first mortgage over parcels of land owned by WII, a related party and by the assignment of 200.00 million common shares of the Parent Company owned by TWGI. The common shares assigned were placed in escrow in the possession of an independent custodian mutually agreed upon by both parties.

On August 7, 2003, when the total loan obligation to SSS, including penalties and interest, amounted to P605.00 million, the Parent Company was considered in default with the payments of the loan obligations, thus, on the same date, SSS executed a foreclosure proceeding on the mortgaged parcels of land. The SSS's winning bid on the foreclosure sale amounting to P198.00 million was applied to penalties and interest amounting to P74.00 million and P124.00 million, respectively. In addition, the Parent Company accrued penalties charged by SSS amounting to P30.50 million covering the month of August until December 2003, and unpaid interest expense of P32.00 million.

The Parent Company, WII and TWGI were given the right to redeem the foreclosed property within 1 year from October 17, 2003, the date of registration of the certificate of sale. The Parent Company recognized the proceeds of the foreclosure sale as its liability to WII and TWGI. The Parent Company, however, agreed with TWGI to offset this directly against its receivable from the latter. In August 2004, the redemption period for the Parent Company, WII and TWGI expired.

The remaining balance of the SSS loan is secured by the shares of stock of the Parent Company owned by TWGI and shares of stock of WII totaling 235.00 million and 80.00 million shares, respectively.

On May 13, 2004, SSS filed a civil suit against the Parent Company for the collection of the total outstanding loan obligation before the Regional Trial Court (RTC) of Quezon City. SSS likewise asked the RTC of Quezon City for the issuance of a writ of preliminary attachment on the collateral property.

On June 18, 2004, the RTC of Quezon City issued its first order granting SSS's request and the issuance of a writ of preliminary attachment based on the condition that SSS shall post an attachment bond in the amount of P452.80 million. After the lapse of 3 months from the issuance of RTC order, no attachment bond was posted. Thus, on September 16, 2004 and September 17, 2004, the Parent Company filed a Motion to Set Aside Order of Attachment and Amended Motion to Set Aside Order of Attachment, respectively.

On January 10, 2005, the RTC of Quezon City issued its second order denying the Parent Company's petition after finding no compelling grounds to reverse or reconsider its initial findings dated June 18, 2004. In addition, since no writ of preliminary attachment was actually issued for failure of SSS to file a bond on the specified date, the RTC granted SSS an extension of 15 days from receipt of its second order to post the required attachment bond.

On February 10, 2005, SSS filed a Motion for Partial Reconsideration of the Order dated January 10, 2005 requesting that it be allowed to post a real property bond in lieu of a cash/surety bond and asking for another extension of 30 days within which to post the said property bond. On March 7, 2005, the Parent Company filed its opposition to the said Motion.

On July 18, 2005, the RTC of Quezon City issued its third order denying the Parent Company's petition and granted SSS the 30 day extension to post the said attachment bond. Accordingly, on August 25, 2005, the Parent Company filed a Motion for Reconsideration (MR).

On September 12, 2005, the RTC of Quezon City issued its fourth order approving SSS's property bond in the total amount of P452.80 million. Accordingly, the RTC ordered the corresponding issuance of the writ of preliminary attachment. On November 3, 2005, the Parent Company submitted a Petition for Certiorari before the Court of Appeals (CA) seeking the nullification of the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005.

On February 22, 2006, the CA granted the Parent Company's petition for the issuance of the Temporary Restraining Order to enjoin the implementation of the orders of the RTC of Quezon City specifically on the issuance of the writ of preliminary attachment.

On March 28, 2006, the CA granted the Parent Company's petition for the issuance of a writ of preliminary injunction prohibiting the RTC of Quezon City from implementing the questioned orders.

On August 24, 2006, the CA issued a decision granting the Petition for Certiorari filed by the Parent Company on November 3, 2005 and nullifying the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005 and consequently making the writ of preliminary injunction permanent.

Accordingly, SSS filed a Petition for Review on Certiorari on the CA's decision before the Supreme Court (SC).

On November 15, 2006, the First Division of the SC issued a Resolution denying SSS's petition for failure of SSS to sufficiently show that the CA committed any reversible error in its decision which would warrant the exercise of the SC's discretionary appellate jurisdiction.

The Parent Company, at various instances, initiated negotiations with the SSS for restructuring of the loan but was not able to conclude a formal restructuring agreement.

On January 13, 2015, the RTC of Quezon City issued a decision declaring null and void the contract of loan and the related mortgages entered into by the Parent Company with SSS on the ground that the officers and the SSS are not authorized to enter the subject loan agreement. In the decision, the RTC of Quezon City directed the Parent Company to return to SSS the principal amount of loan amounting to P375.00 million and directed the SSS to return to the Parent Company and to its related parties titles and documents held by SSS as collaterals.

On January 22, 2016, SSS appealed with the CA assailing the RTC of Quezon City decision in favor of the Parent Company, et al. SSS filed its Appellant's Brief and the Parent Company filed a Motion for Extension of Time to file Appellee's Brief until May 16, 2016.
On May 16, 2016, the Parent Company filed its Appellee's Brief with the CA, furnishing the RTC of Quezon City and the Office of the Solicitor General with copies. SSS was given a period to reply but it did not file any.

On September 6, 2016, a resolution for possible settlement was received by the Parent Company from the CA. However, on February 7, 2017 a Notice to Appear dated December 7, 2016 was received by the Parent Company from the Philippine Mediation Center Unit - Court of Appeals (PMCU-CA) directing the Parent Company and SSS to appear in person and without counsel at the PMCU-CA on January 23, 2017 to choose their mediator and the date of initial mediation conference and to consider the possibility of settlement. Since the Notice to Appear was belatedly received, the parties were not able to appear before the PMCU-CA.

On February 27, 2017, a Second Notice to Appear issued by the PMCU-CA directing all parties to appear on February 27, 2017 at a specified time was received by the Parent Company only on February 27, 2017 after the specified time of the meeting. The Parent Company failed to appear.

On June 30, 2017, a resolution issued by the CA, resolved to submit the appeal for decision.

On August 30, 2019, the CA rendered its Decision reversing and setting aside the Decision dated January 13, 2015 and Order dated May 11, 2015 rendered by the RTC of Quezon City.

On November 4, 2019, the counsel for the Parent Company, WII and TWGI filed a Petition for Review with the SC.

On February 5, 2020, the SC issued its Resolution requiring SSS to file its Comment. SSS appealed for an extension to file its Comment until March 23, 2020. On
August 14, 2020, the counsel for the Parent Company received a copy of the Comment dated June 24, 2020.

On July 26, 2021, the SC rendered a decision in favor of the Parent Company which includes the declaration of the contract of loan and the foreclosure sale as null and void and ordered the following:

- The Parent Company to pay SSS P375.00 million subject to 12.00% legal interest from October 28, 1999 to June 30, 2013, and 6.00% legal interest from July 1, 2013 until full payment; and

- SSS to return to the Parent Company the amount of P35.83 million, subject to a legal interest of 12.00% from the dates that the individual payments were remitted until June 30, 2013, and 6.00% legal interest from July 1, 2013 until full payment.

On January 28, 2022, the SSS filed a Motion for Reconsideration with the SC. On February 2, 2022, the Office of the Solicitor General filed a Manifestation with the SC that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its offices as a result of the COVID-19 pandemic. As at the date of authorization for issue of the consolidated financial statements, there were no updates on the progress of the foregoing motions filed by the SSS and the Office of the Solicitor General with the SC.

As a result of the SC decision, the Parent Company recognized a reversal of previously accrued interest and penalties on the SSS Loan amounting to P415.67 million as at December 31, 2021. The reversal was recognized and presented as "Reversal of accrual" in the consolidated statements of profit or loss and other comprehensive income.

On September 21, 2022, the SC issued a resolution denying SSS' Motion for Reconsideration with Finality. On December 20, 2022, the SC issued an Entry of Judgment certifying the SC decision made on July 6, 2021 and that the same has, on September 21, 2022, become final and executory and is hereby recorded in the Book of Entries of Judgement.

The Parent Company is hereby ordered to:

- submit to the trial court a list of all fruits, income, or dividends received by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock;
- provided a computation of all amounts to be paid and a list of all properties to be returned by each party, together with a proposed schedule of payments and reconveyance, over a period which shall not exceed six (6) months from the finality of the SC decision, to be approved by the trial court; and
- submit a report to the trial court on each party's compliance with the execution of the SC decision.

Subsequently, the last day for complying with the foregoing directives of the SC was on March 21, 2023. The Parent Company prayed to the SC to grant the Parent Company an extension of 30 days from March 21, 2023, or until April 21, 2023, within which to submit the list of the income received by Company by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock, the computation of amounts to be paid and the list of all properties to be returned, together with a proposed schedule of payments and reconveyance, for approval of the SC.

On April 17, 2023, the Company filed a Manifestation with Motion to Approve Proposed Set-off and Schedule Reconveyance with the RTC of Quezon City to comply with the orders set out in the SC decision.

On August 17, 2023, Branch 76 of the RTC of Quezon City issued an Order approving the legal compensation between SSS and the WPI, ordering WPI to pay P258,117,749.89 to SSS, which is the balance of the amount due to SSS after set-off of the amounts due to WPI, and further ordering the return of real estate properties and shares of stock by SSS to defendants WPI and WIN.

On September 20, 2023, SSS filed a Motion for Reconsideration with RTC of Quezon City asking that August 17, 2023 Order to be set aside. The Motion for Reconsideration was denied by the RTC on January 12, 2024.

On May 27, 2024, WPI, WIN, and TWGI tendered Manager's Checks totaling P258.12 million to SSS. On July 16, 2024, SSS filed its Manifestation of Conditional Acceptance, acknowledging receipt of the tendered amount as partial and initial payment only, subject to the outcome of the pending case before the Court of Appeals (CA G.R. SP No. 183716). As a result, the principal balance of the SSS loan was reduced to P116.88 million

WPI, WIN and TWGI then filed a Motion to Direct the Register of Deeds of Quezon City to cancel TCT Nos. N-281261 and N-281262 and to reinstate TC Nos. N-153395 and N-153396 to which the Court granted in its Order dated August 6, 2024.

Subsequently, SSS filed its Urgent Omnibus Motion for Reconsideration of the August 6, 2024 and for Inhibition of Hon. Pambid. The said Motion was denied by the Court on October 3, 2024.

On December 3, 2024, SSS filed a Petition for Certiorari (with Application for Temporary Restraining Order and/or Preliminary Injunction) against Hon. Pambid, WPI, TWGI and WIN before the CA, docketed as CA G.R. SP No.187166.

This is awaiting the order of the Court of Appeals to file comment on the Petition for Certiorari as at December 31, 2025.

Interest expense - net incurred from the SSS loan is recognized in the consolidated statements of profit or loss and other comprehensive income amounted to nil,
P10.65 million and P20.35 million in 2025, 2024 and 2023, respectively.

Further, in relation to the SC decision declaring the SSS loan as null and void, the Parent Company reclassified the outstanding balance of the loan and the related accrued interest amounting to P116.80 million and P785.36 million, respectively, as "Provision" as at December 31, 2025 and 2024. The management considered the requirements under PAS 37 as basis for the reclassification.

BIR Assessment

2006 BIR Tax Assessment

On November 10, 2008, the Parent Company received a preliminary assessment notice from the BIR for deficiency taxes for the taxable year 2006. On February 9, 2009, the Parent Company sent a protest letter to BIR contesting the said assessment. On February 18, 2009, the Regional Office of the BIR sent a letter to the Parent Company informing the latter that the docket was returned to Revenue District Office for reinvestigation and further verification.

On December 8, 2009, the Parent Company received BIR's Final Decision on Disputed Assessment for deficiency taxes for the 2006 taxable year. The final decision of the BIR seeks to collect deficiency assessments totaling P3.30 million. However, on January 15, 2010, the Parent Company appealed the final decision of the BIR with the Court of Tax Appeals (CTA) on the grounds of lack of legal and factual bases in the issuance of the assessments.

In its decision promulgated on November 13, 2012, the CTA upheld the expanded withholding tax (EWT) assessment and cancelled the VAT and compromise penalty assessments. The Parent Company decided not to contest the EWT assessment. The BIR filed its motion for reconsideration (MR) on December 4, 2012, and on April 24, 2013, the Court issued its amended decision reinstating the VAT assessment. The Parent Company filed its MR on the amended decision that was denied by the CTA in its resolution promulgated on September 13, 2013.

The Parent Company appealed the case to the CTA sitting En Banc on October 21, 2013. The CTA En Banc decision promulgated on December 4, 2014, affirmed the VAT and EWT assessments. The EWT assessment was paid on March 3, 2013.

The CTA En Banc decision was appealed to the SC on February 5, 2015, covering the VAT assessment only. As at the date of authorization for issue of the consolidated financial statements, the Parent Company is still awaiting SC's decision.

Management and its legal counsels believe that the position of the Parent Company is sustainable, and accordingly, believe that the Parent Company does not have a present obligation (legal or constructive) with respect to the assessment.

2019 BIR Tax Assessment

On June 8, 2021, the Parent Company received a Letter of Authority SN: eLA201500023533 LOA-080-2021-0000113 dated May 31, 2021 from the BIR for the taxable year 2019.

On January 26, 2023 the Parent received Notice of Discrepancy dated January 25, 2023. On February 24, 2023, the Parent Company sent a letter to BIR contesting the said assessment.

On May 23, 2023, an Amended Notice of Discrepancy dated May 15, 2023 was received by the parent with changes on the assessment. On June 20, 2023, the Parent submitted a reply with justification and explanation on itemized assessment.

On July 26, 2023, the parent received a Preliminary Assessment Notice dated July 24, 2023. On August 9, 2023, a reply dated August 9,2023 was sent to BIR still contesting the said assessment.

On August 31, 2023, a Formal Letter of Demand dated August 16, 2023 was received by the Parent. On October 2, 2023, the Parent Company sent a protest letter to BIR contesting the portion of the said assessment. Settlement on Documentary Stamp Tax, Registration Fee, Expanded Withholding Taxes and Withholding tax on Compensation amounting to P3.3 million was made on October 12, 2023.

On March 6, 2024, the Parent Company sent a protest letter, which was accepted by the BIR requesting for reinvestigation and verification, which includes deficiencies in income tax amounting to P22.0 million and VAT amounting to P21.3 million. A partial settlement for Income Tax amounting to P5.0 million was made on March 26, 2024, followed by a final payment of P5.08 million on May 27, 2024. On the same day, a Waiver of the Defense of Prescription for Value Added Tax was executed and accepted by the Regional Director of Revenue Region No. 13 on June 25, 2024. Lastly, a settlement of miscellaneous fees amounting to 59,000 was made on July 1, 2024.

Item 11. **Financial and Other Information**

Audited Financial Statements as of 31 December 2025, Management's Discussion and Analysis and Market Price of Shares and other data related to the Corporation's financial information are attached hereto. The schedules required under Part IV(c) of Rule 68 are included in the Annual Report.

Management Discussion and Analysis
Financial Statements
Changes In and Disagreements with Accounts on Accounting and Financial Disclosure
No Disagreements.

Item 12. **Mergers, Consolidations, Acquisitions and Similar Matters**

Waterfront Philippines, Incorporated. has no plans to merge, and consolidate with other company, to acquire other company's securities, to acquire any other going business or of the assets thereof, to sell or transfer any substantial part of its assets and to liquidate or dissolve the Company.

Item 13. **Acquisition or Disposition of Property**

Acesite (Phils.) Hotel Corporation, a subsidiary of the Company, acquired 100% interest in CIMAR (now known as Acesite Realty, Inc.) in October 2011. In July 2011, the Company and CIMAR executed a Memorandum of Agreement (MOA), which effectively settle all pending cases and controversies between the two parties. In fulfillment of all the terms and conditions of the MOA, CIMAR's stockholders, including all their nominees, agreed to assign, sell, transfer and convey all existing shares of stocks of CIMAR to the Company.

Item 14. **Restatement of Accounts**

The Consolidated Financial Statements of Waterfront Philippines, Incorporated. has been prepared in accordance with Philippine Financial Reporting Standards (PFRS). The Group restated the comparative financial statements as at December 31, 2023 (earliest period) and presented a Statement of Financial Position as at January 01, 2024 due to the impact of the following:

1) It was determined that a payment made by TWGI, ultimate parent company, amounting to P258.12 million on behalf of the Parent Company which was tendered to SSS in 2024, must be recognized in the financial statements of the Parent Company.

2) Accrual of Interest from the original loan with SSS which the Group has erroneously omitted in 2024 and 2023 amounting to P10.65 million and P42.83 million, respectively.

   The restatements resulted to deferred tax effect amount ing to P2.67 million and P5.09 million in 2024 and 2023, respectively

3) Erroneous recording of taxes and licenses relating to the documentary stamp taxes paid for advances made in 2024 amounting to P3.81 million.

4) Erroneous separate presentation of the retirement benefits assets and liabilities in the consolidated financial position which should be presented net in accordance with PAS 19 (Revised), Employee Benefits.

5) Erroneous presentation of changes in items with the consolidated statements of cash flows pertaining to the following:

   Reclassification of short-term investments from operating to investing activities to properly reflect nature of transactions;

   Interest paid under operating activities was adjusted to accurately reflect actual interest payments made;

   Cash inflows from proceeds from the sale of property and equipment and collection of insurance claims on property damages increased by P301.55 million and P30.40 million. Concurrently, cash outflow for additions to property and equipment were increased to correct recording of capital expenditures;

   Adjustments were made to noncash items and working capital changes, including increase depreciation, adjustments to receivables, accounts payable and accrued expenses.

D. OTHER MATTERS

Item 15. **Action with Respect to Reports**

1. Annual report for the year ended December 31, 2025 will be presented to the stockholders for approval.

2. Minutes of the 2025 Annual Stockholders' Meeting will also be presented to the security holder for approval.

3. Interim Report as of June 30, 2026 will be presented to the security holder for information regarding the actual situation of the business.

Item 16. **Matters Not Required to be Submitted**

Not Applicable.

Item 17. **Amendment of Charter, Bylaws or Other Documents**

On August 10, 2026, the Board of Directors approved the Amendment of the By-laws by amending Article II, Section 1 of the By-laws, as follows:

FROM:

ARTICLE II
MEETINGS OF SHAREHOLDER

Section 1. Regular Meetings — The regular meetings of shareholders. for the purpose of electing Directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office on the **last day of September** of each year. if falling on a legal holiday. then on the day following. The Board of Directors may provide, however. that the regular meeting shall be held at such other date and time as shall be specified the notice of the meeting.

TO:

ARTICLE II
MEETINGS OF SHAREHOLDER

Section 1. Regular Meetings — The regular meetings of shareholders. for the purpose of electing Directors and for the transaction of such business as may properly come before the meeting, shall be held at the principal office in the **LAST FRIDAY of SEPTEMBER** of each year. if falling on a legal holiday. then on the day following. The Board of Directors may provide, however. that the regular meeting shall be held at such other date and time as shall be specified the notice of the meeting.

Item 18. **Other Proposed Action**

For the coming Stockholders meeting on September 30, 2026 at 10:00 a.m. these are the following proposed action to be taken:

a. Approval of Minutes of the previous stockholders meeting.

b. Presentation and approval of the Annual Report

c. Ratification of the acts of the Board of Directors and Management including the ratification of the loan obtained by the Corporation from Philippine bank of Communication.

d. Election of the board of directors for the ensuing term:

- Ms. Elvira A. Ting
- Ms. Dee Hua T. Gatchalian
- Mr. Aristeo R. Cruz
- Mr. Arthur M. Lopez
- Mr. Sergio R. Ortiz-Luis, Jr.
- Mr. Ruben D. Torres
- Mr. Renato C. Francisco
- Mr. Lamberto B. Mercado Jr.
- Mr. Josaias T. Dela Cruz

e. Authority to Amend the By-Laws Article II, Meetings of the Stockholders, Section 1, changing the schedule of the Annual Stockholder Meeting from LAST DAY OF SEPTEMBER OF EACH YEAR to LAST FRIDAY OF SEPTEMBER OF EACH YEAR.

f. Appointment of External Auditors

The board will recommend KPMG R.G. Manabat & Co., previously KPMG R.G. Manabat and Co., as the Corporate External Auditor for the year 2026.

g. Appointment of External Counsel

For the year 2026, the Board will recommend Corporate Counsels, Philippines as the Legal Counsel of the Company.

Other than the above-mentioned proposed actions there are no other matters that the Board of Directors intend to present or has reason to believe others will present at the meeting.

Item 19. **Voting Procedures**

Other than the above-mentioned proposed actions there are no other matters that the Board of Directors intend to present or have reason to believe others will present at the meeting.

At every meeting of the stockholders of the corporation, each share of stock entitles its owner to one vote, provided, however, that in the case of election of directors, every stockholder entitled to vote shall be entitled to cumulate his shares and give one nominee as many votes as the number of directors to be elected multiplied by the number of his shares, or he may distribute them on the same principle among as many nominees as he shall see fit, provided that the entire number of votes cast by him shall not exceed the number of shares owned by him multiplied by the entire number of directors to be elected.

Every stockholder entitled to vote at any meeting of the stockholders may vote in person or by proxy, provided that the proxy shall have been appointed in writing by the stockholder himself or by his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Secretary. The instrument authorizing a proxy to act must be in the hands of the Secretary not later than forty-eight (48) hours before the time for the meeting axe (Article II, Sec. 7 of the By-Laws). For the Annual Stockholders Meeting 2024, voting shall be by Proxy or by Voting in Absentia via the provided Online Voting System.

It is being noted that all items on the agenda shall be voted for by the majority of the stockholders.

MANAGEMENT REPORT

In 2025, the Group has been continuously and resiliently getting back on track by opening its rooms and facilities and gaining functions for special events. More opportunities were identified by creating new products, adding more services and breaking into new markets. The Group still took advantage of technology to cater to the demands of the market online.

Taking consideration of the growing and competitive market, Waterfront Group has continued to take the lead by accommodating with utmost service both local and international guests in all walks of life, may they visit on individual basis or in groups from online bookings, walk-ins, government or corporate clients.

Strategies

The hotel properties are centrally located in the central business districts of three prime Philippine destinations, Manila, Cebu and Davao. These are the key cities of the country with the highest tourism traffic. As such our location gives us access to a greater number of foreign and local travelers. We have enjoyed considerable success in formulating and implementing clear acquisition strategies, and seizing opportunities to explore market potential of the hotel industry.

The management team has substantial management experience in the acquisition of equity interests in hotels in the Philippines. We have enjoyed considerable success in formulating and implementing clear acquisition strategies and seizing opportunities to explore the market potential of the hotel industry.

The acquisition strategy remains sound as it takes half the time to acquire and renovate properties as it does to conceptualize, construct and pre-open new properties. With the expertise in the hotel management, and the partnership with an investment group that is premised on the transfer of clean properties with minimal business risks, the company is confident enough the ability to improve operations and enhance value of acquired assets.

As to price, the Company offers competitive rates and packages catering to the different markets, practices flexible schemes to respond to the dynamic market. As to product/services, consistent excellent service is the key. Moreover, well maintained facilities and equipment, impressive, exciting and value for money promotions in the F&B outlets would definitely make a difference.

As the company strives towards further convenience and accessibility, the company has introduced its online booking facility. The newly redesigned website offers highly efficient online reservations facility that allows customers from all over the world to book real time and receive real time confirmation. These high-speed reservations feature enables the company to fully cater to the online market, whether the purpose is for travel research or convenient booking. All in all, the company continue to expand in innovative ways, using technology and new media as a cost-effective way to expand its market share, explore new markets and ensure the strength locally and internationally.

In addition to advancement concerning our operations is the upgrading of our Property Management Systems. These are multi-million Peso investments to upgrade our efficiency and ensure that our operations remain steady in the years to come. The Waterfront Recipe Guide System is a savvy new strategy to give our F&B operations a boost. This will enable us to standardize our best-selling dishes, aiming to be more consistent in preparation and waste.

At Waterfront, we emphasize service that brings people back, and we reinforce this service through site training, among other programs. We are known for our signature warmth, attention to detail and approachability, qualities that our guests of all nationalities cherish during every stay. Whoever encounters the Waterfront experience will be assured of a reliable, consistent and satisfying brand familiarity that leads to loyalty.

Our greatest software is our People.

Management's Discussion and Analysis or Plan of Operation

A. FULL FISCAL YEARS

Below are the results of operations of the Parent Company and its subsidiaries, for the years ended December 31, 2025 and 2024 together with its financial conditions as of the same period.

RESULTS OF OPERATIONS (Amounts in Php)

	2025	2024
Revenues	2,033,688,638	1,951,540,132
Less: Costs and Expenses	1,698,897,982	1,435,026,056
Gross Income	**334,790,656**	**516,514,076**
Other Expenses	(463,443,165)	1,228,075,752
Net Income Before Income Tax	**(128,652,509)**	**1,744,589,828**
Income Tax Expense (Benefit)	(22,887,530)	151,703,603
NET INCOME	**(105,764,979)**	**1,592,886,225**
Earnings per Share	**(0.02)**	**0.34**

FINANCIAL CONDITION (Amounts in Php)

	2025	2024
ASSETS		
Current Assets	2,703,747,062	4,561,995,119
Noncurrent Assets	21,886,847,945	17,854,335,198

Total Assets	**24,590,595,007**	**22,416,330,317**
LIABILITIES		
Current Liabilities	1,640,643,532	1,685,472,901
Non-current Liabilities	6,342,868,417	6,047,720,156
Total Liabilities	**7,983,511,950**	**7,733,193,057**
EQUITY		
Minority Interest	2,883,581,166	2,342,731,788
Total Stockholders' Equity	**13,723,501,891**	**12,340,405,472**
Total Liabilities & S/H Equity	**24,590,595,007**	**24,590,595,007**

<u>Calendar Year -ended December 31, 2025, as compared with Calendar Year ended December 31, 2024</u>

RESULTS OF OPERATIONS

Revenues and Earnings per share	*- Total revenues for the year ended Dec. 31, 2025 were higher than the previous year. In actual performance, revenues from hotel & other subsidiaries for the year 2025 is at P2.033B compared to 2024's P1.95B, increasing by 6.20%.* *Earnings per share for 2025, (P0.02) and P0.34 for 2024. There are no potentially dilutive shares as of December 31, 2025.*
Cost and expenses	*- Cost and expenses of 2025 is at P1.698B compared to last year's P1.43B*

FINANCIAL CONDITION

Cash and cash equivalents	*- This account decreased by P33.81M which is 8.60% lower from last year.*
Receivables	*- Decreased by 30.57% from P1.582B in 2024 to P1.098B in 2025.*
Notes Receivable	*- Decreased for the year by P133M or an decrease of 48.95%.*
Inventories	*- Inventories increased by 2.70% from last year.*
Due from related parties-current portion	*- The account decreased to P994.99M, an amount 55% lower from last year.*
Prepaid expenses and other current assets	*- A increase of P78.861M from last year's P69.487M. Prepaid expenses are defined as payment for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.*
Property plant & equipment	*- There was a 20.25% increase from last year's P11.675B to this year's P14.038B. In compliance with PAS 27, property and equipment (except operating and transportation equipment) were carried at revalued amounts effective 2009.*
Other noncurrent assets	*- There is an decrease of P21.455M on this account compared to last year's P901.695M.*
Current Liabilities	*- The account consisted of trade payable, income tax payable, accruals and due to related parties. The account increased by 2.17% from last year; P1.317B in 2024 to P1.345B in 2025.*

Loans Payable ***Other noncurrent liabilities***	*- Current portion of the loan decreased by P55M.* *- The account resulted in an increased from P72.526M last year to P54.161M this year. This refers to concessionaire, other deposits and deferred income.*

<u>Calendar Year -ended December 31, 2024, as compared with Calendar Year ended December 31, 2023</u>

RESULTS OF OPERATIONS

Revenues and Earnings per share	*- Total revenues in 2024 were higher compared to 2023. Revenues generated from hotel operations and other subsidiaries amounted to P1.952 billion in 2024, up from P1.804 billion in 2023, reflecting an increase of 8.20%.* *Earnings per share (EPS) for 2024 amounted to P0.34, compared to P0.021 in 2023. As of December 31, 2024, there were no potentially dilutive shares.*
Cost and expenses	*- Total costs and expenses in 2024 increased to P1.435 billion from P1.144 billion in 2023.*

FINANCIAL CONDITION

Cash and cash equivalents	*- In 2024, this account decline by P82.592 million, representing a 17.35% decrease compared with 2023.*
Receivables	*- Receivables increased by 75.12%, rising from P903.67 million in 2023 to P1.582 billion in 2024.*
Notes Receivable	*- Notes receivable increased by P4.149 million in 2024, equivalent to a 1.55% increase compared with 2023.*
Inventories	*- Inventories increased by 25.26% in 2024 compared to the year 2023.*
Due from related parties-current portion	*- In 2024, this account decreased to P2.211 billion, representing a 24.71% decline from 2023. This balance consists of interest-bearing advances to TWGI, PRC, and Crisanta Realty.*
Prepaid expenses and other current assets	*- This account declined by P178.969 million in 2024, from P248.457 million in 2023. Prepaid expenses represent payments for services or benefits to be received in future periods, including prepaid taxes and insurance.*
Property plant & equipment	*- Property, plant, and equipment decreased slightly by 0.26%, from P11.706 billion in 2023 to P11.675 billion in 2024. In compliance with PAS 27, property and equipment (except operating and transportation equipment) were carried at revalued amounts effective 2009.*
Other noncurrent assets	*- Other noncurrent assets increased by P173.039 million in 2024 compared to the P728.656 million balance in 2023.*
Current Liabilities	*- The account consisted of trade payable, income tax payable, accruals and due to related parties. The account increased by 4.00% from P1.226 billion in 2023 to P1.317 billion in 2024.*
Loans Payable ***Other noncurrent liabilities***	*- The current portion of loans payable decreased by P44.00 million in 2024.* *- Other current liabilities increased from P63.48 million in 2023 to P72.526 million in 2024. This account mainly comprises concessionaire deposits, other deposits, and deferred income.*

Calendar Year -ended December 31, 2023, as compared with Calendar Year ended December 31, 2022

RESULTS OF OPERATIONS

Revenues and Earnings per share	*- Total revenues in 2023 were higher compared to 2022. Revenues generated from hotel operations and other subsidiaries amounted to P1.804 billion in 2023, up from P1.486 billion in 2022, reflecting an increase of 21.34%.* *Earnings per share (EPS) for 2023 amounted to P0.028, compared to P0.033 in 2022. As of December 31, 2023, there were no potentially dilutive shares.*
Cost and expenses	*- Total costs and expenses in 2023 increased to P1.144 billion from P993.38 million in 2022.*

FINANCIAL CONDITION

Cash and cash equivalents	*- In 2023, this account declined by P107.94 million, representing a 18.49% decrease compared with 2022.*
Receivables	*- Receivables increased by 3.41%, rising from P873.87 million in 2022 to P903.67 million in 2023.*
Notes Receivable	*- Notes receivable increased by P20.17 million in 2023, equivalent to a 8.15% increase compared with 2022.*
Inventories	*- Inventories increased by 14.27% in 2023 compared to the year 2022.*
Due from related parties-current portion	*- In 2023, this account decreased to P2.936 billion, representing a 31.09% decline from 2022. This balance consists of interest-bearing advances to TWGI, PRC, and Crisanta Realty.*
Prepaid expenses and other current assets	*- This account increased by P0.06 million in 2023, from P248.40 million in 2022. Prepaid expenses represent payments for services or benefits to be received in future periods, including prepaid taxes and insurance.*
Property plant & equipment	*- Property, plant, and equipment increased by 6.41%, from P11.706 billion in 2022 to P11.706 billion in 2023. In compliance with PAS 27, property and equipment (except operating and transportation equipment) were carried at revalued amounts effective 2009.*
Other noncurrent assets	*- Other noncurrent assets decreased by P3.10 million in 2023 compared to the P731.76 million balance in 2022.*
Current Liabilities	*- The account consisted of trade payable, income tax payable, accruals and due to related parties. The account decreased by 27.52% from P1.747 billion in 2022 to P1.266 billion in 2023.*
Loans Payable ***Other current liabilities***	*- The current portion of loans payable decreased by P255 million in 2023.* *- Other current liabilities increased from P32.95 million in 2022 to P63.49 million in 2023. This account mainly comprises concessionaire deposits, other deposits, and deferred income.*

Key Variable and Other Qualitative and Quantitative Factors:

a. Any known Trends, Events or Uncertainties

   There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

Omnibus Security and Loan Agreement Covenants

As of December 31, 2025, the Group's debt service coverage ratio had met the agreed threshold.

b. There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationship of the company with unconsolidated entities or other persons created during the reporting period.

c. The group is not subject to externally imposed capital requirements.

Financial Risk and Capital Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents, receivables, notes receivable, due from related parties, short-term investments, equity securities - at FVOCI, other noncurrent assets (excluding advances to contractors and advances to supplier), accounts payable and accrued expenses (excluding local taxes, output VAT and withholding taxes), loans payable, due to a related party, lease liabilities, other current liabilities (excluding deferred income), concessionaires' deposits and retention payables. These financial instruments arise directly from operations.

The main risks arising from the financial instruments of the Group are credit risk, liquidity risk and market risk. There has been no change to the Group's exposure to risks or the manner in which it manages and measures the risks in the prior financial year. The Group's management reviews and approves policies for managing each of these risks and they are summarized as follows:

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information, and in some cases bank references. The Group limits its exposure to credit risk by establishing credit limits and maximum payment period for each customer, reviewing outstanding balances to minimize transactions with customers in industries experiencing economic volatility.

With respect to credit risk from other financial assets of the Group, which mainly comprise of due from related parties, the exposure of the Group to credit risk arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

There is no other significant concentration of credit risk in the Group.

The credit grades used by the Group in evaluating the credit quality of its receivables to customers and other parties are the following:

Grade A financial assets pertain to financial assets that are neither past due nor impaired which have good collection status. These financial assets are those which have a high probability of collection, as evidenced by counterparties having the ability to satisfy their obligations.

Grade B financial assets are those past due but not impaired financial assets and with fair collection status. These financial assets include those for which collections are probable due to the reputation and the financial ability to pay of the counterparty but have been outstanding for a length of time.

Grade C financial assets are those which have continuous default collection issues. These financial assets have counterparties that are most likely not capable of honoring their financial obligations

The credit quality of the Group's financial assets that are neither past due nor impaired is considered to be of good quality and expected to be collectible without incurring any credit losses.

Information on the Group's receivables and due from related parties that are impaired as of December 31, 2025 and 2024 and the movement of the allowance used to record the impairment losses are disclosed in Notes 5 and 8 to the consolidated financial statements.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group monitors and maintains a level of cash deemed adequate by the management to finance the Group's operation and mitigate the effects of fluctuations in cash flows. Additional short-term funding is obtained through related party advances and from bank loans, when necessary.

Ultimate responsibility for liquidity risk management rests with the BOD, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. For the Group's short-term funding, the Group's policy is to ensure that there are sufficient working capital inflows to match repayments of short-term debt.

Market Risk

Market risk is the risk that the fair value or cash flows of a financial instrument of the Group will fluctuate due to changes in market prices. Market risk reflects interest rate risk, currency risk and other price risks.

The Group is primarily exposed to the financial risk of changes in equity prices of its equity securities - at FVOCI.

Interest Rate Risk

Cash flow interest rate risk is the risk that the future cash flow of the financial instruments will fluctuate because of the changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's financial instrument that is primarily exposed to interest risk is the interest-bearing funds made available by the Parent Company to WCCCHI to finance the construction of the Cebu City Hotel Project. Such funds were substantially sourced from a P375.00 million loan from SSS, as well as the stock rights offering of the Parent Company. Since 2006, the Parent Company charged WCCCHI on the related interests and penalties on the contention that the latter benefited from the proceeds of the SSS loan. Starting 2017, WCCCHI was not anymore charged with the interest on SSS loan because the Parent Company has assessed if it has already fulfilled its obligations related to its use of proceeds from such loan.

Cash flow interest rate risk exposure is managed within parameters approved by management. If the exposure exceeds the parameters, the Group enters hedging transactions.

Equity Price Risk

Equity price risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Group is exposed to equity price risk because of its investment in shares of stock of WII which are listed on the PSE totaling to 86.71 million shares as at December 31, 2025 and 2024 (see Note 8f). The Group has also investment in shares of stock of WMPD amounting to P50.00 million representing 5% of the total capital stock of WMPD (see Note 8f).

The Group monitors the changes in the price of the shares of stock of WII. In managing its price risk, the Group disposes of existing or acquires additional shares based on the economic conditions.

Fair Value of Financial Assets and Liabilities

The carrying amount of cash and cash equivalents, receivables, current portion of due from related parties, accounts payable and accrued expenses and other current liabilities approximate their fair values due to the short-term maturity of these instruments.

The fair value of interest-bearing due from related parties and loans payable is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as of the reporting date, thus, the carrying amount approximates fair value.

The fair value of listed investment was determined using the closing market price of the investment listed on the PSE as of December 31, 2025 and 2024.

Risk Management Structure
Board of Directors

The BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Group. It also has the overall responsibility for the development of risk strategies, principles, frameworks, policies and limits. It establishes a forum of discussion of the Group's approach to risk issues in order to make relevant decisions.

Risk Management Committee

Risk management committee is responsible for the comprehensive monitoring, evaluating and analyzing of the Group's risks in line with the policies and limits set by the BOD.

Capital Management

The primary objective of the Group's capital management is to ensure its ability to continue as a going concern and that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. Capital is defined as the invested money or invested purchasing power, the net assets or equity of the entity. The Group's overall strategy remains unchanged from 2025 and 2024.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. For purposes of the Group's capital management, capital includes all equity items that are presented in the consolidated statement of changes in equity, except for revaluation surplus on property and equipment, retirement benefits reserve, foreign currency translation adjustment and fair value reserve.

The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the omnibus and security loan agreement. Breaches in meeting the financial covenants would permit the bank to immediately call the loans. There have been no breaches of the financial covenants in the current period.

B. INTERIM PERIODS

Below are the results of operations of the Parent Company and its subsidiaries, for the quarter ending June 30, 2026 and 2025 together with its financial conditions as of the same period.

RESULTS OF OPERATIONS

	June 2026	June 2025
Revenues	450,820,489	499,552,966
Less: Costs and Expenses	329,714,699	310,997,288
Net Income Before Fixed Financial and Other Charges	**121,105,790**	**188,555,678**
Less: Fixed Financial and Other Charges (Dep'n and Amort'n, and Interest)	63,340,126	149,109,416
Income before Income Tax	**57,765,664**	**39,446,262**
Income Tax Expense	5,638,495	11,677,489
Income (Loss) before Share in Minority Interest	58,872,519	19,267,318
Share of Minority Interest	(6,745,350)	8,501,454
Net Income	**52,127,168**	**27,768,773**
Earnings Per share	**0.024**	**0.008**

Quarter ended June 30, 2026 compared to Quarter Ended June 30, 2025.

Income Statement

Hotels and other subsidiaries' gross revenue for the 2nd quarter of 2026 was P48.7 million lower than last year, mainly because of fewer tourist arrivals and cancelled events from corporate and government agencies. These were driven by higher airfares linked to the Middle East energy crisis. Consolidated costs and expenses went up by 3%, mostly due to the recent fuel price hike, which added to operating expenses.

Seasonality or Cyclicality of Interim Operations

2ND QUARTER

The Group opened its facilities and functions for special events and accommodated local guests through online bookings and walk-ins, government and corporate clients that include airline, telecommunication and utility companies. For Food and Beverage, the Group has reimagined the outlet menus boosting promotions for clients to get to taste our sumptuous dishes right at the outlets. Presentation of top five performance indicators for third quarter is shown as follows.

	30-June-26	30-June-25
Occupancy Percentage	52.97%	72.94%
Average Room Rates	3,530.78	3,422.06
Food Covers	121,097	158,354
Average Food Checks	526.49	504.52
Average Food Costs	37.44%	36%

Occupancy Percentage

The occupancy percentage is 52.97%. Occupancy percentage is computed by dividing the total number of rooms sold over the total number of rooms available for sale.

Average Room Rate

Average room rate is Php 3,530.78. Average room rate is computed by dividing the net rooms revenue over the total number of rooms sold.

Food Covers

Food covers are 121,097. Food covers pertain to the number of guests that availed of the restaurant's services.

Average Food Check

The average food check or average consumption per guest is Php 555.59. Average Food Check is derived by dividing the total food and beverage revenue by total food covers.

Average Food Cost

The average food cost is 37.44%. Average Food Cost is computed by dividing the cost of sales food by revenue plus allowance.

FINANCIAL CONDITION

Cash and cash equivalents – This account decreased by P24.49M which is 7% lower from June last year.

Receivables – has decreased by 63% from P3.84B in June 2025 to P1.42B in June 2026.

Notes Receivable – Increased by 79% or P97.81M from June 2025.

Inventories – Inventories decreased by 1% from June last year.

Due from related parties-current portion – Has decreased by P2.55B from June of last year. This represents interest bearing advances to TWGI, PRC and Crisanta Realty.

Prepaid expenses and other current assets – – A decrease of P532.76M from June last year have been noted, primarily due to account reclassifications. Prepaid expenses refer to payments made for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment – There was a 50% increase from June last year. In compliance with PAS 27, property and equipment (except operating and transportation equipment) were carried at revalued amounts effective 2009.

Other noncurrent assets – There is a slightly decrease of 0.43% from June last year.

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and loans payable. The account decreased by 30% from last year.

Loans Payable – current portion of the loan for June 2026 is at P241M compared to last year of P670M.

Noncurrent liabilities – The account resulted in a decreased of 10% from June of previous year.

Key Variable and Other Qualitative and Quantitative Factors:

a. Any known Trends, Events or Uncertainties

The Group has assessed that it will still have a continued operation after the previous year's challenges. The full impact on the Group will depend on the duration of this unique crisis and how it severely impacts the economy going forward, with a range of potential outcomes too large to provide a meaningful quantification at this point. The subsequent impact of this outbreak especially on the Group's estimates of provision on financial instruments and recoverability of nonfinancial assets will be determined, quantified and recognized in the Group's financial statements when these become estimable.

b. There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

Omnibus Security and Loan Agreement Covenants

As of June 30, 2026, the Group's debt service coverage ratio had met the agreed threshold.

c. There are no material off-balance sheet transactions, arrangements, obligations (including, contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

d. The group is not subject to externally-imposed capital requirements.

Financial Risk and Capital Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents, receivables, notes receivable, due from related parties, short-term investments, equity securities - at FVOCI, other noncurrent assets (excluding advances to contractors and advances to supplier), accounts payable and accrued expenses (excluding local taxes, output VAT and withholding taxes), loans payable, due to a related party, lease liabilities, other current liabilities (excluding deferred income), concessionaires' deposits and retention payables. These financial instruments arise directly from operations.

The main risks arising from the financial instruments of the Group are credit risk, liquidity risk and market risk. There has been no change to the Group's exposure to risks or the manner in which it manages and measures the risks in prior financial years. The Group's management reviews and approves policies for managing each of these risks and they are summarized as follows:

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information, and in some cases bank references. The Group limits its exposure to credit risk by establishing credit limits and maximum payment period for each customer, reviewing outstanding balances to minimize transactions with customers in industries experiencing particular economic volatility.

With respect to credit risk from other financial assets of the Group, which mainly comprise of due from related parties, the exposure of the Group to credit risk arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

There is no other significant concentration of credit risk in the Group.

The credit grades used by the Group in evaluating the credit quality of its receivables to customers and other parties are the following:

Grade A financial assets pertain to financial assets that are neither past due nor impaired which have good collection status. These financial assets are those which have high probability of collection, as evidenced by counterparties having ability to satisfy their obligations.

Grade B financial assets are those past due but not impaired financial assets and with fair collection status. These financial assets include those for which collections are probable due to the reputation and the financial ability to pay off the counterparty but have been outstanding for a length of time.

Grade C financial assets are those which have continuous default collection issues. These financial assets have counterparties that are most likely not capable of honoring their financial obligations

The credit quality of the Group's financial assets that are neither past due or impaired is considered to be of good quality and expected to be collectible without incurring any credit losses.

Information on the Group's receivables and due from related parties that are impaired as of December 31, 2025 and 2024 and the movement of the allowance used to record the impairment losses are disclosed in Notes 5 and 8 to the consolidated financial statements.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group monitors and maintains a level of cash deemed adequate by the management to finance the Group's operation and mitigate the effects of fluctuations in cash flows. Additional short-term funding is obtained through related party advances and from bank loans, when necessary.

Ultimate responsibility for liquidity risk management rests with the BOD, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. For the Group's short-term funding, the Group's policy is to ensure that there are sufficient working capital inflows to match repayments of short-term debt.

Market Risk

Market risk is the risk that the fair value or cash flows of a financial instrument of the Group will fluctuate due to change in market prices. Market risk reflects interest rate risk, currency risk and other price risks.

The Group is primarily exposed to the financial risk of changes in equity prices of its equity securities - at FVOCI.

Interest Rate Risk

Cash flow interest rate risk is the risk that the future cash flow of the financial instruments will fluctuate because of the changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's financial instrument that is primarily exposed to interest risk is the interest-bearing funds made available by the Parent Company to WCCCHI to finance the construction of the Cebu City Hotel Project. Such funds were substantially sourced from a P375.00 million loan from SSS, as well as the stock rights offering of the Parent Company. In 2006, the Parent Company charged WCCCHI on the related interests and penalties on the contention that the latter benefited from the proceeds of the SSS loan. Starting 2017, WCCCHI was not anymore charged with the interest on SSS loan because the Parent Company has assessed that if it has already fulfilled its obligations related to its use of proceeds from such loan.

Cash flow interest rate risk exposure is managed within parameters approved by management. If the exposure exceeds the parameters, the Group enters into hedging transactions.

Equity Price Risk

Equity price risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Group monitors the changes in the price of the shares of stock of WPI. In managing its price risk, the Group disposes of existing or acquires additional shares based on the economic conditions.

Fair Value of Financial Assets and Liabilities

The carrying amount of cash and cash equivalents, receivables, current portion of due from related parties, accounts payable and accrued expenses and other current liabilities approximate their fair values due to the short-term maturity of these instruments.

The fair value of interest-bearing due from related parties and loans payable is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as of the reporting date; thus, the carrying amount approximates fair value.

Risk Management Structure

Board of Directors

The BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Group. It also has the overall responsibility for the development of risk strategies, principles, frameworks, policies and limits. It establishes a forum of discussion of the Group's approach to risk issues in order to make relevant decisions.

Risk Management Committee

Risk management committee is responsible for the comprehensive monitoring, evaluating and analyzing of the Group's risks in line with the policies and limits set by the BOD.

Capital Management

The primary objective of the Group's capital management is to ensure its ability to continue as a going concern and that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. Capital is defined as the invested money or invested purchasing power, the net assets or equity of the entity. The Group's overall strategy remains unchanged from 2026 and 2025.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. For purposes of the Group's capital management, capital includes all equity items that are presented in the consolidated statement of changes in equity, except for revaluation surplus on property and equipment, retirement benefits reserve, foreign currency translation adjustment and fair value reserve.

The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the omnibus and security loan agreement. Breaches in meeting the financial covenants would permit the bank to immediately call the loans.

OPERATIONAL AND FINANCIAL INFORMATION

Market for Registrant's Common Equity and Related Stockholder Matters

1. Market Information

The stocks of WPI shares which are listed on the Philippine Stock Exchange for the last two calendar years are as set out hereunder:

	2026		2025		2024	
	High	Low	High	Low	High	Low
1st Quarter	0.4500	0.4250	0.4100	0.4050	0.4100	0.4000
2nd Quarter	0.5000	0.4900	0.4500	0.4300	0.4000	0.3900
3rd Quarter			0.4700	0.4300	0.3750	0.3650
4th Quarter			0.4200	0.4100	0.4300	0.3700

The last trading price was Php 0.4900 on June 29, 2026.

2. Holders

The number of stockholders of record as of June 30, 2026 on the Register of Shareholders was 420 but the company is not able to identify the actual number of beneficial owners who are registered under the name of the member companies of the Philippine Stock Exchange (PSE). Common shares outstanding as of June 30, 2026 were 2,498,991,753. There have been no sales for the last three years of unregistered securities.

Title of Class	Top 20 Stockholders as of June 30, 2026	Citizenship	No. of Shares held	% of Class
Common	PCD Nominee Corp. (Filipino)	Filipino	1,135,427,470	45.44%
Common	The Wellex Group, Inc.	Filipino	1,128,466,800	45.16%
Common	PCD Nominee Corp. (Non Filipino)	Non Filipino	45,448,804	01.82%
Common	Kenneth T. Gatchalian	Filipno	30,000,100	01.20%
Common	Rexlon T. Gatchalian	Filipino	30,000,000	01.20%
Common	Weslie T. Gatchalian	Filipino	30,000,000	01.20%
Common	Forum Holdings Corporation	Filipino	20,626,000	00.83%
Common	Primary Structures Corporation	Filipino	16,212,500	00.65%
Common	Rexlon T. Gatchalian	Filipino	14,740,000	00.59%
Common	Metro Alliance Holdings & Equities, Inc.	Filipino	14,370,000	00.58%
Common	Elvira A. Ting	Filipino	10,000,009	00.40%
Common	Catalina Roxas Melendres	Filipino	6,246,000	00.25%
Common	Manuel H. Osmena &/OR Manuel L. Osmena II	Filipino	1,400,000	00.06%
Common	Rolando M. Lim	Filipino	1,142,500	00.05%
Common	Felipe A. Cruz, Jr.	Filipino	1,100,000	00.04%
Common	Maria Concepcion Cruz	Filipino	876,000	00.04%
Common	Freyssinet Philippines, Inc.	Filipino	770,000	00.03%
Common	Benson Coyuco	Filipino	605,000	00.02%
Common	Lucena B. Enriquez	Filipino	552,000	00.02%
Common	Emily Lim	Filipino	500,000	00.02%

The common stock of the company is being traded currently in the Philippine Stock Exchange. On June 16, 1999, the Parent Company declared cash dividend of Php 0.02 per share on its Common Shares outstanding as of May 15, 1999. This amounted to Php 19.23 million. The Parent Company also declared a 10% stock dividend as of September 15, 1999 record date.

3. Dividends

The company has decided not to declare dividends since the year 2000 to prioritize funding capital projects, including facility renovations, and expansion plans. Additionally, standard clauses in our loan agreements restrict dividend payments to maintain financial stability and ensure compliance with debt obligations.

PART II.

INFORMATION REQUIRED IN A PROXY FORM
(This form shall be prepared in accordance with paragraph (5) of SRC Rule 20)

Item 1. **Identification**

Not Applicable.

Item 2. **Instruction**

Not Applicable.

Item 3. **Revocability of Proxy**

Not Applicable.

Item 4. **Persons Making the Solicitation**

Not Applicable.

Item 5. **Interest of Certain Persons in Matters to be Acted Upon**

Not Applicable.

THE COMPANY'S ANNUAL REPORT ON SEC FORM 17 A WILL BE PROVIDED WITHOUT CHARGE UPON WRITTEN REQUEST OF ANY SHAREHOLDERS OF RECORD ENTITLE TO NOTICE OF AND VOTE OF AT THE MEETING, AT THE DISCRETION OF THE MANAGEMENT, A CHARGE MAY BE MADE FOR EXHIBITS, PROVIDED SUCH CHARGE IS LIMITED TO REASONABLE EXPENSES INCURRED BY THE REGISTRANT IN FURNISHING SUCH EXHIBITS.

Such written request may be directed to our Corporate Secretary, Atty. Arthur R. Ponsaran, with Office Address at unit 3104 31st floor Antel Global Corporate Center # 03 Doña Julia Vargas, Ortigas Center Pasig City.

PART III.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true and correct. This report is signed in the City of CEBU CITY on AUG 17 2026

By:

(Signature)

ARTHUR R. PONSARAN / CORPORATE SECRETARY

(Printed Name / Title)

ATTY. DOMINIC A. DIÑO
NOTARY PUBLIC OF CEBU CITY
COMMISSION NO. 108-25, Until Dec. 31, 2026
ROLL OF ATTORNEY'S NO. 56281
PTR NO. CEB8476279 - 12/22/2025
MCLE Compliance No. VIII-0039359 - Valid until July 03, 2028
IBP No. 583848 / Cebu City - January 02, 2026
Office Address: D. Jakosalem St., Cebu City
Contact No. 09088844981 / 09458209258

Doc.No. 257
Page No. 53
Book No. 69
Series of 2026

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **RENATO C. FRANCISCO,** Filipino, of legal age and a resident of # 8 Sparrow Street New Marikina, Subdivision, Marikina City after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of Waterfront Philippines Incorporated and have been its independent director since 2019.

2. I am affiliated with the following companies or organizations

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Sta Lucia Land Inc	Independent Director	May 2, 2023 - present
Acesite (Phils) Hotel Corporation	Independent Director	2019-present
Forum Pacific Inc	Independent Director	October 2020 – present
Philippine Estates Corporation	Independent Director	October2020 - present
Wellex Industries Inc	Independent Director	2021 - present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of Waterfront Philippines Incorporated. as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any director /officer/substantial shareholder of Waterfront Philippines Incorporated and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code. (where applicable)

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding/I disclose that I am the subject of the following criminal/administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
N/A	N/A	N/A

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of Waterfront Philippines Incorporated of any changes in the abovementioned information within five days from its occurrence.

Done, this _________ day of AUG 0 3 2026, at CITY OF MANILA.

RENATO C. FRANCISCO
Affiant

SUBSCRIBED AND SWORN to before me this _____ day of AUG 0 3 2026 at CITY OF MANILA, affiant personally appeared before me and exhibited to me his Tax Identification Number 138-641-391-000.

Doc. No. 21;
Page No. 6;
Book No. XLVIII;
Series of 2026

ATTY. GERSON B. GAMAS
Notary Public for the City of Manila
Notarial Commission No. 2025-156 Valid Until Dec. 31, 2026
2nd Floor, Citadel Bldg., Railroad Drive, Brgy. 653, District V, Port Area, 1018, Manila, Metro Manila
Roll No. 72250
IBP No. 572978; 12-26-2025 until 12-31-26
PTR No. 0367847; 01-05-2026; until 12-31-26 City of Manila
MCLE Compliance No. VIII-0010142, Valid Until April 14, 2028

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ARISTEO R. CRUZ**, Filipino, of legal age and a resident of No. 4 Malhacan Road, Meycauayan City, Bulacan, after having been duly sworn to in accordance with law do hereby declare that;

1. I am an independent director of **WATERFRONT PHILIPPINES INCORPORATED** and have been its Lead Independent Director since July 2021.

2. I am affiliated with the following companies or organizations:

COMPANY	POSITION	PERIOD OF SERVICE
Meycauayan College, Inc.	President / Director	September 2025 – present
Cruz Altares& Associates Law Office (formerly Cruz, Castro & Altares Law Office)	Founding and Managing Partner	July 2007 – present
Liberty Bank (A Rural Bank), Inc.	Vice President	July 2018 - present
Idealand Realty & Development Corp	President and Chief Operating Officer (COO)	November 2009 – present
Philstar Innovation Realty Corp	Director and Corp Secretary	October 2011 – present
Statosphere Realty & Development Corp	President and Chief Operating Officer (COO)	October 2011 – present
Jose & Luz Locsin Foundation	President	November 2012 – present
Justino Emelia Realty and Management & Dev't Corp	Corporate Secretary	March 2008 – present
Waterstreet Realty Corp	President	June 2012 - present
Metro Alliance Holdings & Equities Corp	Director	September 2015 – present
Acesite Phils Hotel Corp	Director	July 2021 – present
Wellex Industries Inc	Independent Director	October 26, 2021
Forum Pacific Inc	Independent Director	October 27, 2021

3. I possess all the qualification and none of the disqualifications to serve as an Independent Director of **Waterfront Philippines Incorporated**, as provided for in Section 38 of the Securities Regulation Code, its Implement Rules and Regulations and other SEC issuances.

4. I am not related to any director/officer/substantial shareholder of **Waterfront Philippines Incorporated** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation code.

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
N/A	N/A	N/A

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of Waterfront Philippines Incorporated. of any changes in the abovementioned information within five days from its occurrence.

Done, this AUG 0 3 2026 day __________, at CITY OF MANILA

ARISTEO R. CRUZ
Affiant

SUBSCRIBED AND SWORN to before me this AUG 0 3 2026 day of __________ at CITY OF MANILA, affiant personally appeared before me and exhibited to me his Community Tax Certificate No. 108-672-299 issued at Bureau of Internal Revenue.

Doc. No. 28;
Page No. 6;
Book No. XVII;
Series of 2026

ATTY. GERSON B. GAMAS
Notary Public for the City of Manila
Notarial Commission No. 2025-156 Valid Until Dec. 31, 2026
2nd Floor, Citadel Bldg., Railroad Drive, Brgy. 653, District V,
Port Area. 1018, Manila, Metro Manila
Roll No. 72250
IBP No. 572978; 12-26-2025 until 12-31-26
PTR No. 0367847; 01-05-2026; until 12-31-26 City of Manila
MCLE Compliance No. VIII-0010142, Valid Until April 14, 2028

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **JOSAIAS T. DELA CRUZ**, Filipino, of legal age and a resident of 304 Hogan Street, Capitol Hils, Quezon City after having been duly sworn to in accordance with law do hereby declare that;

1. I am an Independent Director of **WATERFRONT PHILIPPINES INCORPORATED,** since September 2025;

2. I am affiliated with the following companies or organizations:

Company	Position	Period of Service
JTDC Spinmeister Laundry Service	Sole Proprietor	2016 – present
Philippine Estates Corporation	Independent Director	2021 – present
Forum Pacific, Inc.	Independent Director	2021 – present
Metro Alliance Holdings & Equities Corp.	Independent Director	2024 – present

3. I possess all the qualification and none of the disqualifications to serve as an Independent Director of **Waterfront Philippines Incorporated**, as provided for in Section 38 of the Securities Regulation Code, its Implement Rules and Regulations and other SEC issuances.

4. I am not related to any director/officer/substantial shareholder of **Waterfront Philippines Incorporated** and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation code.

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
N/A	N/A	N/A

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
N/A	N/A	N/A

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.

7. I shall inform the Corporate Secretary of Waterfront Philippines Incorporated. of any changes in the abovementioned information within five days from its occurrence.

Done, this __________ day AUG 0 3 2026, at CITY OF MANILA.

JOSAIAS T. DELA CRUZ
Affiant

AUG 0 3 2026 CITY OF MANILA

SUBSCRIBED AND SWORN to before me this __________ day of __________ at ______________, affiant personally appeared before me and exhibited to me his Community Tax Certificate No. 123-365-209 issued at Bureau of Internal Revenue.

ATTY. GERSON B. GAMAS
Notary Public for the City of Manila
Notarial Commission No. 2025-156 Valid Until Dec. 31, 2026
2nd Floor, Citadel Bldg., Railroad Drive, Brgy. 653, District V,
Port Area, 1018, Manila, Metro Manila
Roll No. 72250
IBP No. 572978; 12-26-2025 until 12-31-26
PTR No. 0367847; 01-05-2026; until 12-31-26 City of Manila
MCLE Compliance No. VIII-0010142, Valid Until April 14, 2028

Doc. No. 30;
Page No. 6;
Book No. XVII;
Series of 2026

Republic of the Philippines} S.S.
CITY OF MANILA }

CERTIFICATION

I, ARTHUR R. PONSARAN, of legal age, Filipino, and with office address at Unit 3104 Antel Global Corporate Center, #3 Doña Julia Vargas Avenue, Ortigas Center Pasig City, after being duly sworn in accordance with law, do hereby certify that:

1. I am the duly elected Corporate Secretary of Waterfront Philippines Incorporated the "Corporation"), a corporation duly organized and existing under Philippine Laws, with principal office at 1 Salinas Drive, Lahug, Cebu City.

2. All incumbent directors and officers of the Corporation were not connected with any government agency or instrumentality, except Atty. Lamberto B. Mercado, Jr. and Atty. Ruben D. Torres who are Directors of Philippine National Construction Corporation (PNCC)

3. Attached is a photocopy of a Certification signed by Atty. Miguel E. Umali, President and CEO of PNCC, allowing/authorizing Atty. Lamberto B. Mercado, Jr. and Atty. Ruben D. Torres to be directors of other corporations

4. I am executing this Certification to comply with the requirements of the Securities and Exchange Commission.

IN WITNESS WHEREOF, I have hereunto set my hand as such Corporate Secretary this AUG 04 2026 in CITY OF MANILA.

ARTHUR R. PONSARAN
Corporate Secretary

SUBSCRIBED AND SWORN BEFORE ME this AUG 04 2026 with the affiant exhibiting to me his Tax Identification No. 127-640-176-000 issued by Bureau of Internal Revenue.

Doc. No. 37
Page No. 11
Book No. XLIII
Series of 2026.

ATTY. GERSON B. GAMAS
Notary Public for the City of Manila
Notarial Commission No. 2025-156 Valid Until Dec. 31, 2026
2nd Floor, Citadel Bldg., Railroad Drive, Brgy. 653, District V,
Port Area, 1018, Manila, Metro Manila
Roll No. 72250
IBP No. 572978; 12-26-2025 until 12-31-26
PTR No. 0367847; 01-05-2026; until 12-31-26 City of Manila
MCLE Compliance No. VIII-0010142, Valid Until April 14, 2028

PHILIPPINE NATIONAL
CONSTRUCTION CORPORATION

CERTIFICATION

TO WHOM IT MAY CONCERN:

This is to certify that **ATTY. LAMBERTO B. MERCADO, JR.** is hereby allowed/authorized to occupy membership in the Board of Directors of other corporations provided such memberships do not conflict with his official function as member of the PNCC Board of Directors.

Done this 12th day of May 2026 in Bicutan, Parañaque City

MIGUEL E. UMALI
President and CEO / Vice-Chairman

PHILIPPINE NATIONAL CONSTRUCTION CORPORATION

CERTIFICATION

TO WHOM IT MAY CONCERN:

This is to certify that **ATTY. RUBEN D. TORRES** is hereby allowed/authorized to occupy membership in the Board of Directors of other corporations provided such memberships do not conflict with his official function as member of the PNCC Board of Directors.

Done this 12th day of May 2026 in Bicutan, Parañaque City

MIGUEL E. UMALI
President and CEO / Vice-Chairman

WATERFRONT
PHILIPPINES

ANNEX "A"

WATERFRONT PHILIPPINES INCORPORATED.

PROXY FORM

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, a stockholder of **WATERFRONT PHILIPPINES INCORPORATED**, do hereby name, constitute and appoint:

Mr. ______________________________, or in his absence
Mr. ______________________________, or in his absence

the Chairman of the shareholders' meeting, as his/her/its true and lawful attorney-in-fact for and in his/her/its name, place and stead, to do and perform the following acts and things, to wit:

To attend, be present and represent the undersigned at the stockholders' meeting to be held on **September 30, 2026 AT 10.00 A.M.** or any adjournment as well as any and all meetings of the stockholders of **WATERFRONT PHILIPPINES INCORPORATED** including any adjournment or postponement thereof; take part in the deliberations thereon; vote any and all shares that the undersigned now owns or may hereafter own in said Corporation in any matter, motion, resolution that may be taken up in said meeting/s in such manner as his/her/its aforesaid attorney-in-fact shall deem acceptable in the premises.

HEREBY GIVING AND GRANTING unto the said attorney-in- fact full power and authority to do and perform any and every act requisite or proper to be done in or about the premises, as fully to all intents as the undersigned might or could lawfully do if personally present and acting in person; and hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

The power and authority herein granted shall remain in full force and effect until specifically revoked through notice in writing delivered to the Secretary of the Corporation at any time before the meeting.

__________________________, _______________ 2026

PRINTED NAME OF STOCKHOLDER ______________________________

SIGNATURE OF STOCKHOLDER ______________________________

ANNEX "B"

WATERFRONT
PHILIPPINES

WATERFRONT PHILIPPINES INCORPORATED

NOMINATION FORM

____
Name of Nominee

Please check the box and fill up properly:

☐ Nominee for Independent Director (Note: Please submit Certificate of Qualification)
☐ Not Nominee for Independent Director

Personal Information:

Citizenship: __________________ Age: _______
Date of Birth: __________________ Place of Birth: ________________
Marital Status __________________ Name of Spouse: ______________
Residential Address: ____
Tel. No.: _____________ Cell. No.: _______________
Office Address: ____
Tel. No.: _____________ Cell. No.: ____________________

Educational Background/Attainment:	
Work and/or Business Experience:	
Company/Current Position/Affiliations	
Stockholdings (indicate direct and indirect shares)	

Name of Nominator-Stockholder or Authorized Representative: __________________________

Relation of Nominee and Nominator: __________________________________

Conformity and acceptance:

______________________________ _________________________________
Nominee Nominator

____
Witness

PSE Disclosure Form 17-12-A - List of Top 100 Stockholders (Common Shares)
Reference: Section 17.12 of the Revised Disclosure Rules

Type of Securities

Common

For the period ended	June 30, 2026

Description of the Disclosure
WPI PSE Disclosure List of Top 100 Stockholders

Number of Issued and Outstanding Common Shares	2,498,991,753
Number of Treasury Common Shares, if any	0
Number of Outstanding Common Shares	2,498,991,753
Number of Listed Common Shares	2,498,991,753
Number of Lodged Common Shares	1,180,876,274
PCD Nominee – Filipino	1,135,427,470
PCD Nominee – Non-Filipino	45,448,804
Number of Certificated Common Shares	1,318,115,479

Change from previous submission

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 06/30/2026

Rank	Name	Holdings	Percentage
1	PCD NOMINEE CORP. (FILIPINO)	1,135,427,470	45.44%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	45,448,804	01.82%
4	KENNETH T. GATCHALIAN	30,000,100	01.20%
5	REXLON T. GATCHALIAN	30,000,000	01.20%
6	WESLIE T. GATCHALIAN	30,000,000	01.20%
7	FORUM HOLDINGS CORPORATION	20,626,000	00.83%
8	PRIMARY STRUCTURES CORPORATION	16,212,500	00.65%
9	REXLON GATCHALIAN	14,740,000	00.59%
10	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	00.58%
11	ELVIRA A. TING	10,000,009	00.40%
12	CATALINA ROXAS MELENDRES	6,246,000	00.25%
13	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	00.06%
14	ROLANDO M. LIM	1,142,500	00.05%
15	FELIPE A CRUZ, JR.	1,100,000	00.04%
16	MARIA CONCEPCION CRUZ	876,000	00.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	00.03%
18	BENSON COYUCO	605,000	00.02%
19	LUCENA B. ENRIQUEZ	552,000	00.02%
20	EMILY LIM	500,000	00.02%
21	DEE HUA T. GATCHALIAN	350,000	00.01%
22	ARTHUR H. OSMENA &/OR JANE Y. OSMENA	330,000	00.01%
23	JOSE YAP &/OR CONCHITA YAP	330,000	00.01%
24	MARVIN J. GIROUARD	330,000	00.01%
25	DAVID LAO OSMENA	314,600	00.01%
26	ANA L. GO	300,000	00.01%

Rank	Name	Holdings	Percentage
27	SEGUNDO SEANGIO &/OR VIRGINIA SEANGIO	297,000	00.01%
28	CHARTERED COMMODITIES CORPORATION	294,999	00.01%
29	DOMINGO C GO	275,000	00.01%
30	DAVID LAO OSMENA	275,000	00.01%
31	SILVER GREEN INVESTMENTS LTD.	230,000	00.01%
32	GARY GO DYCHIAO	200,000	00.01%
33	MERIDIAN SEC., INC. A/C# 844	200,000	00.01%
34	CRISTINO NAGUIAT, JR.	181,500	00.01%
35	WILLIE TIO	159,500	00.01%
36	BETO Y. LIM	150,000	00.01%
37	PIERCE INTERLINK SECURITIES, INC.	150,000	00.01%
38	AURORA V. SAN JOSE	143,000	00.01%
39	YAN TO A. CHUA	132,000	00.01%
40	CELY S. LIM	112,200	00.00%
41	DEWEY CHOACHUY, JR	111,300	00.00%
42	JOHN CRHISTOPHER D. WEIGEL	110,000	00.00%
43	WANG YU HUEI	110,000	00.00%
44	WILSON CHUA &/OR BECKY QUE CHUA	110,000	00.00%
45	KENSTAR INDUSTRIAL CORPORATION	110,000	00.00%
46	WATERFRONT NOMINEES SDN BHD A/C#6	107,800	00.00%
47	CATHAY SEC. CO., INC. A/C# 1030	100,000	00.00%
48	MANUEL H. OSMENA &/OR GRELINA L. OSMENA	100,000	00.00%
49	CHONG PENG YNG	100,000	00.00%
50	PACIFIC WIDE REALTY DEVELOPMENT CORP.	100,000	00.00%
51	PACIFIC CONCORDE CORPORATION	100,000	00.00%
52	MIZPAH HOLDINGS, INC.	100,000	00.00%

Rank	Name	Holdings	Percentage
53	CHESA HOLDINGS, INC.	100,000	00.00%
54	PACIFIC REHOUSE CORPORATION	100,000	00.00%
55	PACIFIC IMAGES, INC.	100,000	00.00%
56	CARRIE LIM	100,000	00.00%
57	ALVIN TAN UNJO	88,000	00.00%
58	TERESITA GO &/OR SATURNINA GO	87,000	00.00%
59	GEORGE U. YOUNG, JR	82,500	00.00%
60	ROLANDO D. DE LEON	66,000	00.00%
61	LIPPO SECURITIES, INC.	56,500	00.00%
62	L.M. GARCIA & ASS., INC. A/C# 160	55,000	00.00%
63	MA. TERESA P. CRUZ	55,000	00.00%
64	PRIMITIVO C. CAL	55,000	00.00%
65	LEONG JEE VAN	55,000	00.00%
66	KIRBY YU LIM	55,000	00.00%
67	LIM TAY	55,000	00.00%
68	FRUTO M. TEODORICO, JR	55,000	00.00%
69	RENATO C. GENDRANO &/OR GENDRANO BERNADETTE	55,000	00.00%
70	LYDIA J. SY	55,000	00.00%
71	EDILBERTO &/OR ROSITA TANYU &/OR WELLINGTON HO VELASCO	55,000	00.00%
72	NEIL JOHN A. YU	50,000	00.00%
73	ROBERTO L. UY	50,000	00.00%
74	UY TIAK ENG	50,000	00.00%
75	SANDRA E. PASCUAL	50,000	00.00%
76	FRANCISCO C. SAN DIEGO	50,000	00.00%
77	VICKY L. CHAN	50,000	00.00%
78	EBC SECURITIES CORPORATION	48,400	00.00%

Rank	Name	Holdings	Percentage
79	TAN DAISY TIENG	46,500	00.00%
80	EAST ASIA OIL & MINING COMPANY, INC.	40,000	00.00%
81	OCBC SECURITIES PHILS., INC.	40,000	00.00%
82	MANILYNN L. OSMENA	39,600	00.00%
83	MEGHANN GAIL L. OSMENA	39,600	00.00%
84	MANUEL L. OSMENA, II	39,600	00.00%
85	GLADYS MAY L. OSMENA	39,600	00.00%
86	STEVE WOODWARD	39,600	00.00%
87	ROBERT KLING	39,600	00.00%
88	JAY JACOBS	39,600	00.00%
89	ADRIAN LONG	39,600	00.00%
90	LUZ YAMANE	38,500	00.00%
91	LILY S. HO	36,300	00.00%
92	ABACUS SECURITIES CORPORATION	35,200	00.00%
93	LILIAN HONG	34,000	00.00%
94	INTERNATIONAL POLYMER CORPORATION	33,000	00.00%
95	SEAFRONT RESOURCES CORP.	33,000	00.00%
96	ARTURO GUANZON	33,000	00.00%
97	LEONCIO TIU	33,000	00.00%
98	RAMONCITO ARCEO	30,000	00.00%
99	RODOLFO B. LEDESMA	30,000	00.00%
100	TAN LIN LAY	30,000	00.00%

Total Top 100 Shareholders :	2,496,984,782	99.92%
Total Issued Shares	2,498,991,753	

WPI000000000 June 30, 2026

OUTSTANDING BALANCES FOR SPECIFIC COMPANY

June 30, 2026

WPI000000000

BPNAME	QUANTITY
UPCC SECURITIES CORP.	65,000
A & A SECURITIES, INC.	525,200
ABACUS SECURITIES CORPORATION	39,403,579
PHILSTOCKS FINANCIAL INC	67,434,154
A. T. DE CASTRO SECURITIES CORP.	34,000
ALL ASIA SECURITIES MANAGEMENT CORP.	202,500
ALPHA SECURITIES CORP.	2,517,000
BA SECURITIES, INC.	1,470,200
AP SECURITIES INCORPORATED	17,709,500
ANSALDO, GODINEZ & CO., INC.	3,095,200
AB CAPITAL SECURITIES, INC.	7,212,098
SB EQUITIES,INC.	2,247,100
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	832,800
ASIASEC EQUITIES, INC.	1,796,500
ASTRA SECURITIES CORPORATION	5,000
BELSON SECURITIES, INC.	3,420,100
JAKA SECURITIES CORP.	15,500
BPI SECURITIES CORPORATION	24,227,473
CAMPOS, LANUZA & COMPANY, INC.	2,442,202
SINCERE SECURITIES CORPORATION	1,045,000
CTS GLOBAL EQUITY GROUP, INC.	669,138
TRITON SECURITIES CORP.	36,009,450
IGC SECURITIES INC.	4,425,000
CUALOPING SECURITIES CORPORATION	105,000
DAVID GO SECURITIES CORP.	1,670,200
DIVERSIFIED SECURITIES, INC.	4,443,800
E. CHUA CHIACO SECURITIES, INC.	7,303,900
EQUITABLE SECURIITES (PHILS.) INC.	27,200
EAST WEST CAPITAL CORPORATION	400,000
EASTERN SECURITIES DEVELOPMENT CORPORATION	2,796,200
EQUITIWORLD SECURITIES, INC.	325,600
EVERGREEN STOCK BROKERAGE & SEC., INC.	3,769,100
FIRST ORIENT SECURITIES, INC.	1,367,100
FIRST INTEGRATED CAPITAL SECURITIES, INC.	100
F. YAP SECURITIES, INC.	290,000
AURORA SECURITIES, INC.	676,700
GLOBALINKS SECURITIES & STOCKS, INC.	384,000
JSG SECURITIES, INC.	128,150
GOLDSTAR SECURITIES, INC.	4,363,100
GUILD SECURITIES, INC.	121,000
CNN SECURITIES, INC.	28,812,500

H. E. BENNETT SECURITIES, INC.	2,180,000
HK SECURITIES, INC.	9,100
I. ACKERMAN & CO., INC.	30,000
I. B. GIMENEZ SECURITIES, INC.	224,185
INVESTORS SECURITIES, INC,	1,047,000
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	99,800
INTRA-INVEST SECURITIES, INC.	176,400
ASIAN CAPITAL EQUITIES, INC.	56,100
STRATEGIC EQUITIES CORP.	1,006,400
LARRGO SECURITIES CO., INC.	122,000
LUCKY SECURITIES, INC.	153,500
LUYS SECURITIES COMPANY, INC.	1,154,500
MANDARIN SECURITIES CORPORATION	2,113,200
COL Financial Group, Inc.	98,101,053
DA MARKET SECURITIES, INC.	222,200
MERCANTILE SECURITIES CORP.	129,800
MERIDIAN SECURITIES, INC.	2,162,700
MDR SECURITIES, INC.	70,000
REGIS PARTNERS, INC.	6,300
MOUNT PEAK SECURITIES, INC.	60,000
NEW WORLD SECURITIES CO., INC.	2,263,000
OPTIMUM SECURITIES CORPORATION	1,099,650
RCBC SECURITIES, INC.	3,858,300
PAN ASIA SECURITIES CORP.	30,000
PAPA SECURITIES CORPORATION	1,150,200
MAYBANK SECURITIES, INC.	2,749,900
PLATINUM SECURITIES, INC.	23,000
PNB SECURITIES, INC.	1,294,260
PREMIUM SECURITIES, INC.	1,753,600
PRYCE SECURITIES, INC.	12,124
SALISBURY SECURITIES CORPORATION	15,300
QUALITY INVESTMENTS & SECURITIES CORPORATION	14,802,000
R & L INVESTMENTS, INC.	42,000
R. COYIUTO SECURITIES, INC.	6,333,200
REGINA CAPITAL DEVELOPMENT CORPORATION	5,458,100
R. NUBLA SECURITIES, INC.	4,020,000
AAA SOUTHEAST EQUITIES, INCORPORATED	2,216,200
R. S. LIM & CO., INC.	1,048,400
RTG & COMPANY, INC.	109,600
S.J. ROXAS & CO., INC.	1,003,500
SECURITIES SPECIALISTS, INC.	2,200
FIDELITY SECURITIES, INC.	185,500
SUMMIT SECURITIES, INC.	707,300
STANDARD SECURITIES CORPORATION	1,376,200
SUPREME STOCKBROKERS, INC	31,350
TANSENGCO & CO., INC.	595,400
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	37,200

TOWER SECURITIES, INC.	8,322,600
APEX PHILIPPINES EQUITIES CORPORATION	5,000
TRENDLINE SECURITIES CORPORATION	11,200
DRAGONFI SECURITIES, INC.	41,926
LANDBANK SECURITIES, INC.	2,177,700
UOB KAY HIAN SECURITIES (PHILS.), INC.	4,380,000
E.SECURITIES, INC.	3,300
VENTURE SECURITIES, INC.	136,900
FIRST METRO SECURITIES BROKERAGE CORP.	29,298,757
WEALTH SECURITIES, INC.	6,933,840
WESTLINK GLOBAL EQUITIES, INC.	642,813,440
BERNAD SECURITIES, INC.	164,100
WONG SECURITIES CORPORATION	27,500
YAO & ZIALCITA, INC.	299,000
META CAPITAL SECURITIES INC	2,036,000
BDO SECURITIES CORPORATION	18,977,419
EAGLE EQUITIES, INC.	570,300
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	2,161,576
SOLAR SECURITIES, INC.	6,330,600
G.D. TAN & COMPANY, INC.	6,764,300
PHILIPPINE EQUITY PARTNERS, INC.	3,514,950
UNICAPITAL SECURITIES INC.	939,900
SunSecurities, Inc.	400,000
ARMSTRONG SECURITIES, INC.	5,300
TIMSON SECURITIES, INC.	8,166,000
VC SECURITIES CORPORATION	100,600
CITIBANK N.A.	100,000
STANDARD CHARTERED BANK	665,000
CABALLES GO SECURITIES INC	400,000
Total Lodged Shares	**1,180,876,274**

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 20 Stockholders
As of 06/30/2026

Rank	Name	Holdings	Percentage
1	PCD NOMINEE CORP. (FILIPINO)	1,135,427,470	45.44%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	45,448,804	01.82%
4	KENNETH T. GATCHALIAN	30,000,100	01.20%
5	REXLON T. GATCHALIAN	30,000,000	01.20%
6	WESLIE T. GATCHALIAN	30,000,000	01.20%
7	FORUM HOLDINGS CORPORATION	20,626,000	00.83%
8	PRIMARY STRUCTURES CORPORATION	16,212,500	00.65%
9	REXLON GATCHALIAN	14,740,000	00.59%
10	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	00.58%
11	ELVIRA A. TING	10,000,009	00.40%
12	CATALINA ROXAS MELENDRES	6,246,000	00.25%
13	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	00.06%
14	ROLANDO M. LIM	1,142,500	00.05%
15	FELIPE A CRUZ, JR.	1,100,000	00.04%
16	MARIA CONCEPCION CRUZ	876,000	00.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	00.03%
18	BENSON COYUCO	605,000	00.02%
19	LUCENA B. ENRIQUEZ	552,000	00.02%
20	EMILY LIM	500,000	00.02%
	Total Top 20 Shareholders :	2,488,483,183	99.58%
	Total Issued Shares	2,498,991,753	

Outlook

FW: Quarterly Report

From Waterfront Philippines Inc. <wpi@waterfronthotels.net>
Date Mon 6/29/2026 9:17 AM
To Aiza Pasayloon <a.pasayloon@waterfronthotels.net>; Rhea Hinampas <r.hinampas@waterfronthotels.net>; Irish Chara Lawas <i.lawas@waterfronthotels.net>; Jerraemie Nikka Patulot <j.patulot@waterfronthotels.net>; Judith Riann Fernandez <jt.fernandez@waterfronthotels.net>; Cherryl Vidal <c.vidal@waterfronthotels.net>

From: Philippine Stock Exchange <no-reply@pse.com.ph>
Sent: Monday, June 29, 2026 9:17:28 AM (UTC+08:00) Taipei
To: ajponsaran@ccplaw.com.ph; Rhea Hinampas; sigmahanon@yahoo.com; Waterfront Philippines Inc.; disclosure@pse.com.ph
Subject: Quarterly Report

Dear Sir/Madam:

Your disclosure was approved as Company Report. Details are as follows:

Company Name: Waterfront Philippines, Incorporated
Reference Number: 0023713-2026
Date and Time: Monday, June 29, 2026 09:17 AM
Template Name: Quarterly Report
Report Number: CR04738-2026

Best Regards,
PSE EDGE

This e-mail message, including any attached file, is confidential and legally privileged. It is solely for the intended recipient. If you received this e-mail by mistake, you should immediately notify the sender and delete this message from your system.

If you are not the intended recipient, you are prohibited from disseminating, distributing or copying this e-mail and its contents. Unauthorized or unlawful access, processing, use, misuse, alteration, interception, interference, communication, disclosure, distribution, downloading, uploading, copying, storage, reproduction and/or replication of any or all information, including personal and sensitive personal information ("Personal Data"), data, file(s), text, numbers, figures, images and/or graphics provided herein is punishable by law in accordance with Republic Act No. 10173, otherwise known as the

Data Privacy Act of 2012, Republic Act No. 10175, otherwise known as the Cybercrime Prevention Act of 2012, and other applicable laws and regulations.

This e-mail cannot be guaranteed to be secure and error-free as it could be intercepted, corrupted, lost, destroyed, arrive late or incomplete, or contain viruses or other malicious programs. Therefore, the sender does not accept liability for any errors or omissions in the contents of this e-mail, which arise as a result of the transmission.

Unless it relates to business discharged by officials of the PSE, any views, opinions or factual assertions contained are those of the author and not necessarily of the PSE. The PSE prohibits unofficial use of its e-mail and consequently disclaims and accepts no liability for any damage caused by any libelous and defamatory statements transmitted via this e-mail.

If verification is required, please request for a hard copy.

To know about your rights as a data subject under the Data Privacy Act of 2012 and how the PSE processes and protects the Personal Data it collects and stores, you may visit the Privacy Policy page of PSE's website at https://www.pse.com.ph/stockMarket/content.html?sec=privacypolicy

The Philippine Stock Exchange, Inc., 6th to 10th Floors, PSE Tower, 5th Avenue corner 28th Street, Bonifacio Global City, Taguig City, Philippines 1634

The following document has been received:

Receiving: DONNA ENCARNADO
Receipt Date and Time: June 29, 2026 08:00:00 AM

Company Information

SEC Registration No.: AS94008678
Company Name: WATERFRONT PHILIPPINES INC.
Industry Classification: J66940
Company Type: Stock Corporation

Document Information

Document ID: OST1062920268116854O1
Document Type: QUARTERLY_REPORT
Document Code: SEC_Form_17-Q
Period Covered: March 31, 2026
Submission Type: Original Filing
Remarks: None

Acceptance of this document is subject to review of forms and contents

COVER SHEET

AS094-8678

SEC Registration Number

WATERFRONT PHILIPPINES,

INCORPORATED

(Company's Full Name)

NO. 1 WATERFRONT DRIVE

OFF SALINAS DRIVE LAHUG

CEBU CITY

(Business Address : No. Street City / Town / Province)

CHERRYL M. VIDAL

Contact Person

(02) 8706-7888

Company Telephone Number

12 31

Month *Day*

17-Q1

FORM TYPE

During the month of September

Month *Day*

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

421

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

S T A M P S

Remarks = pls. use black ink for scanning purposes

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. SEC Registration No. **AS094-8678**

3. BIR Tax Identification No. **D80-003-978-254 NV**

4. Exact name of issuer as specified in its charter
   WATERFRONT PHILIPPINES, INCORPORATED

5. Province, country or other jurisdiction of incorporation or organization
   CEBU, PHILIPPINES

6. Industry Classification Code: ______ (SEC Use Only)

7. Address of issuer's principal office
   NO. 1 WATERFRONT DRIVE, OFF SALINAS DRIVE, LAHUG, CEBU CITY
   Postal Code **6000**

8. Issuer's telephone number, including area code **032-232-6888**

9. Former name, former address and former fiscal year, if changed since last report
   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 share of common stock outstanding and amount of debt outstanding
COMMON SHARES	**2,498,991,753**

11. Are any or all of the securities listed on a Stock Exchange?

    Yes [**X**] No [ ]

    If yes, state the name of such Stock Exchange and the class/es of securities listed therein:
    THE 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 Code 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 the registrant was required to file such reports)
    Yes [**X**] No [ ]

    (b) Has been subject to such filing requirements for the past ninety (90) days.
    Yes [**X**] No [ ]

WATERFRONT PHILIPPINES, INCORPORATED
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: **MARCH 31, 2026**
Currency (indicate units, if applicable): **PESO**

BALANCE SHEET		
	Period Ended	**Calendar Year Ended**
	March 31, 2026 (Unaudited)	**December 31, 2025 (Audited)**
Current Assets	2,855,195,749	2,703,747,062
Total Assets	23,986,330,683	24,590,595,007
Current Liabilities	1,764,155,007	1,640,643,532
Total Liabilities	7,232,814,852	7,983,511,950
Retained Earnings	2,930,792,744	3,535,033,826
Stockholders' Equity	16,753,515,831	16,607,083,057
Stockholders' Equity- Parent	15,067,879,605	13,723,501,891
Book Value Per Share	6.030	5.492

INCOME STATEMENT				
	Current Year Jan to Mar	**Previous Year** Jan to Mar	**Current Year-To-Date**	**Previous Year-To-Date**
Operating Revenue	476,645,042	444,135,987	476,645,042	441,135,987
Other Income	9,841,635	98,702,709	9,841,635	98,702,709
Gross Revenue	486,486,677	542,838,696	486,486,677	542,838,696
Operating Expense	343,059,372	331,805,535	343,059,372	331,805,535
Other Expense	69,428,619	112,278,989	69,428,619	112,278,989
Gross Expense	412,487,991	444,084,524	412,487,991	444,084,524
Net Income/ (Loss) Before Tax	73,998,687	98,754,172	73,998,687	98,754,172
Income Tax Expense	-	-	-	-
Net Income/ (Loss) After Tax	73,998,687	98,754,172	73,998,687	98,754,172
-Net Income Attributable to Parent Equity Holder	80,709,286	105,273,779	80,709,286	105,273,779
Earnings/(Loss) Per Share (Basic)	0.032	0.042	0.032	0.042

Financial Ratios

	Formula	Current Year March 31, 2026	Previous Year December 31, 2025
Liquidity Analysis Ratios			
Current Ratio or Working Capital Ratio	Current Assets/Current Liabilities	1.618	1.648
Quick Ratio	(Current Assets - Inventory - Prepayments)/ Current Liabilities	1.532	1.580
Solvency Ratio	Total Assets / Total Liabilities	3.316	3.080
Financial Leverage Ratios			
Debt Ratio	Total Debt / Total Assets	0.302	0.325
Debt-to-Equity Ratio	Total Debt / Total Stockholders' Equity	0.480	0.582
Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	1.693	-0.561
Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	1.592	1.792
Profitability Ratios			
Gross Profit Margin	Sales - Cost of Goods Sold or Cost of service/ Sales	29.48%	16.46%
Net Profit Margin	Net Profit / Sales	15.21%	-5.20%
Return on Assets	Net Income / Total Assets	0.31%	-0.52%
Return on Equity	Net Income / Total Stockholders' Equity	0.49%	-0.94%
Price / Earnings Ratio	Price Per Share / Earnings Per Common Share	13.933	-18.915
Book Value	Total Common Stockholder's Equity-Parent/No. of Common Shares	6.030	5.492

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

PART II—OTHER INFORMATION

1. List of Top Stockholders

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Registrant: **Waterfront Philippines, Incorporated**
Issuer:

Signature and Title AMANDO J. PONSARAN, JR.
Assistant Corporate Secretary

Date ______________________

jncpatulot

Signature and Title JERRAEMIE NIKKA PATULOT
Compliance Officer

Date ______________________

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Organization and Status of the Business

Corporate Information

Waterfront Philippines, Incorporated (the Parent Company) was incorporated in the Philippines, registered with the Philippine Securities and Exchange Commission (SEC) in September 23, 1994, and is listed on the Philippine Stock Exchange (PSE stock symbol: WPI). The Parent Company is 45%-owned by The Wellex Group, Inc. (TWGI), an entity similarly registered and domiciled in the Philippines. The Parent Company holds equity interests in hotels and resorts, a fitness gym, entities engaged in the international marketing and promotion of casinos, manufacturing of pastries, and hotel management and operations.

The following subsidiaries (together with the Parent Company collectively referred to as the Group) were incorporated in the Philippines, except for Waterfront Promotion Ltd. (WPL) and Club Waterfront International Limited (CWIL), which were registered in the Cayman Islands:

	Percentage of Ownership	
	Direct	Indirect
Hotels and Resorts		
Waterfront Cebu City Casino Hotel, Incorporated (WCCCHI)	100	-
Waterfront Mactan Casino Hotel, Incorporated (WMCHI)	100	-
Waterfront Iloilo Hotel Inc. (WIHI)	100	
Waterfront Puerto Princesa Hotel, Inc. (WPPHI)	100	
Davao Insular Hotel Company, Inc. (DIHCI)	98	-
Acesite (Phils.) Hotel Corporation (APHC)	56	-
Grand Ilocandia Resort and Development, Inc. (GIRDI)	54	-
Real Estate		
Acesite Realty, Inc.	-	56
Fitness Gym		
Waterfront Wellness Group, Inc. (WWGI)	100	-
International Marketing and Promotion of Casinos		
Waterfront Promotion Limited (WPL)	100	-
Mayo Bonanza, Inc. (MBI)	100	-
Club Waterfront International Limited (CWIL) - through direct ownership in WPL	-	100
Waterfront Horizon Corporation (WHC) – previously known as Waterfront Entertainment Corporation (WEC)	100	-
Pastries Manufacturing		
Waterfront Food Concepts Inc. (WFC)	100	-
Hotel Management and Operation		
Waterfront Hotel Management Corp. (WHMC)	100	-

Pavillion Enterprises Corp. (through direct ownership in APHC)		56
Pavillion Leisure and Entertainment Corp. (through direct ownership in APHC)		56
Investment Holding Company		
Waterfront Cebu Ventures, Inc. (WCVI)	100	

- ***Waterfront Cebu City Casino Hotel, Incorporated***

WCCCHI was incorporated on September 23, 1994 to manage and undertake operations of Waterfront Cebu City Hotel and Casino *(WCCCHC). WCCCHI* achieved a milestone during the year by opening the doors of *WCCHC* on January 5, 1998, with 158 guest-rooms which has already grown to 561 by the last quarter of 1999, six-storey convention center known as the *Waterfront Convention Center*, previously known as Cebu International Convention Center and six-storey` **Entertainment Block**. This Entertainment Block completes the Company's restaurants row. On February 5, 1998, *PAGCOR* commenced operations at the new purposely-built casino at the Entertainment Block.

- *Waterfront Convention Center - (WCC)*

Waterfront Convention Center previously known as Cebu International Convention Center is a six-storey building, especially-designed to adapt to any event size and purpose, has been in operation since January 5, 1998. Major amenities of the center include ten (11) function rooms and two (2) Grand Ballrooms with a seating capacity of 4,000.

- *Entertainment Block*

The Entertainment block is a six-storey building and is comprised of eleven (9) Food and Beverage entertainment outlets, a public and international gaming area that includes the *"Casino Filipino",* and 62 hotel rooms and suites

- *Hotel Tower Block*

The Hotel Tower block is a 22-storey and it consists of a podium, containing the lobby, a food and beverage outlet, a reception, a shopping arcade, three (3) press function rooms, and a high-rise block of 498 hotel rooms and suites.

The Hotel, with its fairytale-inspired façade, is conveniently located in the center of Cebu City and is within easy reach of key business, commercial and shopping districts and is just 30 minutes away from the Mactan International Airport.

Waterfront Cebu City Hotel & Casino has elegantly designed and well-appointed guest rooms and suites. The 18th Floor is the Waterfront Ambassador Lounge with a two floor Lounge exclusive for Ambassador Floor guests. Waterfront Ambassador Lounge's guests enjoy butler service, complimentary business services and a business boardroom fit for a group of up to 8 people, equipped with a built-in LCD projector, a roll-up screen, PA and recording system, a local area network (LAN) and a poly communication system. The 2nd floor lounge is outfitted with 3 computer stations, where guests can avail of complimentary WIFI access, flat-screen television entertainment, an array of lifestyle and business magazines as well as newspapers and board games.

The Hotel features a convention center, once recognized as the largest in the Visayas and Mindanao, designed to accommodate a wide range of events. It is equipped with 10 function rooms, 2 executive boardrooms, and 2 Grand Ballrooms, each with a seating capacity of 4,000. Over the years, it has hosted numerous national and regional events, conventions, and conferences.

Waterfront Cebu City Hotel and Casino operates 9 F&B outlets, including a hotel coffee shop, a Japanese restaurant, an Italian restaurant and a poolside snack bar. The Hotel has a fully functional business center paired with flat-screen computers, internet access and private boardrooms. The lobby was inspired based on two main objectives; first, to transform the existing single dimension grand lobby into a multi-dimensional lifestyle-concept space that will enhance the guests' experience when dining and lounging in the lobby; and second, to improve traffic patterns, through the construction of larger check-in areas and through maximizing the lobby's three entrances. WCCHC's massive, high-ceilinged lobby has always been its principal attraction, offering guests a spacious and welcoming arrival experience. Spanning 22 meters wide, 96 meters long and 35 meters high and crisscrossed by hundreds of people each day, the hotel's grand lobby sets the whizzing pulse for the hotel and dictates its overall ambiance.

Apart from improvements to the general structure of the lobby, the Lobby Lounge itself will offer enhanced dining and lounging experience, with glass panels, now enclosing each side of the lounge to create a more defined and comfortable space. Fully equipped bar areas have also been installed in the middle of each of the lounge's two sections, ensuring diners of more efficient and prompt service. To enhance the overall guest experience, the hotel has put together additional features such as nightly entertainment from the city's top performers, and soulful afternoon music by soloists. Among the Hotel's newest pride comes in the form of delectable treats, introducing Lobby Lounge's new service concepts.

Merienda Buffet

The Waterfront Hotels Group's Merienda Buffet is a delightful celebration of Filipino comfort food and regional favorites, served daily at our flagship properties in Cebu, Mactan, and Davao. From savory street food classics and traditional kakanin to hearty local specialties and indulgent desserts, each spread offers a nostalgic yet elevated merienda experience. The Waterfront Airport Hotel & Casino's merienda buffet was recognized as the Sunstar Best of Cebu – Best Merienda Buffet in 2023. Conveniently located just across the airport, it is the perfect stop for travelers and locals alike seeking an authentic and satisfying taste of Cebuano hospitality.

Wine Dispenser

Guests can now take a sip of Lobby Lounge's extensive selection of wine. The wine dispenser is an innovative addition to the wining and dining experience at the Hotel. It serves the purpose of allowing guests to select from among an array of bottles, through tasting by the glass. This concept intends to give guests an opportunity to sample different wines in small amounts before deciding to order a full glass or bottle. Guests may test wines from the dispenser in three different amounts. This way, guests can choose the perfect wine fit for their palate. To enjoy the wine dispenser service, guests must avail of the Wine Card which comes in prepaid or postpaid.

- ***Waterfront Mactan Casino Hotel, Inc.***

Waterfront Mactan was incorporated on September 23, 1994, to manage and operate the Waterfront Airport Hotel & Casino Mactan (WAHC). Ideally situated directly across Mactan-Cebu International Airport, the hotel occupies approximately 3.3 hectares and serves as one of the most strategically located airport hotels in the country. The hotel features 166 well-appointed rooms and suites, 6 food-and-beverage and entertainment outlets. Waterfront Airport also houses one of the largest casinos in the Philippines - making Cebu the only city in Southeast Asia offering casino facilities conveniently accessible to transiting passengers.

Over the years, the hotel has continuously enhanced its guest experience through improvements such as in-room connectivity and business-friendly amenities, and the adoption of fully integrated hotel systems to strengthen operational efficiency, elevate guest service, and uphold overall profitability. Future expansion plans for guest rooms and convention facilities will be built, aligning with market demand and growth opportunities. The hotel's location provides unmatched convenience: just steps from the international and domestic airport, three minutes from the Mactan Industrial Zone, fifteen minutes from Mactan's premier beach destination, and thirty minutes from Cebu City's commercial and financial districts. In 2016, the property further improved guest access by expanding the Annex parking area.

Today, Waterfront Airport Hotel & Casino Mactan remains an essential gateway to Cebu-offering seamless travel convenience, world-class hospitality, and a unique blend of business, leisure and entertainment all in one destination.

- ***Davao Insular Hotel Company, Inc.***

Davao Insular Hotel Company Inc. was incorporated in the Philippines on July 3, 1959, to engage in the operation of hotel and related hotel businesses. The hotel is a 98% owned subsidiary of Waterfront Philippines, Incorporated and is operating under its trade name Waterfront Insular Hotel Davao. Waterfront Insular Hotel Davao, the prestigious business hotel in a sprawling garden resort setting, is only five to ten minutes to the downtown area. Nestled along the picturesque Davao Gulf, its open-air corridors provide a refreshing view of the hotel's beautifully landscaped tropical garden and the sea.

With a greater area than any other hotel facility in the city, it is unmatched in servicing large business meetings, conventions, and exhibit groups. The hotel consists of four low-rise buildings of 159 guestrooms and suites, 5 function rooms and 6 F&B outlets. Every room opens to a lanai overlooking a lush garden the blue waters of the Davao Gulf or a scenic coconut grove. Features included in the 5 Gazebos located along the beach area. The hotel is every guest's gateway to the diverse, colorful and rich cultural heritage of Davao City.

In 2015, the property re-opened its 48 square meter gym to continuously serve its guests and to ensure guests satisfaction. Discover the rich cultural heritage of Davao which stems from the different groups and tribes that populated the area throughout its history and be astonished by artworks in the hotel lobby where it showcases pieces of artifacts featuring the various object d'art from the different tribes and historical.

- ***Acesite (Phils.) Hotel Corporation***

The principal property of the Company is a 22-storey building previously known as the Manila Pavilion Hotel, *now Waterfront Manila Hotel and Casino* located at the corner of United Nations Avenue and Maria Y. Orosa Street in Ermita, Manila. The Hotel had 337 guestrooms and suites that have individually controlled central air conditioning, private bathroom with bathtub and shower, multi-channel radio, color TV with cable channels and telecommunications facilities. It had 3 function rooms and one of these was Alcuaz, which can accommodate 250-300 guests. The hotel had approximately 2,200 sq. meters of meeting/banquet/conference facilities, and houses several restaurants, such as Seasons Café (coffee shop), the El Rey (bar & lounge) and the Patisserie (bakeshop and deli items). Other guest services and facilities included a chapel, swimming pool, gym, business center and a valet-service basement car park. Concessionaires and tenants included a beauty salon, a foot spa, photography services, transportation services, travel agency, flower shop and boutiques. In addition, Casino Filipino – Pavilion, owned and operated by PAGCOR, occupied part of the first, second, third, fourth and fifth floors (a total of 12,696.17 sq. m.) of the building.

On March 18, 2018, a fire broke out in the property that damaged the podium and main hotel that resulted in the suspension of its hotel operations. Based on the Fire Certification issued by the Bureau of Fire Protection - National Headquarters on April 23, 2018, the cause of the subject fire has been declared and classified as an accident. APHC incurred casualty losses due to damages to its inventories and hotel property. APHC has filed for property damage and business insurance claims from its insurance companies, and the insurance claims were finalized in 2020 amounting to P1.72 billion. As at December 31, 2020, total amount received from the insurance company amounted to P1.58 billion. As at December 31, 2020 and 2019, APHC recognized gains on insurance claims amounting to P854.52 million and P234.09 million, respectively, of which P850.22 million and P431.25 million were received in 2020 and 2019, respectively. As at December 31, 2025 and 2024, insurance claims receivable amounted to nil.

While Php 1.5 billion in insurance proceeds were initially utilized to commence rebuilding, the updated completion budget has risen to Php 3.6 billion due to higher construction costs, structural reforms, and re-layout requirements. A phased reopening was initially planned, with the casino, one restaurant, and 150 rooms targeted for 2026, and banquet areas plus 350 more rooms by 2027. However, weak tourism arrivals, the decline of the Chinese gaming market, competition from online gaming, and volatile operating costs have led management to recommend pausing construction until industry conditions improve. The earliest restart is projected for mid-2028 with appropriated retained earnings for reconstruction and an annual maintenance budget set aside to preserve the hotel's superstructure.

- ***Waterfront Hotel Management Corp. (previously Waterfront Management Corp.)***

G-Hotel by Waterfront located in 2090 Roxas Boulevard, Malate Manila was managed by Waterfront Management Corporation starting November 2006. On October 01, 2014, the BOD approved the cessation of the Company's business operations. Consequently, the Company's activities were confined mainly to the collection of receivables, settlement of liabilities, and other administrative matters, while maintaining its status as non-operating entity seeking other business opportunities.

- ***Mayo Bonanza, Inc.***

Mayo Bonanza, Incorporated (MBI), a 100% owned subsidiary of *WPI* was incorporated on November 24, 1995, in the Philippines with principal activities in the operation and management of amusement, entertainment, and recreation businesses. MBI is to extend the gaming business of the Company. Its primary purpose is to establish, operate, and manage the business of amusement, entertainment, and recreation facilities for the use of the paying public. The Company entered into an agreement with the Philippine Amusement and Gaming Corporation (PAGCOR) whereby the latter shall operate the former's slot machine outside of casinos in line with PAGCOR's slot machine arcade project.

On May 30, 2016, BOD approved the cessation of the Company's business operations effective July 01, 2016.

- ***Waterfront Horizon Corporation***

Waterfront Horizon Corporation (Waterfront Horizon) is a subsidiary of the Waterfront group, established to support both hospitality operations and future expansion initiatives. It manages the country's first fully integrated hotel reservations and booking system under a local hotel chain through its comprehensive Central Reservations Office (CRO), providing 24/7 reservation services and seamless access to all Waterfront properties for domestic and international clients. Beyond supporting the internal portfolio, the company is also established as a strategic platform capable of servicing hotels outside the group. With its scalable systems, trained reservations staff, and tech-enabled infrastructure, the company is positioned to provide outsourced reservation management solutions to independent hotels and partner properties in the future. This expansion capability allows the company to operate not only as an internal support, but also as a standalone hospitality service provider with the potential to grow with its market reach.

In addition to its core reservations expertise, WHC is also positioned to engage in tourism estate development and management. This added capability allows the company to support broader hospitality and tourism projects, enhancing opportunities for growth within and outside the group. Through its combined strength in guest service, operational efficiency, and development support, WHC plays a pivotal role in driving the Waterfront group's strategic growth and expanding its presence in the Philippine hospitality and tourism landscape.

- ***Waterfront Food Concepts, Inc.***

Waterfront Food Concept, Inc. (WFC) is a subsidiary of Waterfront Philippines Inc. established to engage in the operation of restaurants, cafes, fast-food outlets, and other food service establishments. While the company is structured and authorized to manage full food and beverage operations, its current focus is on serving the group's industrial bakery and commissary. WFC specializes in producing high-quality bakery, pastry, and dessert products, supplying Waterfront hotels in Cebu as well as various external establishments.

This operational foundation positions WFC to expand into broader food service management in the future, in line with its primary mandate. Through its commitment to quality production and service readiness, WFC supports the group's culinary requirements while maintaining the capability to operate full restaurant and food outlet concepts as the business grows.

- ***Waterfront Wellness Group, Inc.***

This subsidiary is located in the Ground Level of Waterfront Cebu City Casino Hotel occupying 617.53 square meters. Formerly, W Citigyms and Wellness, Inc. is a fully equipped gym with specialized trainers and quality fitness equipment. The gym offers variety of services from aerobic instructions to belly dancing, boxing, yoga classes and a lot more. It also has its own nutritionist/dietician. Its highly trained therapists perform massage and spa services to guests within the hotel. The management has plan of opening Citigyms in all its hotels.

- ***Grand Ilocandia Resort and Development, Inc. (GIRDI)***

On May 8, 2000, the board of directors (BOD) approved the cessation of GIRDI’s business operations effective November 2000. As such, in September 2000, GIRDI entered into a Memorandum of Understanding (the "MOA") with the Fort Ilocandia Property Holdings & Development Corporation (FIPHDC) for the purchase of and the right to operate the Fort Ilocandia Resort in Laoag, Ilocos Norte (the "Subject Property"). However, in December 2016, GIRDI learned from news reports and further determined that FIPHDC is a foreign national unqualified to own and operate real properties in the Philippines. In the same period, GIRDI filed a complaint with the Regional Trial Court in Laoag for the nullity of the MOA entered into with the Buyer.

In February 2021, the Supreme Court ruled with finality that the MOA and the subsequent and resulting Asset Purchase Agreement entered into by the parties was void ab initio, ordering the Company to return and pay to the Buyer the purchase price of the Subject Property and for the Buyer to vacate and deliver possession of the Subject Property to the Company. In April 2024, in accordance with the Compromise Agreement, FIPHDC undertook to revert the property to GIRDI with the latter to refund the purchase price to the former.

In May 2024, after execution of a Compromise Agreement with the FIPHDC, GIRDI regained possession of the Fort Ilocandia Resort and now operates the hotel with its own set of books of accounts.

- ***Waterfront Promotions Limited/Club Waterfront International Limited***

Waterfront Promotion Ltd. was incorporated on March 6, 1995, under and by virtue of the laws of Cayman Islands to act as the marketing arm for the international marketing and promotion of hotels and casinos under the trade name of Club Waterfront International Limited *(CWIL)*. It is a wholly owned subsidiary of Waterfront Philippines, Inc., a domestic company. Under the agreement with PAGCOR, WPL has been granted the privilege to bring in foreign players under the program in Waterfront Cebu City Hotel and Grand Ilocandia Resort Development Corp. On the other hand, CWIL is allowed to bring in foreign players in Waterfront Mactan Hotel. In connection to this, the company markets and organizes groups of foreign players as participants to the Philippine Amusement and Gaming Corporation 's (PAGCOR) Foreign High Roller Marketing Program. The company also entered into agreements with various junket operators to market the casinos for foreign customers. Under these agreements, the company grants incentive programs to junket operators such as free hotel expenses, free airfares and rolling commissions.

The operations for Waterfront Promotions Limited, and likewise for Club Waterfront International Limited, had ceased for the year 2003 in March due to the bleak market.

- ***Waterfront Iloilo Hotel Inc.***

Waterfront Iloilo Hotel Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on March 29, 2019, primarily to operate and manage a resort hotel and a restaurant that caters to the guests of the hotel.

The Company is a wholly owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company).

- ***Waterfront Puerto Princesa Hotel, Inc.***

Waterfront Puerto Princesa Hotel, Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on May 15, 2017 primarily to acquire and hold real property such as lands, buildings and personal property of all kinds, to sell, lease, convey, mortgage, construct, improve and develop, contract for, manage, administer and or operate, alone or jointly with others any interest in real or personal property as well as in hotels, inns, lodging houses, resorts and all adjunct and accessories thereto, including restaurants, cafes, bars, stores and offices, barbershops and beauty lounges, sports facilities, places of amusement and entertainment of all kinds; to invest in other corporations for the advancement of its interest or to grant concessions, rights or licenses to others to operate, manage or deal with the same, to do any and all things necessary, suitable, convenient, proper or incidental to the accomplishment of the above purposes.

The Company is a wholly owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company).

- ***Waterfront Cebu Ventures, Inc.***

Waterfront Cebu Ventures, Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on August 24, 2018 primarily to carry on the business of an investment holding company.

The Company is a wholly-owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company). As at December 31, 2025, the Company has not yet started its commercial operations.

The Parent Company's registered office address is located at No. 1 Waterfront Drive, Off Salinas Drive, Barangay Lahug, Cebu City.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company, as well as those of its subsidiaries enumerated in Note 1 to the consolidated financial statements.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity if and only if, the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control, namely, 1. Power over the investee, 2. Exposure or rights, to variable returns, and 3. ability to use its power over the investee to affect the amount of the investor's return.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company and are included in the consolidated financial statements from the date when control commences until the date when control ceases.

The accounting policies of subsidiaries are being aligned with the policies adopted by the Group. Losses applicable to the NCI in a subsidiary are allocated to the NCI even if doing so causes the NCI to have a deficit balance.

Segment Reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating results are reviewed regularly by the Group's BOD, the chief operating decision maker of the Group, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's BOD include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, head office expenses and income tax assets and liabilities. Segment capital expenditure is the total cost incurred during the year to acquire property and equipment.

The Group's businesses are operated and organized according to the nature of business provided, with each segment representing a strategic business unit, namely, the hotel operations, marketing operations and corporate and other operations segments. The Group's only reportable geographical segment is the Philippines.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Income is measured at the fair value of the consideration received, net of trade discounts, rebates, and other sales taxes or duties. The following specific criteria must also be met before revenue is recognized:

Rooms

Room revenue is recognized based on actual occupancy.

Food and Beverage

Food and beverage revenue are recognized when orders are served and billed.

Rent and Related income

Rent and related income on leased areas of the Group's properties is accounted for on a straight-line basis over the term of the lease, except for cancellable leases which are recognized at amount collected or collectible based on the contract provision.

Other Revenues

Other revenues are recognized upon execution of service or when earned.

Interest Income

Interest income is recognized as it accrues using the effective interest method.

1. Cash and Cash Equivalents

Cash in banks earn interest at the respective bank deposit rates. Short-term placements earn interest at annual average rate of 0.05% to 5.50% in 2025 with average maturities ranging from 30 to 90 days.

2. Receivables

This account consists of:

	March 2026	December 2025
Trade	158,195,278	629,995,078
Others	651,902,697	566,974,483
Total Receivables	**810,097,975**	**1,196,969,561**
Less allowance for doubtful accounts	180,863,989	98,312,745
Total	**990,961,964**	**1,098,656,816**

3. Inventories

This account consists of:

	March 2026	December 2025
Food and Beverage	18,536,412	18,488,490
Operating Supplies	10,557,998	10,915,830
Others	4,348,676	2,691,386
Total	**33,443,086**	**32,095,706**

4. Related Party Transactions

These represents interest bearing advances from TWGI, Pacific Rehouse Corporation (PRC), and Crisanta Realty Development Corporation. The advances granted to TWGI and PRC were substantially used to finance the acquisition or development of real properties for the Company. These advances are due in five (5) years, subject to renewal. The advances to TWGI charge interest at 4% per annum in 2026 and 2025, while the advances to PRC charge interest at 2% per annum in 2026 and 2025. The advances to CRDC bear interest at 2.55% per annum in 2026 and 2025.

Advances to Philippine Estate Corporation (PHES), Forum Holdings Corporation (FHC), Plastic City Industrial Corporation (PCIC), East Asia Oil & Mining Company, Inc. (East Asia) and Pacific Wide Realty Development Corp. (PWRDC) are noninterest-bearing, collateral-free and with no fixed term of repayment.

5. Accounts Payable and Accrued Expenses

This account consists of:

	March 2026	December 2025
Trade	527,255,188	543,797,524
Accrued Expenses	154,824,679	161,692,617
Others	446,454,726	316,076,299
Total	**1,128,534,593**	**1,021,566,440**

6. Loans Payable

This account consists of:

SSS Loan

On October 28, 1999, the Parent Company obtained a five-year term loan from SSS amounting to P375.00 million originally due on October 29, 2004. The SSS loan bears interest at the prevailing market rate plus 3.00% or 14.50% per annum, whichever is higher. Interest is repriced annually and is payable semi-annually. Initial interest payments are due 180 days from the date of the release of the proceeds of the loan. The repayment of the principal shall be based on eight semi-annual payments, after a 1-year grace period.

The SSS loan was availed to finance the completion of the facilities of WCCCHI. It was secured by a first mortgage over parcels of land owned by WII, a related party and by the assignment of 200.00 million common shares of the Parent Company owned by TWGI. The common shares assigned were placed in escrow in the possession of an independent custodian mutually agreed upon by both parties.

On August 7, 2003, when the total loan obligation to SSS, including penalties and interest, amounted to P605.00 million, the Parent Company was considered in default with the payments of the loan obligations, thus, on the same date, SSS executed a foreclosure proceeding on the mortgaged parcels of land. The SSS's winning bid on the foreclosure sale amounting to P198.00 million was applied to penalties and interest amounting to P74.00 million and P124.00 million, respectively. In addition, the Parent Company accrued penalties charged by SSS amounting to P30.50 million covering the month of August until December 2003, and unpaid interest expense of P32.00 million.

The Parent Company, WII and TWGI were given the right to redeem the foreclosed property within 1 year from October 17, 2003, the date of registration of the certificate of sale. The Parent Company recognized the proceeds of the foreclosure sale as its liability to WII and TWGI. The Parent Company, however, agreed with TWGI to offset this directly against its receivable from the latter. In August 2004, the redemption period for the Parent Company, WII and TWGI expired.

The remaining balance of the SSS loan is secured by the shares of stock of the Parent Company owned by TWGI and shares of stock of WII totaling 235.00 million and 80.00 million shares, respectively.

On May 13, 2004, SSS filed a civil suit against the Parent Company for the collection of the total outstanding loan obligation before the Regional Trial Court (RTC) of Quezon City. SSS likewise asked the RTC of Quezon City for the issuance of a writ of preliminary attachment on the collateral property.

On June 18, 2004, the RTC of Quezon City issued its first order granting SSS's request and the issuance of a writ of preliminary attachment based on the condition that SSS shall post an attachment bond in the amount of P452.80 million. After the lapse of 3 months from the issuance of RTC order, no attachment bond was posted. Thus, on September 16, 2004 and September 17, 2004, the Parent Company filed a Motion to Set Aside Order of Attachment and Amended Motion to Set Aside Order of Attachment, respectively.

On January 10, 2005, the RTC of Quezon City issued its second order denying the Parent Company's petition after finding no compelling grounds to reverse or reconsider its initial findings dated June 18, 2004. In addition, since no writ of preliminary attachment was actually issued for failure of SSS to file a bond on the specified date, the RTC granted SSS an extension of 15 days from receipt of its second order to post the required attachment bond.

On February 10, 2005, SSS filed a Motion for Partial Reconsideration of the Order dated January 10, 2005 requesting that it be allowed to post a real property bond in lieu of a cash/surety bond and asking for another extension of 30 days within which to post the said property bond. On March 7, 2005, the Parent Company filed its opposition to the said Motion.

On July 18, 2005, the RTC of Quezon City issued its third order denying the Parent Company's petition and granted SSS the 30 day extension to post the said attachment bond. Accordingly, on August 25, 2005, the Parent Company filed a Motion for Reconsideration (MR).

On September 12, 2005, the RTC of Quezon City issued its fourth order approving SSS's property bond in the total amount of P452.80 million. Accordingly, the RTC ordered the corresponding issuance of the writ of preliminary attachment. On November 3, 2005, the Parent Company submitted a Petition for Certiorari before the Court of Appeals (CA) seeking the nullification of the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005.

On February 22, 2006, the CA granted the Parent Company's petition for the issuance of the Temporary Restraining Order to enjoin the implementation of the orders of the RTC of Quezon City specifically on the issuance of the writ of preliminary attachment.

On March 28, 2006, the CA granted the Parent Company's petition for the issuance of a writ of preliminary injunction prohibiting the RTC of Quezon City from implementing the questioned orders.

On August 24, 2006, the CA issued a decision granting the Petition for Certiorari filed by the Parent Company on November 3, 2005 and nullifying the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005 and consequently making the writ of preliminary injunction permanent.

Accordingly, SSS filed a Petition for Review on Certiorari on the CA's decision before the Supreme Court (SC).

On November 15, 2006, the First Division of the SC issued a Resolution denying SSS's petition for failure of SSS to sufficiently show that the CA committed any reversible error in its decision which would warrant the exercise of the SC's discretionary appellate jurisdiction.

The Parent Company, at various instances, initiated negotiations with the SSS for restructuring of the loan but was not able to conclude a formal restructuring agreement.

On January 13, 2015, the RTC of Quezon City issued a decision declaring null and void the contract of loan and the related mortgages entered into by the Parent Company with SSS on the ground that the officers and the SSS are not authorized to enter the subject loan agreement. In the decision, the RTC of Quezon City directed the Parent Company to return to SSS the principal amount of loan amounting to P375.00 million and directed the SSS to return to the Parent Company and to its related parties titles and documents held by SSS as collaterals.

On January 22, 2016, SSS appealed with the CA assailing the RTC of Quezon City decision in favor of the Parent Company, et al. SSS filed its Appellant's Brief and the Parent Company filed a Motion for Extension of Time to file Appellee's Brief until May 16, 2016.

On May 16, 2016, the Parent Company filed its Appellee's Brief with the CA, furnishing the RTC of Quezon City and the Office of the Solicitor General with copies. SSS was given a period to reply but it did not file any.

On September 6, 2016, a resolution for possible settlement was received by the Parent Company from the CA. However, on February 7, 2017 a Notice to Appear dated December 7, 2016 was received by the Parent Company from the Philippine Mediation Center Unit - Court of Appeals (PMCU-CA) directing the Parent Company and SSS to appear in person and without counsel at the PMCU-CA on January 23, 2017 to choose their mediator and the date of initial mediation conference and to consider the possibility of settlement. Since the Notice to Appear was belatedly received, the parties were not able to appear before the PMCU-CA.

On February 27, 2017, a Second Notice to Appear issued by the PMCU-CA directing all parties to appear on February 27, 2017 at a specified time was received by the Parent Company only on February 27, 2017 after the specified time of the meeting. The Parent Company failed to appear.

On June 30, 2017, a resolution issued by the CA, resolved to submit the appeal for decision.

On August 30, 2019, the CA rendered its Decision reversing and setting aside the Decision dated January 13, 2015 and Order dated May 11, 2015 rendered by the RTC of Quezon City.

On November 4, 2019, the counsel for the Parent Company, WII and TWGI filed a Petition for Review with the SC.

On February 5, 2020, the SC issued its Resolution requiring SSS to file its Comment. SSS appealed for an extension to file its Comment until March 23, 2020. On August 14, 2020, the counsel for the Parent Company received a copy of the Comment dated June 24, 2020.

On July 26, 2021, the SC rendered a decision in favor of the Parent Company which includes the declaration of the contract of loan and the foreclosure sale as null and void and ordered the following:

- The Parent Company to pay SSS P375.00 million subject to 12.00% legal interest from October 28, 1999 to June 30, 2013, and 6.00% legal interest from July 1, 2013 until full payment; and

- SSS to return to the Parent Company the amount of P35.83 million, subject to a legal interest of 12.00% from the dates that the individual payments were remitted until June 30, 2013, and 6.00% legal interest from July 1, 2013 until full payment.

On January 28, 2022, the SSS filed a Motion for Reconsideration with the SC. On February 2, 2022, the Office of the Solicitor General filed a Manifestation with the SC that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its offices as a result of the COVID-19 pandemic. As at the date of authorization for issue of the consolidated financial statements, there were no updates on the progress of the foregoing motions filed by the SSS and the Office of the Solicitor General with the SC.

As a result of the SC decision, the Parent Company recognized a reversal of previously accrued interest and penalties on the SSS Loan amounting to P415.67 million as at December

31, 2021. The reversal was recognized and presented as “Reversal of accrual” in the consolidated statements of profit or loss and other comprehensive income.

On September 21, 2022, the SC issued a resolution denying SSS’ Motion for Reconsideration with Finality. On December 20, 2022, the SC issued an Entry of Judgment certifying the SC decision made on July 6, 2021 and that the same has, on September 21, 2022, become final and executory and is hereby recorded in the Book of Entries of Judgement.

The Company is hereby ordered to:

a. submit to the trial court a list of all fruits, income, or dividends received by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock;
b. provided a computation of all amounts to be paid and a list of all properties to be returned by each party, together with a proposed schedule of payments and reconveyance, over a period which shall not exceed six (6) months from the finality of the SC decision, to be approved by the trial court; and
c. submit a report to the trial court on each party's compliance with the execution of the SC decision.

Subsequently, the last day for complying with the foregoing directives of the SC was on March 21, 2023. The Company prayed to the SC to grant the Company an extension of 30 days from March 21, 2023, or until April 21, 2023, within which to submit the list of the income received by Company by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock, the computation of amounts to be paid and the list of all properties to be returned, together with a proposed schedule of payments and reconveyance, for approval of the SC.

On April 17, 2023, the Company filed a Manifestation with Motion to Approve Proposed Set-off and Schedule Reconveyance with the RTC of Quezon City to comply with the orders set out in the SC decision.

On August 17, 2023, Branch 76 of the RTC of Quezon City issued an Order approving the legal compensation between SSS and the WPI, ordering WPI to pay P258,117,749.89 to SSS, which is the balance of the amount due to SSS after set-off of the amounts due to WPI, and further ordering the return of real estate properties and shares of stock by SSS to defendants WPI and WIN.

On September 20, 2023, SSS filed a Motion for Reconsideration with RTC of Quezon City asking that August 17, 2023 Order to be set aside. The Motion for Reconsideration was denied by the RTC on January 12, 2024.

On May 27, 2024, WPI, WIN, and TWGI tendered Manager’s Checks totaling P258.12 million to SSS. On July 16, 2024, SSS filed its Manifestation of Conditional Acceptance, acknowledging receipt of the tendered amount as partial and initial payment only, subject to the outcome of the pending case before the Court of Appeals (CA G.R. SP No. 183716). As a result, the principal balance of the SSS loan was reduced to P116.88 million

WPI, WIN and TWGI then filed a Motion to Direct the Register of Deeds of Quezon City to cancel TCT Nos. N-281261 and N-281262 and to reinstate TC Nos. N-153395 and N-153396 to which the Court granted in its Order dated August 6, 2024.

Subsequently, SSS filed its Urgent Omnibus Motion for Reconsideration of the August 6, 2024 and for Inhibition of Hon. Pambid. The said Motion was denied by the Court on October 3, 2024.

On December 3, 2024, SSS filed a Petition for Certiorari (with Application for Temporary Restraining Order and/or Preliminary Injunction) against Hon. Pambid, WPI, TWGI and WIN before the CA, docketed as CA G.R. SP No.187166.

This is awaiting the order of the Court of Appeals to file comment on the Petition for Certiorari as at December 31, 2025.

Interest expense - net incurred from the SSS loan is recognized in the consolidated statements of profit or loss and other comprehensive income amounted to nil, P10.65 million and P20.35 million in 2025, 2024 and 2023, respectively.

Further, in relation to the SC decision declaring the SSS loan as null and void, the Parent Company reclassified the outstanding balance of the loan and the related accrued interest amounting to P116.80 million and P785.36 million, respectively, as “Provision” as at December 31, 2025 and December 31, 2024. The management considered the requirements under PAS 37 as basis for the reclassification.

7. The earnings (loss) per share are computed as follows:

	March 2026	**December 2025**
Net Income	80,709,286	(54,168,257)
Weighted Average Number of Shares Outstanding	2,498,991,753	2,498,991,753
Earnings per share	**0.032**	**(0.022)**

There are no dilutive potential shares as of March 31, 2026 and December 31, 2025.

8. Lease Agreement with Philippine Amusement and Gaming Corporation (“PAGCOR”)

The Parent Company, in behalf of WCCCHI and WMCHI, entered into lease agreements with PAGCOR. The lease agreement of WCCCHI with PAGCOR covered the Main Area (8,123.60 sq.m.), Slot Machine Expansion Area (883.38 sq.m.), Mezzanine (2,335 sq.m.) and 5th Floor Junket Area (2,336 sq.m.) for a total area of 13,677.98 sq.m. which commenced in March 2011. The lease agreement of WMCHI with PAGCOR covered the Main Area (4,076.24 sq.m.) and Chip Washing Area (1,076 sq.m.) for a total area of 5,152.24 sq.m. These aforesaid leases are valid until the year 2032.

9. Other Lease Agreements

Group as Lessor

Lease Agreements with Concessionaires

WCCHI, WMCHI, DIHCI and GIRDI have lease agreements with concessionaires for the commercial spaces available in their respective hotels. These agreements typically run for a period of less than one year, renewable upon the mutual agreement of the parties.

10. Commitments and Contingencies

The following are the significant commitments and contingencies involving the Group:

- **2006 BIR Tax Assessment**

  On November 10, 2008, the Parent Company received a Preliminary Assessment Notice from the BIR for deficiency taxes for the taxable year 2006. On February 9, 2009, the Parent Company sent a protest letter to BIR contesting the said assessment. On February 18, 2009, the Regional Office of the BIR sent a letter to the Parent Company informing the latter that the docket was returned to Revenue District Office for reinvestigation and further verification.

  On December 8, 2009, the Parent Company received BIR's Final Decision on Disputed Assessment for deficiency taxes for the 2006 taxable year. The final decision of the BIR seeks to collect deficiency assessments totaling to P3.3 million. However, on January 15, 2010, the Parent Company appealed the final decision of the BIR with the Court of Tax Appeals (CTA) on the grounds of lack of legal and factual bases in the issuance of the assessments.

  In its decision promulgated on November 13, 2012, the CTA upheld the expanded withholding tax (EWT) assessment and cancelled the VAT and compromise penalty assessments. WPI decided not to contest the EWT assessment. The BIR filed its motion for reconsideration (MR) on December 4, 2012 and on April 24, 2013, the Court issued its amended decision reinstating the VAT assessment. The Parent Company filed its MR on the amended decision that was denied by the CTA in its resolution promulgated on September 13, 2013.

  The Parent Company appealed the case to the CTA sitting En Banc on October 21, 2013. The CTA En Banc decision promulgated on December 4, 2014 affirmed the VAT and EWT assessments. The EWT assessment was paid on March 3, 2013. The CTA En Banc decision was appealed to the SC on February 5, 2015 covering the VAT assessment only. As at the date of the authorization for issue of the consolidated financial statements the Parent Company is still awaiting the SC's decision.

  Management and its legal counsels believe that the position of the Parent Company is sustainable, and accordingly, believe that the Parent Company does not have a present obligation (legal or constructive) with respect to the assessment.

- **2019 BIR Tax Assessment**

  On June 8, 2021, the Parent Company received a Letter of Authority SN: eLA201500023533 LOA-080-2021-0000113 dated May 31, 2021 from the BIR for the taxable year 2019.

On January 26, 2023 the Parent received Notice of Discrepancy dated January 25, 2023. On February 24, 2023, the Parent Company sent a letter to BIR contesting the said assessment.

On May 23, 2023, an Amended Notice of Discrepancy dated May 15, 2023 was received by the parent with changes on the assessment. On June 20, 2023, the Parent submitted a reply with justification and explanation on itemized assessment.

On July 26, 2023, the parent received a Preliminary Assessment Notice dated July 24, 2023. On August 9, 2023, a reply dated August 9,2023 was sent to BIR still contesting the said assessment.

On August 31, 2023, a Formal Letter of Demand dated August 16, 2023 was received by the Parent. On October 2, 2023, the Parent Company sent a protest letter to BIR contesting the portion of the said assessment. Settlement on Documentary Stamp Tax, Registration Fee, Expanded Withholding Taxes and Withholding tax on Compensation amounting to P3.3 million was made on October 12, 2023.

On March 6, 2024, the Parent Company sent a protest letter, which was accepted by the BIR requesting for reinvestigation and verification, which includes deficiencies in income tax amounting to P22.0 million and VAT amounting to P21.3 million. A partial settlement for Income Tax amounting to P5.0 million was made on March 26, 2024, followed by a final payment of P5.08 million on May 27, 2024. On the same day, a Waiver of the Defense of Prescription for Value Added Tax was executed and accepted by the Regional Director of Revenue Region No. 13 on June 25, 2024. Lastly, a settlement of miscellaneous fees amounting to 59,000 was made on July 1, 2024.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Below are the results of operations of the Parent Company and its subsidiaries, for the period ending March 31, 2026 and 2025 together with its financial conditions as of the same period.

RESULTS OF OPERATIONS

	March 2026	**March 2025**
Revenues	486,486,677	542,838,696
Less: Costs and Expenses	343,059,372	331,805,535
Net Income Before Fixed Financial and Other Charges	**143,427,305**	**211,033,161**
Less: Fixed Financial and Other Charges (Dep'n and Amort'n, and Interest)	(69,428,619)	(112,278,989)
Income before Income Tax	**73,998,687**	**98,754,172**
Income Tax Expense	-	-
Income (Loss) before Share in Minority Interest	**80,709,286**	**105,273,779**
Share of Minority Interest	6,710,599	6,519,607

Net Income	**73,998,687**	**98,754,172**
Earnings Per share	**0.032**	**0.042**

Period ended March 31, 2026 compared to Period Ended March 31, 2025.

Income Statement

Hotels and other subsidiaries' gross revenue for the 1st quarter of 2026 was 56 million higher than previous year. Consolidated costs and expenses for all properties increased by 3% as compared from last year due to increased bookings and functions.

Seasonality or Cyclicality of Interim Operations

1st QUARTER

The Group opened its facilities and functions for special events and accommodated local guests through online bookings and walk-ins, government and corporate clients that include airline, telecommunication and utility companies. For Food and Beverage, the Group has reimagined the outlet menus by boosting promotions for clients to taste our sumptuous dishes right at the outlets. Presentation of top five performance indicators for third quarter is as follows**.**

TOP FIVE (5) PERFORMANCE INDICATORS

	March 31, 2026	March 31, 2025
Occupancy Percentage	58.75%	78.72%
Average Room Rates	3,628.40	3,487.88
Food Covers	60,434	81,098
Average Food Checks	470	573
Average Food Costs	37.41%	35.70%

Occupancy Percentage

The occupancy percentage is 58.75%. Occupancy percentage is computed by dividing the total number of rooms sold over the total number of rooms available for sale.

Average Room Rate

Average room rate is Php 3,628.40. Average room rate is computed by dividing the net rooms revenue over the total number of rooms sold.

Food Covers

Food covers are 60,434. Food covers pertain to the number of guests that availed of the restaurant's services.

Average Food Check

The average food check or average consumption per guest is Php 470. Average Food Check is derived by dividing the total food and beverage revenue by total food covers.

Average Food Cost

The average food cost is 37.41%. Average Food Cost is computed by dividing the cost of sales for food by revenue plus allowance.

FINANCIAL CONDITION

Cash and cash equivalents – This account decreased by P9.86M which is 2% lower from March last year.

Receivables – has decreased by 74% from P3.85B in March 2025 to P990M in March 2026.

Notes Receivable – Increased by 92% or P106.25M from March 2025.

Inventories – Inventories decreased by 3% from March last year.

Due from related parties-current portion – Has decreased by P1.21B from March of last year. This represents interest bearing advances to TWGI, PRC and Crisanta Realty.

Prepaid expenses and other current assets – A decrease of P705.05M from March last year have been noted, primarily due to account reclassifications. Prepaid expenses refer to payments made for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment – There was a 42% increase from March last year. In compliance with PAS 27, property and equipment (except operating and transportation equipment) were carried at revalued amounts effective 2009.

Other noncurrent assets – There is an increase of 12% from March last year.

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and loans payable. The account decreased by 36% from last year.

Loans Payable – current portion of the loan for March 2026 is at P1.84M compared to last year of P2.24B.

Noncurrent liabilities – The account resulted in a decreased of 86% from March of previous year.

Key Variable and Other Qualitative and Quantitative Factors:

a. Any known Trends, Events or Uncertainties

   The Group has assessed that it will still have a continued operation after the previous year's challenges. The full impact on the Group will depend on the duration of this unique crisis and how it severely impacts the economy going forward, with a range of potential outcomes too large to provide a meaningful quantification at this point. The subsequent impact of this especially on the Group's estimates of provision on financial instruments and recoverability of non-financial assets will be determined, quantified and recognized in the Group's financial statements when these become estimable.

b. There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

c. Omnibus Security and Loan Agreement Covenants

As of March 31, 2026, the Group's debt service coverage ratio had met the agreed threshold.

d. There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

e. The group is not subject to externally-imposed capital requirements.

Financial Risk and Capital Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents, receivables, notes receivable, due from related parties, short-term investments, equity securities – at fair value through other comprehensive income FVOCI), other noncurrent assets (excluding advances to contractors and advances to supplier), accounts payable and accrued expenses (excluding local taxes, output VAT and withholding taxes), loans payable, due to a related party, lease liabilities, other current liabilities (excluding deferred income), concessionaires' deposits and retention payables. These financial instruments arise directly from operations.

The main risks arising from the financial instruments of the Group are credit risk, liquidity risk and market risk. There has been no change in the Group's exposure to risks or the manner in which it manages and measures the risks in prior financial years. The Group's management reviews and approves policies for managing each of these risks and they are summarized as follows:

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information, and in some cases bank references. The Group limits its exposure to credit risk by establishing credit limits and maximum payment period for each customer, reviewing outstanding balances to minimize transactions with customers in industries experiencing economic volatility.

With respect to credit risk from other financial assets of the Group, which mainly comprise of due from related parties, the exposure of the Group to credit risk arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

There is no other significant concentration of credit risk in the Group.

The credit grades used by the Group in evaluating the credit quality of its receivables to customers and other parties are the following:

Grade A financial assets pertain to financial assets that are neither past due nor impaired which have good collection status. These financial assets are those which have high probability of collection, as evidenced by counterparties having ability to satisfy their obligations.

Grade B financial assets are those past due but not impaired financial assets and with fair collection status. These financial assets include those for which collections are probable due to their reputation and the financial ability to pay off the counterparty but have been outstanding for a length of time.

Grade C financial assets are those which have continuous default collection issues. These financial assets have counterparties that are most likely not capable of honoring their financial obligations

The credit quality of the Group's financial assets that are neither past due or impaired is considered to be of good quality and expected to be collectible without incurring any credit losses.

Information on the Group's receivables and due from related parties that are impaired as of December 31, 2025 and 2024 and the movement of the allowance used to record the impairment losses are disclosed in Notes 5 and 8 to the consolidated financial statements.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group monitors and maintains a level of cash deemed adequate by the management to finance the Group's operation and mitigate the effects of fluctuations in cash flows. Additional short-term funding is obtained through related party advances and from bank loans, when necessary.

Ultimate responsibility for liquidity risk management rests with the BOD, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. For the Group's short-term funding, the Group's policy is to ensure that there are sufficient working capital inflows to match repayments of short-term debt.

Market Risk

Market risk is the risk that the fair value or cash flows of a financial instrument of the Group will fluctuate due to change in market prices. Market risk reflects interest rate risk, currency risk and other price risks.

The Group is primarily exposed to the financial risk of changes in equity prices of its equity securities - at FVOCI.

Interest Rate Risk

Cash flow interest rate risk is the risk that the future cash flow of the financial instruments will fluctuate because of the changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's financial instrument that is primarily exposed to interest risk is the interest-bearing funds made available by the Parent Company to WCCCHI/Waterfront Cebu to finance the construction of the Cebu Hotel Project. Such funds were substantially sourced from a P375.00 million loan from SSS, as well as the stock rights offering of the Parent Company. In 2006, the Parent Company charged WCCCHI on related interests and penalties on the contention that the latter benefited from the proceeds of the SSS loan. Starting 2017, WCCCHI was not charged with interest on SSS loan because the Parent Company has assessed if it has already fulfilled its obligations related to its use of proceeds from such loan.

Cash flow interest rate risk exposure is managed within parameters approved by management. If the exposure exceeds the parameters, the Group enters hedging transactions.

Equity Price Risk

Equity price risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Group monitors the changes in the price of the shares of stock of WPI. In managing its price risk, the Group disposes of existing or acquires additional shares based on the economic conditions.

Fair Value of Financial Assets and Liabilities

The carrying amount of cash and cash equivalents, receivables, current portion of due from related parties, accounts payable and accrued expenses and other current liabilities approximate their fair values due to the short-term maturity of these instruments.

The fair value of interest-bearing due from related parties and loans payable is based on the discounted value of expected future cash flow using the applicable market rates for similar types of instruments as of the reporting date; thus, the carrying amount approximates fair value.

Risk Management Structure

Board of Directors

BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Group. It also has the overall responsibility for the development of risk strategies, principles, frameworks, policies and limits. It establishes a forum of discussion of the Group's approach to risk issues to make relevant decisions.

Risk Management Committee

Risk management committee is responsible for comprehensive monitoring, evaluating and analyzing the Group's risks in line with the policies and limits set by the BOD.

Capital Management

The primary objective of the Group's capital management is to ensure its ability to continue as a going concern and that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. Capital is defined as the invested money or invested purchasing power, the net assets or equity of the entity. The Group's overall strategy remains unchanged from 2026 and 2025.

The Group manages its capital structure and adjusts it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. For purposes of the Group's capital management, capital includes all equity items that are presented in the consolidated statement of changes in equity, except for revaluation surplus on property and equipment, retirement benefits reserve, foreign currency translation adjustment and fair value reserve.

The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the omnibus and security loan agreement. Breaches in meeting the financial covenants would permit the bank to immediately demand the full, outstanding balance of the loans.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As of March 31, 2026

	Unaudited March 31, 2026	Unaudited March 31, 2025	Audited December 31, 2025
ASSETS			
Current Assets			
Cash and cash equivalents	424,144,025	434,007,908	359,545,436
Short-term Investments	9,517,377		906,620
Receivables - net	990,961,964	3,849,645,423	1,098,656,816
Note receivable	221,837,210	115,587,286	138,693,473
Due from related parties - current portion	1,057,002,990	2,267,655,593	994,987,715
Inventories	33,443,086	34,638,676	32,095,706
Prepaid expenses and other current assets	118,289,098	823,343,878	78,861,296
Total Current Assets	**2,855,195,749**	**7,524,878,764**	**2,703,747,062**
Noncurrent Assets			
Equity securities - at fair value through other comprehensive income	72,544,600	19,943,300	72,544,600
Due from related parties - noncurrent portion	6,479,294,255	4,523,824,730	6,497,858,120
Property and equipment - net	13,278,323,716	9,366,341,145	14,038,875,338
Right-of-use assets -net	113,254,273	147,207,883	113,254,273
Deferred Tax Assets	205,622,724	281,824,335	205,622,724
Retirement benefits asset	87,939,349		78,452,381
Other noncurrent assets	894,156,017	798,679,923	880,240,509
Total Noncurrent Assets	**21,131,134,934**	**15,137,821,316**	**21,886,847,945**
Total Assets	**23,986,330,683**	**22,662,700,080**	**24,590,595,007**
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued expenses	1,128,534,593	1,919,893,502	1,021,566,440
Loans payable - current portion	241,000,000	715,000,000	241,000,000
Lease Liabilities - current portion	2,742,698		2,787,936
Due to related parties - current portion	286,004,954	5,013,613	283,057,897
Income tax payable	38,069,887	60,606,336	38,069,886
Other current liabilities	67,802,875	44,221,480	54,161,373
Total Current Liabilities	**1,764,155,007**	**2,744,734,931**	**1,640,643,532**
Noncurrent Liabilities			
Loans payable - noncurrent portion	1,840,000,000	2,238,305,926	1,900,000,000
Provision	902,240,126		902,240,126
Retirement benefits liability	9,706,163	5,929,700	-
Lease liabilities - net of current portion	144,210,216		144,210,217
Deferred tax liabilities	2,062,822,484	856,495,764	2,886,737,220
Other noncurrent liabilities	509,680,856	3,727,718,363	509,680,855
Total Noncurrent Liabilities	**5,468,659,845**	**6,828,449,753**	**6,342,868,417**
Total Liabilities	**7,232,814,852**	**9,573,184,684**	**7,983,511,950**
EQUITY			
Equity Attributable to Equity Holders of the Parent Company			
Capital stock	2,498,991,753	2,498,991,753	2,498,991,753
Additional paid-in capital	706,364,357	706,364,357	706,364,357
Revaluation surplus in property and equipment	8,685,265,212	4,888,255,407	6,739,420,208
Retirement benefits reserve	163,799,833	176,282,581	161,026,043
Foreign currency translation adjustment	76,931,874	75,088,486	76,931,874
Fair value reserve	5,733,830	7,692,830	5,733,830
Retained earnings	2,930,792,745	3,681,725,184	3,535,033,826
Total Equity Attributable to Equity Holders of the Parent Company	**15,067,879,605**	**12,034,400,598**	**13,723,501,891**
Non-controlling Interest	**1,685,636,226**	**1,055,114,798**	**2,883,581,166**
Total Equity	**16,753,515,831**	**13,089,515,396**	**16,607,083,057**
Total Liabilites and Equity	**23,986,330,683**	**22,662,700,080**	**24,590,595,007**

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
As of March 31, 2026

	YTD March 31, 2026	YTD March 31, 2025	Quarter Ended - Unaudited March 31, 2026	Quarter Ended - Unaudited March 31, 2025	Audited December 31, 2025
REVENUES					
Hotel	325,714,270	376,782,373	325,714,270	376,782,373	1,362,840,114
Nonhotel	150,930,772	67,353,614	150,930,772	67,353,614	625,352,030
Interest and other income	9,841,635	98,702,709	9,841,635	98,702,709	45,496,494
	486,486,677	**542,838,696**	**486,486,677**	**542,838,696**	**2,033,688,638**
COSTS AND EXPENSES					
Cost of sales					
Hotel	71,394,736	168,075,873	71,394,736	168,075,873	301,389,674
Nonhotel	271,664,636	163,729,662	271,664,636	163,729,662	1,397,508,309
	343,059,372	**331,805,535**	**343,059,372**	**331,805,535**	**1,698,897,982**
	143,427,305	**211,033,161**	**143,427,305**	**211,033,161**	**334,790,656**
OTHER EXPENSES (INCOME)					
Depreciation and amortization	(50,727,403)	(48,430,479)	(50,727,403)	(48,430,479)	(327,141,461)
Casualty loss on damaged properties	-		-	-	-
Gain from insurance claims	-		-	-	-
Income from reversal of excess accrual	-		-	-	-
Interest expense	(43,717,013)	(40,501,623)	(43,717,013)	(40,501,623)	(229,211,318)
Penalties and other charges	-		-	-	-
Casualty loss	-		-	-	-
Provision for impairment losses	-		-	-	
Gain on sale of property and equipment	-		-	-	-
Interest income	25,633,044		25,633,044	-	119,467,498
Unrealized foreign exchange loss	-		-	-	-
Foreign exchange gains - net	3,920		3,920	-	(2,635,082)
Others - net	(621,167)	(23,346,887)	(621,167)	(23,346,887)	(23,922,802)
	(69,428,619)	**(112,278,989)**	**(69,428,619)**	**(112,278,989)**	**(463,443,165)**
INCOME (LOSS) BEFORE INCOME TAX	**73,998,687**	**98,754,172**	**73,998,687**	**98,754,172**	**(128,652,509)**
INCOME TAX EXPENSE (BENEFIT)	**-**			**154,365,872**	**(22,887,530)**
NET INCOME (LOSS)	**73,998,687**	**98,754,172**	**73,998,687**	**(55,611,700)**	**(105,764,979)**
OTHER COMPREHENSIVE INCOME (LOSS)					
Appraisal increase on property and equipment	-		-	-	2,579,205,047
Remeasurement gains/(loss) on defined benefit plan	-		-	-	17,035,036
Actuarial gains (losses) on employee benefit plan during the year	-		-	-	-
Provision for deferred tax on actuarial gains or losses on employee b	-		-	-	-
Derecognition of revaluation surplus resulting from casualty loss	-		-	-	-
Deferred tax effect on derecognition of revaluation surplus resulting f	-		-	-	-
Appraisal increase in property and equipment for the year	-		-	-	-
Provision for deferred tax on appraisal increase in property and equip	-		-	-	
Fair value reserve	-		-	-	4,162,080
Unrealized gain on equity securities at fair value through other compr	-		-	-	-
Deferred tax effect	-		-	-	(649,060,021)
Foreign currency translation differences for foreign operations	-		-	-	1,843,389
	-	**-**	**-**	**-**	**1,953,185,531**
TOTAL COMPREHENSIVE INCOME (LOSS)	**73,998,687**	**98,754,172**	**73,998,687**	**(55,611,700)**	**1,847,420,552**
EARNINGS PER SHARE - Basic and Diluted	**0.032**	**0.042**	**0.032**	**0.042**	**(0.022)**
	2026				**2025**
Net income (loss) attributable to:					
Equity holders of the Parent Company	80,709,286	105,273,779	80,709,286	105,273,779	(54,168,257)
Non-controlling interest	(6,710,599)	(6,519,607)	(6,710,599)	(6,519,607)	(51,596,722)
	73,998,687	**98,754,172**	**73,998,687**	**98,754,172**	**(105,764,979)**
	-		**-**		**(0)**
Total comprehensive income (loss) attributable to:					
Equity holders of the Parent Company	80,709,286	106,602,561	80,709,286	106,602,561	1,327,291,952
Non-controlling interest	(6,710,599)	(7,848,390)	(6,710,599)	(7,848,390)	520,128,600
	73,998,687	**98,754,171**	**73,998,687**	**98,754,171**	**1,847,420,552**
EARNINGS PER SHARE - Basic and Diluted	**0.032**	**0.042**	**0.032**	**0.042 -**	**0.022**
	-		**-**		**0**

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
As of March 31, 2026

	Unaudited March 31, 2026	Unaudited March 31, 2025	Audited December 31, 2025
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY			
Capital stock - P1 par value per share	2,498,991,754	2,498,991,753	2,498,991,753
Additional Paid-in Capital	706,364,357	706,364,357	706,364,357
Revaluation Surplus in Property and Equipment			
Balance at beginning of year	6,739,420,208	5,571,304,631	5,571,304,631
Other comprehensive income - net of income tax effect	1,945,845,004		1,343,877,443
Derecognition of land held under finance lease due to acquisition of a subsidiary			
Transfer of revaluation surplus absorbed through depreciation			(175,761,866)
Balance at end of year	**8,685,265,212**	**5,571,304,631**	**6,739,420,208**
Unrealized Valuation Gain (Loss) on AFS Investments			
Balance at beginning of year		-	
Valuation loss taken into equity during the year	-	-	
Change in equity ownership of non-controlling interest in a subsidiary	-	-	
Balance at end of year	-	-	-
Foreign Currency Translation Adjustment			
Balance at beginning of year	76,931,874	75,088,486	75,088,486
Other comprehensive income - net of income tax effect		(75,088,486)	1,843,388
Balance at end of year	**76,931,874**	**-**	**76,931,874**
Retained Earnings/(Deficit)			
Appropriation for renovation and business expansion	-	3,380,840,212	
Unappropriated			-
Balance at beginning of year	3,535,033,826	(1,586,358,619)	3,336,914,972
Transfer of revaluation surplus absorbed through depreciation	-		175,761,866
Change in retirement benefits reserve			
Net income for the year	(604,241,081)	98,754,171	22,356,988
Balance at end of year	**2,930,792,745**	**(1,487,604,448)**	**3,535,033,826**
Total deficit	**2,930,792,745**	**1,893,235,764**	**3,535,033,826**
	14,898,345,942	**10,669,896,505**	**13,556,742,018**
Fair value reserve, beginning of the year	5,733,830	3,415,552	3,415,552
Other comprehensive income-net tax effect			2,318,278
Total fair value reserve	**5,733,830**	**3,415,552**	**5,733,830**
Retirement benefits reserve, beginning of the year	161,026,043	148,325,721	148,325,721
Other comprehensive income-net tax effect	2,773,790	1,212,762,819	12,700,322
Total retirement benefits reserve	**163,799,833**	**1,361,088,540**	**161,026,043**
Total Equity Attributable to Equity Holders of the Parent Company	**15,067,879,605**	**12,034,400,597**	**13,723,501,891**
NON-CONTROLLING INTEREST			
Balance at beginning of year	2,883,581,166	2,342,731,788	2,342,731,788
Derecognition related to land due to recession of finance lease			
Change in equity ownership of non-controlling interest in a subsidiary			
Valuation loss on AFS investments taken into equity during the year			
Reacquisition of APHC shares			
Other comprehensive income - net of income tax effect	75,134,105	(1,281,097,382)	592,446,100
Net income/(loss) for the year	**(1,273,079,045)**	**(6,519,607)**	**(51,596,722)**
Balance at end of year	**1,685,636,226**	**1,055,114,799**	**2,883,581,166**
	16,753,515,831	**13,089,515,396**	**16,607,083,057**
	(0)	**-**	**(0)**

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
As of March 31, 2026

	Unaudited March 31, 2026	Unaudited March 31, 2025	Audited December 31, 2025
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	73,998,687	98,754,172	(128,652,509)
Adjustments for:			
Depreciation and amortization	44,975,965	48,430,479	327,141,461
Interest expense	4,824,486	40,501,623	229,211,318
Gain on sale of property and equipment			-
Retirement benefit costs		2,808,389	2,711,723
Loss on restructuring of due from related parties			21,088,989
Impairment losses			311,403,413
Unrealized foreign exchange loss (gain)			2,641,571
Foreign currency translation adjustment			
Income due to rent concession			(1,398,170)
Non-controlling interest		(992,224,361)	
Interest income	30,457,522	(98,702,709)	(119,467,498)
Operating income before working capital changes	**154,256,660**	**(900,432,407)**	**644,680,298**
Decrease (increase) in:			
Receivables	17,771,459	(2,111,058,983)	431,697,105
Inventories	(1,347,380)	(3,386,909)	(843,939)
Due from related parties	(123,308,798)		
Short-term investment	(4,227,430)	2,856,000	(9,373,377)
Prepaid expenses and other current assets	(47,232,587)	(779,976,390)	
Increase (decrease) in:			
Accounts payable and accrued expenses	(73,918,239)	206,702,589	73,797,874
Other noncurrent liabilities	5,202,297	(180,366,258)	
Other current liabilities	102,224,859	(38,701,656)	(18,364,309)
Cash generated from operations	**29,420,841**	**(3,804,364,014)**	**1,121,593,652**
Interest received	(148,172)	98,702,709	14,173,391
Income taxes paid		(5,198,727)	(144,126,912)
Retirement plan contributions paid			
Deferred tax			
Interest paid		(40,501,623)	(203,700,664)
Net cash provided by operating activities	**29,272,669**	**(3,751,361,655)**	**787,939,467**
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of property and equipment	(878,250)	2,260,307,319	(43,258,767)
Proceeds from sale of property and equipment			
Due from related parties	(14,551,793)	242,562,749	(636,530,734)
Proceeds from insurance claims on property damage			
Short-term investment			1,949,380
Notes Receivable	67,684,663	156,115,442	133,009,255
Cash receipt from cash paid for contractors and other deposits			(11,857,475)
Noncurrent assets	9,186,894	81,475,924	
Net cash used in investing activities	**61,441,514**	**2,740,461,434**	**(556,688,341)**
CASH FLOWS FROM FINANCING ACTIVITIES			
(Increase)Decrease in loans payable		142,305,926	
Proceeds from advances from related party	33,884,405	(814,723,872)	18,159,942
Receipt from concessionaire			27,100,634
Increase (decrease) in other noncurrent liabilities		3,245,138,143	
Loan Payment	(60,000,000)		(295,000,000)
Deferred tax liabilities		(1,517,223,990)	
Payment of Lease Liabilities		(3,944,388)	(15,326,044)
Net cash provided by (used in) financing activities	**(26,115,595)**	**1,051,551,819**	**(265,065,468)**
INCREASE (DECREASE) IN TRANSLATION ADJUSTMENT FOR TH			**3,468**
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**64,598,589**	**40,651,598**	**(33,810,874)**
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**359,545,436**	**393,356,310**	**393,356,310**
CASH AND CASH EQUIVALENTS AT END OF YEAR	**424,144,024**	**434,007,908**	**359,545,436**

See Notes to the Consolidated Financial Statements.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE OF AGING OF ACCOUNTS RECEIVABLE FOR SEC REPORTING
As of March 31, 2026

Trade Receivables	0-30 days	31-60 days	61-90 days	91-120 days	121 days over	**Total**
Waterfront Cebu City Casino Hotel Inc.	21,070,313	10,572,391	1,054,709	5,395,563	36,843,314	**74,936,290**
Waterfront Airport Hotel and Casino	15,228,350	2,452,629	3,078,829	4,759,875	24,682,495	**50,202,177**
Waterfront Insular Hotel Davao	4,198,795	3,268,320	2,062,274	(667,849)	12,741,102	**21,602,641**
Grand Ilocandia Resort & Development Inc.	2,778,723.82	295,292		3,640,070	3,591,614	**10,305,700**
Others (APHC, WFC, WHC, WWGI)	-	-	-	-	1,148,469	**1,148,469**
Total	**43,276,181**	**16,588,633**	**6,195,811**	**13,127,659**	**79,006,994**	**158,195,278**

COVER SHEET

A	S	0	9	4	8	6	7	8		

S.E.C. Registration No.

WATERFRONT PHILIPPINES
INCORPORATED

(Company's Full name)

1 WATERFRONT DRIVE
OFF SALINAS DRIVE
LAHUG CEBU CITY

Business Address: No. Street City/Town Provinces

Atty. Arsenio A. Alfiler, Jr.
Contact Person

687-7536
Tel. No

LIST OF TOP 100 STOCKHOLDERS REPORT
AS OF 31 MARCH 2026

	1	7	-	C		

Form type

Secondary License, (if applicable type)

Dept. requiring this doc

Amended Articles number

Total stockholders

Domestic **Foreign**

To be accomplished by SEC personnel concerned

File Number **LCU**

Document I.D. **Cashier**

STAMPS

CR02324-2026

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.

Waterfront Philippines, Incorporated
WPI

PSE Disclosure Form 17-12-A - List of Top 100 Stockholders (Common Shares)
Reference: Section 17.12 of the Revised Disclosure Rules

Type of Securities

- [x] Common

For the period ended	Mar 31, 2026

Description of the Disclosure

WATERFRONT PHILIPPINES, INC LIST OF TOP 100 STOCKHOLDERS AS OF MARCH 31, 2026

Number of Issued Common Shares	2,498,991,753
Number of Treasury Common Shares, if any	0
Number of Outstanding Common Shares	2,498,991,753
Number of Listed Common Shares	2,498,991,753
Number of Lodged Common Shares	1,180,866,274
PCD Nominee - Filipino	1,134,828,225
PCD Nominee - Non-Filipino	46,038,049
Number of Certificated Common Shares	1,318,125,479

Change from previous submission

TOP 100 AS OF 31 DECEMBER 2025
PCD Nominee – Filipino – 1,135,464,735
PCD Nominee - Non-Filipino – 45,401,539

TOP 100 AS OF 31 MARCH 2026
PCD Nominee – Filipino – 1,134,828,225
PCD Nominee - Non-Filipino – 46,038,049

Filed on behalf by:

Name	Amando Ponsaran Jr.
Designation	Assistant Corporate Secretary

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 03/31/2026

Rank	Name	Holdings	Percentage
1	PCD NOMINEE CORP. (FILIPINO)	1,134,828,225	45.41%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	46,038,049	01.84%
4	KENNETH T. GATCHALIAN	30,000,100	01.20%
5	REXLON T. GATCHALIAN	30,000,000	01.20%
6	WESLIE T. GATCHALIAN	30,000,000	01.20%
7	FORUM HOLDINGS CORPORATION	20,626,000	00.83%
8	PRIMARY STRUCTURES CORPORATION	16,212,500	00.65%
9	REXLON GATCHALIAN	14,740,000	00.59%
10	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	00.58%
11	ELVIRA A. TING	10,000,009	00.40%
12	CATALINA ROXAS MELENDRES	6,246,000	00.25%
13	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	00.06%
14	ROLANDO M. LIM	1,142,500	00.05%
15	FELIPE A CRUZ, JR.	1,100,000	00.04%
16	MARIA CONCEPCION CRUZ	876,000	00.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	00.03%
18	BENSON COYUCO	605,000	00.02%
19	LUCENA B. ENRIQUEZ	552,000	00.02%
20	EMILY LIM	500,000	00.02%
21	DEE HUA T. GATCHALIAN	350,000	00.01%
22	ARTHUR H. OSMENA &/OR JANE Y. OSMENA	330,000	00.01%
23	JOSE YAP &/OR CONCHITA YAP	330,000	00.01%
24	MARVIN J. GIROUARD	330,000	00.01%
25	DAVID LAO OSMENA	314,600	00.01%
26	ANA L. GO	300,000	00.01%

Rank	Name	Holdings	Percentage
27	SEGUNDO SEANGIO &/OR VIRGINIA SEANGIO	297,000	00.01%
28	CHARTERED COMMODITIES CORPORATION	294,999	00.01%
29	DOMINGO C GO	275,000	00.01%
30	DAVID LAO OSMENA	275,000	00.01%
31	SILVER GREEN INVESTMENTS LTD.	230,000	00.01%
32	GARY GO DYCHIAO	200,000	00.01%
33	MERIDIAN SEC., INC. A/C# 844	200,000	00.01%
34	CRISTINO NAGUIAT, JR.	181,500	00.01%
35	WILLIE TIO	159,500	00.01%
36	BETO Y. LIM	150,000	00.01%
37	PIERCE INTERLINK SECURITIES, INC.	150,000	00.01%
38	AURORA V. SAN JOSE	143,000	00.01%
39	YAN TO A. CHUA	132,000	00.01%
40	CELY S. LIM	112,200	00.00%
41	DEWEY CHOACHUY, JR	111,300	00.00%
42	JOHN CRHISTOPHER D. WEIGEL	110,000	00.00%
43	WANG YU HUEI	110,000	00.00%
44	WILSON CHUA &/OR BECKY QUE CHUA	110,000	00.00%
45	KENSTAR INDUSTRIAL CORPORATION	110,000	00.00%
46	WATERFRONT NOMINEES SDN BHD A/C#6	107,800	00.00%
47	CATHAY SEC. CO., INC. A/C# 1030	100,000	00.00%
48	MANUEL H. OSMENA &/OR GRELINA L. OSMENA	100,000	00.00%
49	CHONG PENG YNG	100,000	00.00%
50	PACIFIC WIDE REALTY DEVELOPMENT CORP.	100,000	00.00%
51	PACIFIC CONCORDE CORPORATION	100,000	00.00%
52	MIZPAH HOLDINGS, INC.	100,000	00.00%

Rank	Name	Holdings	Percentage
53	CHESA HOLDINGS, INC.	100,000	00.00%
54	PACIFIC REHOUSE CORPORATION	100,000	00.00%
55	PACIFIC IMAGES, INC.	100,000	00.00%
56	CARRIE LIM	100,000	00.00%
57	ALVIN TAN UNJO	88,000	00.00%
58	TERESITA GO &/OR SATURNINA GO	87,000	00.00%
59	GEORGE U. YOUNG, JR	82,500	00.00%
60	ROLANDO D. DE LEON	66,000	00.00%
61	LIPPO SECURITIES, INC.	56,500	00.00%
62	L.M. GARCIA & ASS., INC. A/C# 160	55,000	00.00%
63	MA. TERESA P. CRUZ	55,000	00.00%
64	PRIMITIVO C. CAL	55,000	00.00%
65	LEONG JEE VAN	55,000	00.00%
66	KIRBY YU LIM	55,000	00.00%
67	LIM TAY	55,000	00.00%
68	FRUTO M. TEODORICO, JR	55,000	00.00%
69	RENATO C. GENDRANO &/OR GENDRANO BERNADETTE	55,000	00.00%
70	LYDIA J. SY	55,000	00.00%
71	EDILBERTO &/OR ROSITA TANYU &/OR WELLINGTON HO VELASCO	55,000	00.00%
72	NEIL JOHN A. YU	50,000	00.00%
73	ROBERTO L. UY	50,000	00.00%
74	UY TIAK ENG	50,000	00.00%
75	SANDRA E. PASCUAL	50,000	00.00%
76	FRANCISCO C. SAN DIEGO	50,000	00.00%
77	VICKY L. CHAN	50,000	00.00%
78	EBC SECURITIES CORPORATION	48,400	00.00%

Rank	Name	Holdings	Percentage
79	TAN DAISY TIENG	46,500	00.00%
80	EAST ASIA OIL & MINING COMPANY, INC.	40,000	00.00%
81	OCBC SECURITIES PHILS., INC.	40,000	00.00%
82	MANILYNN L. OSMENA	39,600	00.00%
83	MEGHANN GAIL L. OSMENA	39,600	00.00%
84	MANUEL L. OSMENA, II	39,600	00.00%
85	GLADYS MAY L. OSMENA	39,600	00.00%
86	STEVE WOODWARD	39,600	00.00%
87	ROBERT KLING	39,600	00.00%
88	JAY JACOBS	39,600	00.00%
89	ADRIAN LONG	39,600	00.00%
90	LUZ YAMANE	38,500	00.00%
91	LILY S. HO	36,300	00.00%
92	ABACUS SECURITIES CORPORATION	35,200	00.00%
93	LILIAN HONG	34,000	00.00%
94	INTERNATIONAL POLYMER CORPORATION	33,000	00.00%
95	SEAFRONT RESOURCES CORP.	33,000	00.00%
96	ARTURO GUANZON	33,000	00.00%
97	LEONCIO TIU	33,000	00.00%
98	RAMONCITO ARCEO	30,000	00.00%
99	RODOLFO B. LEDESMA	30,000	00.00%
100	TAN LIN LAY	30,000	00.00%
	Total Top 100 Shareholders :	2,496,974,782	99.92%
	Total Issued Shares	2,498,991,753	

WPI000000000 March 31, 2026

OUTSTANDING BALANCES FOR SPECIFIC COMPANY

March 31, 2026

WPI000000000

BPNAME	QUANTITY
UPCC SECURITIES CORP.	65,000
A & A SECURITIES, INC.	525,200
ABACUS SECURITIES CORPORATION	39,394,579
PHILSTOCKS FINANCIAL INC	67,459,020
A. T. DE CASTRO SECURITIES CORP.	34,000
ALL ASIA SECURITIES MANAGEMENT CORP.	202,500
ALPHA SECURITIES CORP.	2,517,000
BA SECURITIES, INC.	1,459,200
AP SECURITIES INCORPORATED	17,709,500
ANSALDO, GODINEZ & CO., INC.	3,095,200
AB CAPITAL SECURITIES, INC.	7,187,017
SB EQUITIES,INC.	2,117,100
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	832,800
ASIASEC EQUITIES, INC.	1,796,500
ASTRA SECURITIES CORPORATION	5,000
BELSON SECURITIES, INC.	3,420,100
JAKA SECURITIES CORP.	15,500
BPI SECURITIES CORPORATION	24,171,261
CAMPOS, LANUZA & COMPANY, INC.	2,442,202
SINCERE SECURITIES CORPORATION	1,045,000
CTS GLOBAL EQUITY GROUP, INC.	669,138
TRITON SECURITIES CORP.	36,009,450
IGC SECURITIES INC.	4,425,000
CUALOPING SECURITIES CORPORATION	105,000
DAVID GO SECURITIES CORP.	1,670,200
DIVERSIFIED SECURITIES, INC.	4,443,800
E. CHUA CHIACO SECURITIES, INC.	7,323,900
EQUITABLE SECURIITES (PHILS.) INC.	27,200
EAST WEST CAPITAL CORPORATION	400,000
EASTERN SECURITIES DEVELOPMENT CORPORATION	2,821,200
EQUITIWORLD SECURITIES, INC.	325,600
EVERGREEN STOCK BROKERAGE & SEC., INC.	3,769,100
FIRST ORIENT SECURITIES, INC.	1,367,100
FIRST INTEGRATED CAPITAL SECURITIES, INC.	100
F. YAP SECURITIES, INC.	290,000
AURORA SECURITIES, INC.	676,700
GLOBALINKS SECURITIES & STOCKS, INC.	384,000
JSG SECURITIES, INC.	128,150
GOLDSTAR SECURITIES, INC.	4,363,100
GUILD SECURITIES, INC.	121,000
CNN SECURITIES, INC.	26,792,500

H. E. BENNETT SECURITIES, INC.	2,180,000
HK SECURITIES, INC.	9,100
I. ACKERMAN & CO., INC.	30,000
I. B. GIMENEZ SECURITIES, INC.	224,185
INVESTORS SECURITIES, INC,	1,217,000
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	199,800
INTRA-INVEST SECURITIES, INC.	176,400
ASIAN CAPITAL EQUITIES, INC.	56,100
STRATEGIC EQUITIES CORP.	1,006,400
LARRGO SECURITIES CO., INC.	122,000
LUCKY SECURITIES, INC.	153,500
LUYS SECURITIES COMPANY, INC.	1,154,500
MANDARIN SECURITIES CORPORATION	2,103,200
COL Financial Group, Inc.	99,617,713
DA MARKET SECURITIES, INC.	222,200
MERCANTILE SECURITIES CORP.	129,800
MERIDIAN SECURITIES, INC.	2,132,700
MDR SECURITIES, INC.	70,000
REGIS PARTNERS, INC.	6,300
MOUNT PEAK SECURITIES, INC.	60,000
NEW WORLD SECURITIES CO., INC.	2,263,000
OPTIMUM SECURITIES CORPORATION	2,599,650
RCBC SECURITIES, INC.	3,858,300
PAN ASIA SECURITIES CORP.	30,000
PAPA SECURITIES CORPORATION	1,150,200
MAYBANK SECURITIES, INC.	2,752,900
PLATINUM SECURITIES, INC.	23,000
PNB SECURITIES, INC.	1,764,260
PREMIUM SECURITIES, INC.	1,753,600
PRYCE SECURITIES, INC.	12,124
SALISBURY SECURITIES CORPORATION	15,300
QUALITY INVESTMENTS & SECURITIES CORPORATION	14,822,000
R & L INVESTMENTS, INC.	42,000
R. COYIUTO SECURITIES, INC.	6,333,200
REGINA CAPITAL DEVELOPMENT CORPORATION	5,458,100
R. NUBLA SECURITIES, INC.	4,020,000
AAA SOUTHEAST EQUITIES, INCORPORATED	2,216,200
R. S. LIM & CO., INC.	1,048,400
RTG & COMPANY, INC.	109,600
S.J. ROXAS & CO., INC.	1,003,500
SECURITIES SPECIALISTS, INC.	2,200
FIDELITY SECURITIES, INC.	185,500
SUMMIT SECURITIES, INC.	707,300
STANDARD SECURITIES CORPORATION	1,376,200
SUPREME STOCKBROKERS, INC	31,350
TANSENGCO & CO., INC.	596,500
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	37,200

TOWER SECURITIES, INC.	8,322,600
APEX PHILIPPINES EQUITIES CORPORATION	5,000
TRENDLINE SECURITIES CORPORATION	11,200
DRAGONFI SECURITIES, INC.	30,348
LANDBANK SECURITIES, INC.	2,197,700
UOB KAY HIAN SECURITIES (PHILS.), INC.	4,380,000
E.SECURITIES, INC.	3,300
VENTURE SECURITIES, INC.	136,900
FIRST METRO SECURITIES BROKERAGE CORP.	29,551,002
WEALTH SECURITIES, INC.	7,033,840
WESTLINK GLOBAL EQUITIES, INC.	641,533,440
BERNAD SECURITIES, INC.	164,100
WONG SECURITIES CORPORATION	27,500
YAO & ZIALCITA, INC.	299,000
META CAPITAL SECURITIES INC	2,036,000
BDO SECURITIES CORPORATION	18,307,419
EAGLE EQUITIES, INC.	570,300
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	2,161,576
SOLAR SECURITIES, INC.	6,330,600
G.D. TAN & COMPANY, INC.	6,764,300
PHILIPPINE EQUITY PARTNERS, INC.	3,514,950
UNICAPITAL SECURITIES INC.	939,900
SunSecurities, Inc.	400,000
ARMSTRONG SECURITIES, INC.	5,300
TIMSON SECURITIES, INC.	8,166,000
VC SECURITIES CORPORATION	100,600
CITIBANK N.A.	100,000
STANDARD CHARTERED BANK	685,000
SEEDBOX SECURITIES, INC.	400,000
Total lodged shares	**1,180,866,274**

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

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

1. Date of Report (Date of earliest event reported)
   Apr 14, 2026
2. SEC Identification Number
   AS94008678
3. BIR Tax Identification No.
   D80003978254NV
4. Exact name of issuer as specified in its charter
   WATERFRONT PHILIPPINES, INC.
5. Province, country or other jurisdiction of incorporation
   CEBU CITY, PHILIPPINES
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
   NO. 1 WATERFRONT DRIVE, OFF SALINAS DRIVE, LAHUG, CEBU CITY
   Postal Code
   6000
8. Issuer's telephone number, including area code
   032-2326888
9. Former name or former address, if changed since last report
   N.A.
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 SHARES - 1.00 PAR VALUE	2,498,991,753

11. Indicate the item numbers reported herein
   -

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.

Waterfront Philippines, Incorporated
WPI

PSE Disclosure Form 4-32 - Reply to Exchange's Query

Subject of the Disclosure
CAPITAL STRUCTURE OF WATERFRONT PHILIPPINES, INC
Description of the Disclosure
SECRETARY CERTIFICATE RE: CAPITAL STRUCTURE OF WATERFRONT PHILIPPINES, INC. AS OF 31 MARCH 2026
Information Requested
-

Filed on behalf by:

Name	Amando Ponsaran Jr.
Designation	Assistant Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
CITY OF PASIG) S.S.

SECRETARY'S CERTIFICATE

I, **ARTHUR R. PONSARAN**, Filipino, of legal age, with principal office at 3104 Antel Global Corporate Center, Julia Vargas Avenue, Ortigas Center, Pasig City, after having been sworn according to law, hereby depose and state:

1. I am the duly elected and qualified Corporate Secretary of **WATERFRONT PHILIPPINES, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with principal address at No. 1 Waterfront Drive Off Salinas Drive, Lahug, Cebu City, and listed on The Philippine Stock Exchange, Inc. since December 19, 2001;

2. As Corporate Secretary, I have custody and access to the corporate records of the Corporation, including, but not limited to, the books and records of the transfer agent;

3. Based on the records of the Corporation as of 31 March 2026 (the "*Covered Period"), the Corporation's capital structure is as follows:*

Authorized Capital Stock	PhP 5,000,000,000.00
Number, Classes of Shares, Par Value per Share	5,000,000,000/common/PhP1.00
Issued and Outstanding Shares	2,498,991,753
Fully-paid Shares	2,498,991,753
Treasury Shares	0
Outstanding Shares	2,498,991,753
Listed Shares	2,498,991,753
Certificated Shares	1,318,125,479

4. Based on the records of PDTC as of the Covered Period, there are 1,180,866,274 lodged shares, broken down, as follows:

PCD Nominee - Filipino	1,134,828,225
PCD Nominee – Non-Filipino	46,038,049

5. All issued shares are duly and validly issued in accordance with existing laws, rules and regulations and are likewise listed in The Philippine Stock Exchange, Inc. ("PSE").

6. All lodged shares are validly issued and listed on the PSE.

7. All shares had been issued were fully paid.

8. All issued and outstanding shares have been listed.

IN WITNESS WHEREOF, I have hereunto set my hand this APR 1 4 2026 day of _______ 2026, in Pasig City, Philippines.

ARTHUR R. PONSARAN
Corporate Secretary

SUBSCRIBED AND SWORN to before me, a notary public in and for the city named above, personally appeared ARTHUR R. PONSARAN, with TIN ID with Id number 127-640-176, who is personally known to me to be the same person who executed the foregoing instrument, signed the same in my presence and who took an oath before me, as to such instrument.

APR 1 4 2026

Notary Public

Doc. No. 460
Page No. 93
Book No. 15
Series of 2026.

PASIG CITY

ATTY. JOMAR M. FIZOLA
NOTARY PUBLIC
Cities of Pasig, San Juan, Pateros, Metro Manila
3803 38th Flr., Corporate Finance Plaza Bldg.
Ruby Rd. cor. Topaz Rd. Ortigas Center, Pasig City
Appointment No. 207; Until Dec 31, 2026
SC. Roll No. 81022; May 21, 2022
PTR No. 3993001; 01/14/2026 Pasig City
IBP No. 533574; 01/05/2026 IBP Manila I
MCLE No. VIII-0006903; Feb 20, 2024 - Apr 14, 2028

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 20 Stockholders
As of 03/31/2026

Rank	Name	Holdings	Percentage
1	PCD NOMINEE CORP. (FILIPINO)	1,134,828,225	45.41%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	46,038,049	01.84%
4	KENNETH T. GATCHALIAN	30,000,100	01.20%
5	REXLON T. GATCHALIAN	30,000,000	01.20%
6	WESLIE T. GATCHALIAN	30,000,000	01.20%
7	FORUM HOLDINGS CORPORATION	20,626,000	00.83%
8	PRIMARY STRUCTURES CORPORATION	16,212,500	00.65%
9	REXLON GATCHALIAN	14,740,000	00.59%
10	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	00.58%
11	ELVIRA A. TING	10,000,009	00.40%
12	CATALINA ROXAS MELENDRES	6,246,000	00.25%
13	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	00.06%
14	ROLANDO M. LIM	1,142,500	00.05%
15	FELIPE A CRUZ, JR.	1,100,000	00.04%
16	MARIA CONCEPCION CRUZ	876,000	00.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	00.03%
18	BENSON COYUCO	605,000	00.02%
19	LUCENA B. ENRIQUEZ	552,000	00.02%
20	EMILY LIM	500,000	00.02%
	Total Top 20 Shareholders :	2,488,473,183	99.58%
	Total Issued Shares	2,498,991,753	

Outlook

FW: Quarterly Report

From Waterfront Philippines Inc. <wpi@waterfronthotels.net>
Date Fri 8/14/2026 10:44 AM
To Aiza Pasayloon <a.pasayloon@waterfronthotels.net>; Rhea Hinampas <r.hinampas@waterfronthotels.net>; Irish Chara Lawas <i.lawas@waterfronthotels.net>; Jerraemie Nikka Patulot <j.patulot@waterfronthotels.net>; Cheryl Vidal <c.vidal@waterfronthotels.net>

From: Philippine Stock Exchange <no-reply@pse.com.ph>
Sent: Friday, August 14, 2026 10:44:25 AM (UTC+08:00) Taipei
To: ajponsaran@ccplaw.com.ph; Rhea Hinampas; sigmahanon@yahoo.com; Waterfront Philippines Inc.; disclosure@pse.com.ph
Subject: Quarterly Report

Dear Sir/Madam:

Your disclosure was approved as Company Report. Details are as follows:

Company Name: Waterfront Philippines, Incorporated
Reference Number: 0031550-2026
Date and Time: Friday, August 14, 2026 10:44 AM
Template Name: Quarterly Report
Report Number: CR06144-2026

Best Regards,
PSE EDGE

This e-mail message, including any attached file, is confidential and legally privileged. It is solely for the intended recipient. If you received this e-mail by mistake, you should immediately notify the sender and delete this message from your system.

If you are not the intended recipient, you are prohibited from disseminating, distributing or copying this e-mail and its contents. Unauthorized or unlawful access, processing, use, misuse, alteration, interception, interference, communication, disclosure, distribution, downloading, uploading, copying, storage, reproduction and/or replication of any or all information, including personal and sensitive personal information ("Personal Data"), data, file(s), text, numbers, figures, images and/or graphics provided herein is punishable by law in accordance with Republic Act No. 10173, otherwise known as the

Data Privacy Act of 2012, Republic Act No. 10175, otherwise known as the Cybercrime Prevention Act of 2012, and other applicable laws and regulations.

This e-mail cannot be guaranteed to be secure and error-free as it could be intercepted, corrupted, lost, destroyed, arrive late or incomplete, or contain viruses or other malicious programs. Therefore, the sender does not accept liability for any errors or omissions in the contents of this e-mail, which arise as a result of the transmission.

Unless it relates to business discharged by officials of the PSE, any views, opinions or factual assertions contained are those of the author and not necessarily of the PSE. The PSE prohibits unofficial use of its e-mail and consequently disclaims and accepts no liability for any damage caused by any libelous and defamatory statements transmitted via this e-mail.

If verification is required, please request for a hard copy.

To know about your rights as a data subject under the Data Privacy Act of 2012 and how the PSE processes and protects the Personal Data it collects and stores, you may visit the Privacy Policy page of PSE's website at https://www.pse.com.ph/stockMarket/content.html?sec=privacypolicy

The Philippine Stock Exchange, Inc., 6th to 10th Floors, PSE Tower, 5th Avenue corner 28th Street, Bonifacio Global City, Taguig City, Philippines 1634

The following document has been received:

Receiving: DONNA ENCARNADO
Receipt Date and Time: August 13, 2026 06:41:14 PM

Company Information

SEC Registration No.: AS94008678
Company Name: WATERFRONT PHILIPPINES INC.
Industry Classification: J66940
Company Type: Stock Corporation

Document Information

Document ID: OST108132026811781875
Document Type: QUARTERLY_REPORT
Document Code: SEC_Form_17-Q
Period Covered: June 30, 2026
Submission Type: Original Filing
Remarks: None

Acceptance of this document is subject to review of forms and contents

COVER SHEET

A S 0 9 4 - 8 6 7 8

SEC Registration No.

W A T E R F R O N T P H I L I P P I N E S , I N C .

(Company's Full Name)

N O . 1 W A T E R F R O N T D R I V E

O F F S A L I N A S D R I V E L A H U G

C E B U C I T Y

(Business Address: No. Street City / Town / Province)

CHERRYL M. VIDAL

Contact Person

(02) 8706-7888

Contact Telephone No.

1 2 **3 1**

Month Day

Calendar Year

17-Q

FORM TYPE

Last day of September

Month Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

420

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

S T A M P S

Remarks = pls. use black ink for scanning purposes

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 **June 30, 2026**

2. SEC Registration No. **AS094-8678**

3. BIR Tax Identification No. **003-978-254-000**

4. Exact name of issuer as specified in its charter
   WATERFRONT PHILIPPINES, INCORPORATED

5. Province, country or other jurisdiction of incorporation or organization
   CEBU, PHILIPPINES

6. Industry Classification Code: ____________ (SEC Use Only)

7. Address of issuer's principal office
   NO. 1 WATERFRONT DRIVE, OFF SALINAS DRIVE, LAHUG, CEBU CITY
   Postal Code **6000**

8. Issuer's telephone number, including area code **032-232-6888**

9. Former name, former address and former fiscal year, if changed since last report
   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 shares of common stock outstanding and amount of debt outstanding
COMMON SHARES	**2,498,991,753**

11. Are any or all of the securities listed on a Stock Exchange?

    Yes [X] No [ ]

    If yes, state the name of such Stock Exchange and the class/es of securities listed therein:
    THE 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 Code 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 the registrant was required to file such reports)
    Yes [X] No [ ]

    (b) Has been subject to such filing requirements for the past ninety (90) days.
    Yes [X] No [ ]

WATERFRONT PHILIPPINES, INCORPORATED
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:	**JUNE 30, 2026**
Currency (indicate units, if applicable):	**PESO**

BALANCE SHEET		
	Period Ended	**Calendar Year Ended**
	June 30, 2026 (Unaudited)	**December 31, 2025 (Audited)**
Current Assets	3,214,775,650	2,703,747,062
Total Assets	24,783,755,474	24,590,595,007
Current Liabilities	2,068,011,946	1,640,643,532
Total Liabilities	8,145,427,862	7,983,511,950
Retained Earnings	3,577,811,192	3,535,033,826
Stockholders' Equity	16,638,327,612	16,607,083,057
Stockholders' Equity- Parent	13,771,740,733	13,723,501,891
Book Value Per Share	5.511	5.492

INCOME STATEMENT				
	Current Year April to June	**Previous Year April to June**	**Current Year-To-Date**	**Previous Year-To-Date**
Operating Revenue	440,541,840	387,675,152	917,186,882	831,811,139
Other Income	10,278,649	111,877,814	20,120,284	210,580,523
Gross Revenue	450,820,489	499,552,966	937,307,166	1,042,391,662
Operating Expense	329,714,699	310,997,288	672,774,071	642,802,823
Other Expense	63,340,126	149,109,416	132,768,744	261,388,406
Gross Expense	393,054,825	460,106,704	805,542,815	904,191,229
Net Income/ (Loss) Before Tax	57,765,664	39,446,262	131,764,351	138,200,433
Income Tax Expense	5,638,495	11,677,489	5,638,495	11,677,489
Net Income/ (Loss) After Tax	52,127,168	27,768,773	126,125,855	126,522,944
-Net Income Attributable to Parent Equity Holder	58,872,519	19,267,318	139,581,805	124,541,097
Earnings/(Loss) Per Share (Basic)	0.024	0.008	0.056	0.050

Financial Ratios

	Formula	Current Year June 30, 2026	Previous Year December 31, 2025
Liquidity Analysis Ratios			
Current Ratio or Working Capital Ratio	Current Assets/Current Liabilities	1.555	1.648
Quick Ratio	(Current Assets - Inventory - Prepayments)/ Current Liabilities	1.472	1.580
Solvency Ratio	Total Assets / Total Liabilities	3.043	3.080
Financial Leverage Ratios			
Debt Ratio	Total Debt / Total Assets	0.329	0.325
Debt-to-Equity Ratio	Total Debt / Total Stockholders' Equity	0.591	0.582
Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	1.512	-0.561
Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	1.800	1.792
Profitability Ratios			
Gross Profit Margin	Sales - Cost of Goods Sold or Cost of service/ Sales	28.22%	16.46%
Net Profit Margin	Net Profit / Sales	13.46%	-5.20%
Return on Assets	Net Income / Total Assets	0.53%	-0.52%
Return on Equity	Net Income / Total Stockholders' Equity	0.96%	-0.94%
Price / Earnings Ratio	Price Per Share / Earnings Per Common Share	8.057	-18.915
Book Value	Total Common Stockholder's Equity-Parent/No. of Common Shares	5.511	5.492

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

PART II—OTHER INFORMATION

1. List of Top Stockholders

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Registrant: **Waterfront Philippines, Incorporated**
Issuer:

Signature and Title AMANDO J. PONSARAN, JR
Asst. Corporate Secretary

Date ______________________

jnepatulot

Signature and Title JERRAEMIE NIKKA PATULOT
Compliance Officer

Date ______________________

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Organization and Status of the Business

Corporate Information

Waterfront Philippines, Incorporated (the Parent Company) was incorporated in the Philippines, registered with the Philippine Securities and Exchange Commission (SEC) in September 23, 1994, and is listed on the Philippine Stock Exchange (PSE stock symbol: WPI). The Parent Company is 45%-owned by The Wellex Group, Inc. (TWGI), an entity similarly registered and domiciled in the Philippines. The Parent Company holds equity interests in hotels and resorts, a fitness gym, entities engaged in the international marketing and promotion of casinos, manufacturing of pastries, and hotel management and operations. The Parent Company's registered office address is located at No. 1 Waterfront Drive, Off Salinas Drive, Barangay Lahug, Cebu City.

The following subsidiaries (together with the Parent Company collectively referred to as the Group) were incorporated in the Philippines, except for Waterfront Promotion Ltd. (WPL) and Club Waterfront International Limited (CWIL), which were registered in the Cayman Islands:

	Percentage of Ownership	
	Direct	Indirect
Hotels and Resorts		
Waterfront Cebu City Casino Hotel, Incorporated (WCCCHI)	100	-
Waterfront Mactan Casino Hotel, Incorporated (WMCHI)	100	-
Waterfront Iloilo Hotel Inc. (WIHI)	100	
Waterfront Puerto Princesa Hotel, Inc. (WPPHI)	100	
Davao Insular Hotel Company, Inc. (DIHCI)	98	-
Acesite (Phils.) Hotel Corporation (APHC)	56	-
Grand Ilocandia Resort and Development, Inc. (GIRDI)	54	-
Real Estate		
Acesite Realty, Inc.	-	56
Fitness Gym		
Waterfront Wellness Group, Inc. (WWGI)	100	-
International Marketing and Promotion of Casinos		
Waterfront Promotion Limited (WPL)	100	-
Mayo Bonanza, Inc. (MBI)	100	-
Club Waterfront International Limited (CWIL) - through direct ownership in WPL	-	100
Waterfront Horizon Corporation (WHC) – previously known as Waterfront Entertainment Corporation (WEC)	100	-
Pastries Manufacturing		
Waterfront Food Concepts Inc. (WFC)	100	-

Hotel Management and Operation		
Waterfront Hotel Management Corp. (WHMC)	100	-
Pavillion Enterprises Corp. (through direct ownership in APHC)		56
Pavillion Leisure and Entertainment Corp. (through direct ownership in APHC)		56
Investment Holding Company		
Waterfront Cebu Ventures, Inc. (WCVI)	100	

- ***Waterfront Cebu City Casino Hotel, Incorporated***

WCCCHI was incorporated on September 23, 1994 to manage and undertake operations of Waterfront Cebu City Hotel and Casino *(WCCCHC). WCCCHI* achieved a milestone during the year by opening the doors of *WCCHC* on January 5, 1998, with 158 guest-rooms which has already grown to 561 by the last quarter of 1999, six-storey convention center known as the *Waterfront Convention Center*, previously known as Cebu International Convention Center and six-storey` **Entertainment Block**. This Entertainment Block completes the Company's restaurants row. On February 5, 1998, *PAGCOR* commenced operations at the new purposely-built casino at the Entertainment Block.

- *Waterfront Convention Center - (WCC)*

Waterfront Convention Center previously known as Cebu International Convention Center is a six-storey building, especially-designed to adapt to any event size and purpose, has been in operation since January 5, 1998. Major amenities of the center include ten (11) function rooms and two (2) Grand Ballrooms with a seating capacity of 4,000.

- *Entertainment Block*

The Entertainment block is a six-storey building and is comprised of eleven (9) Food and Beverage entertainment outlets, a public and international gaming area that includes the *"Casino Filipino",* and 62 hotel rooms and suites.

- *Hotel Tower Block*

The Hotel Tower block is a 22-storey and it consists of a podium, containing the lobby, a food and beverage outlet, a reception, a shopping arcade, three (3) press function rooms, and a high-rise block of 498 hotel rooms and suites.

The Hotel, with its fairytale-inspired façade, is conveniently located in the center of Cebu City and is within easy reach from key business, commercial and shopping districts and is just 30 minutes away from the Mactan International Airport.

The Hotel has elegantly designed and well-appointed guest rooms and suites. The 18th Floor is the Waterfront Ambassador Lounge with a two floor Lounge exclusive for Ambassador Floor guests. Waterfront Ambassador Lounge's guests enjoy butler service, complimentary business services and a business boardroom fit for a group of up to 8 people, equipped with a built-in LCD projector, a roll-up screen, PA and recording system, a local area network (LAN) and a poly communication system. The

2nd floor lounge is outfitted with 3 computer stations, where guests can avail of complimentary WIFI access, flat-screen television entertainment, an array of lifestyle and business magazines as well as newspapers and board games.

The Hotel features a convention center, once recognized as the largest in the Visayas and Mindanao, designed to accommodate a wide range of events. It is equipped with 10 function rooms, 2 executive boardrooms, and 2 Grand Ballrooms, each with a seating capacity of 4,000. Over the years, it has hosted numerous national and regional events, conventions, and conferences.

Waterfront Cebu City Hotel and Casino operates 9 F&B outlets, including a hotel coffee shop, a Japanese restaurant, an Italian restaurant and a poolside snack bar. The Hotel has a fully functional business center paired with flat-screen computers, internet access and private boardrooms. The lobby was inspired based on two main objectives; first, to transform the existing single dimension grand lobby into a multi-dimensional lifestyle-concept space that will enhance the guests' experience when dining and lounging in the lobby; and second, to improve traffic patterns, through the construction of larger check-in areas and through maximizing the lobby's three entrances. WCCHC's massive, high-ceilinged lobby has always been its principal attraction, offering guests a spacious and welcoming arrival experience. Spanning 22 meters wide, 96 meters long and 35 meters high and crisscrossed by hundreds of people each day, the hotel's grand lobby sets the whizzing pulse for the hotel and dictates its overall ambiance.

Apart from improvements to the general structure of the lobby, the Lobby Lounge itself will offer an enhanced dining and lounging experience, with glass panels, now enclosing each side of the lounge to create a more defined and comfortable space. Fully equipped bar areas have also been installed in the middle of each of the lounge's two sections, ensuring diners of more efficient and prompt service. To enhance the overall guest experience, the hotel has put together additional features such as nightly entertainment from the city's top performers, and soulful afternoon music by soloists. Among the Hotel's newest pride comes in the form of delectable treats, introducing Lobby Lounge's new service concepts.

Merienda Buffet
The Waterfront Hotels Group's Merienda Buffet is a delightful celebration of Filipino comfort food and regional favorites, served daily at our flagship properties in Cebu, Mactan, and Davao. From savory street food classics and traditional kakanin to hearty local specialties and indulgent desserts, each spread offers a nostalgic yet elevated merienda experience. The Waterfront Airport Hotel & Casino's merienda buffet was recognized as the Sunstar Best of Cebu – Best Merienda Buffet in 2023. Conveniently located just across the airport, it is the perfect stop for travelers and locals alike seeking an authentic and satisfying taste of Cebuano hospitality.

Wine Dispenser
Guests can now take a sip of Lobby Lounge's extensive selection of wine. The wine dispenser is an innovative addition to the wining and dining experience at the Hotel. It serves the purpose of allowing guests to select among an array of bottles, through tasting by the glass. This concept intends to give guests an opportunity to sample different wines in small amounts before deciding to order a full glass or bottle. Guests may test wines from the dispenser in three different amounts. This way, guests can

choose the perfect wine fit for their palate. To enjoy the wine dispenser service, guests must avail of the Wine Card which comes in prepaid or postpaid.

- ***Waterfront Mactan Casino Hotel, Inc.***

Waterfront Mactan was incorporated on September 23, 1994 to manage and operate the Waterfront Airport Hotel & Casino Mactan (WAHC). Ideally situated directly across Mactan-Cebu International Airport, the hotel occupies approximately 3.3 hectares and serves as one of the most strategically located airport hotels in the country. The hotel features 166 well-appointed rooms and suites, 6 food-and-beverage and entertainment outlets. Waterfront Airport also houses one of the largest casinos in the Philippines - making Cebu the only city in Southeast Asia offering casino facilities conveniently accessible to transiting passengers.

Over the years, the hotel has continuously enhanced its guest experience through improvements such as in-room connectivity and business-friendly amenities, and the adoption of fully integrated hotel systems to strengthen operational efficiency, elevate guest service, and uphold overall profitability. Future expansion plans of guest rooms and convention facilities will be built, aligning with market demand and growth opportunities. The hotel's location provides unmatched convenience: just steps from the international and domestic airport, three minutes from the Mactan Industrial Zone, fifteen minutes from Mactan's premier beach destination, and thirty minutes from Cebu City's commercial and financial districts. In 2016, the property further improved guest access by expanding the Annex parking area.

Today, Waterfront Airport Hotel & Casino Mactan remains an essential gateway to Cebu-offering seamless travel convenience, world-class hospitality, and a unique blend of business, leisure and entertainment all in one destination.

- ***Davao Insular Hotel Company, Inc.***

Davao Insular Hotel Company Inc. was incorporated in the Philippines on July 3, 1959, to engage in the operation of hotel and related hotel businesses. The hotel is a 98% owned subsidiary of Waterfront Philippines, Incorporated and is operating under its trade name Waterfront Insular Hotel Davao. Waterfront Insular Hotel Davao, the prestigious business hotel in a sprawling garden resort setting, is only five to ten minutes to the downtown area. Nestled along the picturesque Davao Gulf, its open-air corridors provide a refreshing view of the hotel's beautifully landscaped tropical garden and the sea.

With a greater area than any other hotel facility in the city, it is unmatched in servicing large business meetings, conventions, and exhibit groups. The hotel consists of four low-rise buildings of 159 guestrooms and suites, 5 function rooms and 6 F&B outlets. Every room opens to a lanai overlooking a lush garden the blue waters of the Davao Gulf or a scenic coconut grove. Features included in the 5 Gazebos located along the beach area. The hotel is every guest's gateway to the diverse, colorful and rich cultural heritage of Davao City.

On 2015, the property re-opened its 48 square meter gym to continuously serve its guests and to ensure guests satisfaction. Discover the rich cultural heritage of Davao which stems from the different groups and tribes that populated the area throughout its history and be astonished of artworks in the hotel lobby where it showcases pieces of artifacts featuring the various object d'art from the different tribes and historical.

- ***Grand Ilocandia Resort and Development, Inc. (GIRDI)***

On May 8, 2000, the board of directors (BOD) approved the cessation of GIRDI's business operations effective November 2000. As such, in September 2000, GIRDI entered into a Memorandum of Understanding (the "MOA") with the Fort Ilocandia Property Holdings & Development Corporation (FIPHDC) for the purchase of and the right to operate the Fort Ilocandia Resort in Laoag, Ilocos Norte (the "Subject Property"). However, in December 2016, GIRDI learned from news reports and further determined that FIPHDC is a foreign national unqualified to own and operate real properties in the Philippines. In the same period, GIRDI filed a complaint with the Regional Trial Court in Laoag for the nullity of the MOA entered into with the Buyer.

In February 2021, the Supreme Court ruled with finality that the MOA and the subsequent and resulting Asset Purchase Agreement entered into by the parties was void ab initio, ordering the Company to return and pay to the Buyer the purchase price of the Subject Property and for the Buyer to vacate and deliver possession of the Subject Property to the Company. In April 2024, in accordance with the Compromise Agreement, FIPHDC undertook to revert the property to GIRDI with the latter to refund the purchase price to the former.

In May 2024, after execution of a Compromise Agreement with the FIPHDC, GIRDI regained possession of the Fort Ilocandia Resort and now operates the hotel with its own set of books of accounts.

- ***Acesite (Phils.) Hotel Corporation***

The principal property of the Company is a 22-storey building previously known as the Manila Pavilion Hotel, *now Waterfront Manila Hotel and Casino* located at the corner of United Nations Avenue and Maria Y. Orosa Street in Ermita, Manila. The Hotel had 337 guestrooms and suites that have individually controlled central air conditioning, private bathroom with bathtub and shower, multi-channel radio, color TV with cable channels and telecommunications facilities. It had 3 function rooms and one of these was Alcuaz which can accommodate 250-300 guests. The hotel had approximately 2,200 sq. meters of meeting/banquet/conference facilities, and also houses several restaurants, such as Seasons Café (coffee shop), the El Rey (bar & lounge) and the Patisserie (bakeshop and deli items). Other guest services and facilities included a chapel, swimming pool, gym, business center and a valet-service basement car park. Concessionaires and tenants included a beauty salon, a foot spa, photography services, transportation services, travel agency, flower shop and boutiques. In addition, Casino Filipino – Pavilion, owned and operated by PAGCOR, occupied part of the first, second, third, fourth and fifth floors (a total of 12,696.17 sq. m.) of the building.

On March 18, 2018, a fire broke out in the property that damaged the podium and main hotel that resulted in the suspension of its hotel operations. Based on the Fire Certification issued by the Bureau of Fire Protection - National Headquarters on April

23, 2018, the cause of the subject fire has been declared and classified as an accident. APHC incurred casualty losses due to damages on its inventories and hotel property. APHC has filed for property damage and business insurance claims from its insurance companies and the insurance claims were finalized in 2020 amounting to P1.72 billion. As at December 31, 2020, total amount received from the insurance company amounted to P1.58 billion. As at December 31, 2020 and 2019, APHC recognized gains on insurance claims amounting to P854.52 million and P234.09 million, respectively, of which P850.22 million and P431.25 million were received in 2020 and 2019, respectively. As at December 31, 2025 and 2024, insurance claims receivable amounted to nil.

While Php 1.5 billion in insurance proceeds were initially utilized to commence rebuilding, the updated completion budget has risen to Php 3.6 billion due to higher construction costs, structural reforms, and re-layout requirements. A phased reopening was initially planned, with the casino, one restaurant, and 150 rooms targeted for 2026, and banquet areas plus 350 more rooms by 2027. However, weak tourism arrivals, the decline of the Chinese gaming market, competition from online gaming, and volatile operating costs have led management to recommend pausing construction until industry conditions improve. The earliest restart is projected for mid-2028 with appropriated retained earnings for reconstruction and an annual maintenance budget set aside to preserve the hotel's superstructure.

- ***Waterfront Hotel Management Corp. (previously Waterfront Management Corp.)***

G-Hotel by Waterfront located in 2090 Roxas Boulevard, Malate Manila was managed by Waterfront Management Corporation starting November 2006. On October 01, 2014, the BOD approved the cessation of the Company's business operations. Consequently, the Company's activities were confined mainly to the collection of receivables, settlement of liabilities, and other administrative matters, while maintaining its status as non-operating entity seeking other business opportunities.

- ***Mayo Bonanza, Inc.***

Mayo Bonanza, Incorporated (MBI), a 100% owned subsidiary of *WPI* was incorporated on November 24, 1995 in the Philippines with principal activities in the operation and management of amusement, entertainment, and recreation businesses. MBI is to extend the gaming business of the Company. Its primary purpose is to establish, operate, and manage the business of amusement entertainment, and recreation facilities for the use of the paying public. The Company entered into an agreement with the Philippine Amusement and Gaming Corporation (PAGCOR) whereby the latter shall operate the former's slot machine outside of casinos in line with PAGCOR's slot machine arcade project.

On May 30, 2016, BOD approved the cessation of the Company's business operations effective July 01, 2016.

- ***Waterfront Horizon Corporation***

Waterfront Horizon Corporation (Waterfront Horizon) is a subsidiary of the Waterfront group, established to support both hospitality operations and future expansion initiatives. It manages the country's first fully integrated hotel reservations and booking system under a local hotel chain through its comprehensive Central Reservations Office (CRO), providing 24/7 reservation services and seamless access to all Waterfront properties for domestic and international clients. Beyond supporting the internal portfolio, the company is also established as a strategic platform capable of servicing hotels outside the group. With its scalable systems, trained reservations staff, and tech-enabled infrastructure, the company is positioned to provide outsourced reservation management solutions to independent hotels and partner properties in the future. This expansion capability allows the company to operate not only as an internal support, but also as a standalone hospitality service provider with the potential to grow with its market reach.

In addition to its core reservations expertise, WHC is also positioned to engage in tourism estate development and management. This added capability allows the company to support broader hospitality and tourism projects, enhancing opportunities for growth within and outside the group. Through its combined strength in guest service, operational efficiency, and development support, WHC plays a pivotal role in driving the Waterfront group's strategic growth and expanding its presence in the Philippine hospitality and tourism landscape.

- ***Waterfront Food Concepts, Inc.***

Waterfront Food Concept, Inc. (WFC) is a subsidiary of Waterfront Philippines Inc. established to engage in the operation of restaurants, cafes, fast-food outlets, and other food service establishments. While the company is structured and authorized to manage full food and beverage operations, its current focus is on serving the group's industrial bakery and commissary. WFC specializes in producing high-quality bakery, pastry, and dessert products, supplying Waterfront hotels in Cebu as well as various external establishments.

This operational foundation positions WFC to expand into broader food service management in the future, in line with its primary mandate. Through its commitment to quality production and service readiness, WFC supports the group's culinary requirements while maintaining the capability to operate full restaurant and food outlet concepts as the business grows.

- ***Waterfront Wellness Group, Inc.***

This subsidiary is located in the Ground Level of Waterfront Cebu City Casino Hotel occupying 617.53 square meters. Formerly, W Citigyms and Wellness, Inc. is a fully equipped gym with specialized trainers and state of the art equipments. The gym offers variety of services from aerobic instructions to belly dancing, boxing, yoga classes and a lot more. It also has its own nutritionist/dietician. Its highly trained therapists perform massage and spa services to guests within the hotel. The management has plan of opening Citigyms in all its hotels.

- ***Waterfront Promotions Limited/Club Waterfront International Limited***

  Waterfront Promotion Ltd. was incorporated on March 6, 1995, under and by virtue of the laws of Cayman Islands to act as the marketing arm for the international marketing and promotion of hotels and casinos under the trade name of Club Waterfront International Limited ***(CWIL).*** It is a wholly owned subsidiary of Waterfront Philippines, Inc., a domestic company. Under the agreement with PAGCOR, WPL has been granted the privilege to bring in foreign players under the program in Waterfront Cebu City Hotel and Grand Ilocandia Resort Development Corp. On the other hand, CWIL is allowed to bring in foreign players in Waterfront Mactan Hotel. In connection to this, the company markets and organizes groups of foreign players as participants to the Philippine Amusement and Gaming Corporation 's (PAGCOR) Foreign High Roller Marketing Program. The company also entered into agreements with various junket operators to market the casinos for foreign customers. Under these agreements, the company grants incentive programs to junket operators such as free hotel expenses, free airfares and rolling commissions.

  The operations for Waterfront Promotions Limited, and likewise for Club Waterfront International Limited, had ceased for the year 2003 in March due to the bleak market.

- ***Waterfront Iloilo Hotel Inc.***

  Waterfront Iloilo Hotel Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on March 29, 2019 primarily to operate and manage a resort hotel and a restaurant that caters to the guests of the hotel.

  The Company is a wholly-owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company).

- ***Waterfront Puerto Princesa Hotel, Inc.***

  Waterfront Puerto Princesa Hotel, Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on May 15, 2017 primarily to acquire and hold real property such as lands, buildings and personal property of all kinds, to sell, lease, convey, mortgage, construct, improve and develop, contract for, manage, administer and or operate, alone or jointly with others any interest in real or personal property as well as in hotels, inns, lodging houses, resorts and all adjunct and accessories thereto, including restaurants, cafes, bars, stores and offices, barbershops and beauty lounges, sports facilities, places of amusement and entertainment of all kinds; to invest in other corporations for the advancement of its interest or to grant concessions, rights or licenses to others to operate, manage or deal with the same, to do any and all things necessary, suitable, convenient, proper or incidental to the accomplishment of the above purposes.

  The Company is a wholly-owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company).

- ***Waterfront Cebu Ventures, Inc.***

  Waterfront Cebu Ventures, Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on August 24, 2018 primarily to carry on the business of an investment holding company.

  The Company is a wholly-owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company). As at December 31, 2025, the Company has not yet started its commercial operations.

Basis of Consolidation

The consolidated financial statements include the accounts of the Parent Company, as well as those of its subsidiaries enumerated in Note 1 to the consolidated financial statements.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity if and only if, the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control, namely, 1. Power over the investee, 2. Exposure or rights, to variable returns, and 3. ability to use its power over the investee to affect the amount of the investor's return.

The financial statements of the subsidiaries are prepared for the same reporting period as the Parent Company and are included in the consolidated financial statements from the date when control commences until the date when control ceases.

The accounting policies of subsidiaries are being aligned with the policies adopted by the Group. Losses applicable to the NCI in a subsidiary are allocated to the NCI even if doing so causes the NCI to have a deficit balance.

Segment Reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating results are reviewed regularly by the Group's BOD, the chief operating decision maker of the Group, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

Segment results that are reported to the Group's BOD include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, head office expenses and income tax assets and liabilities. Segment capital expenditure is the total cost incurred during the year to acquire property and equipment.

The Group's businesses are operated and organized according to the nature of business provided, with each segment representing a strategic business unit, namely, the hotel operations, marketing operations and corporate and other operations segments. The Group's only reportable geographical segment is the Philippines.

Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Income is measured at the fair value of the consideration received, net of trade discounts, rebates, and other sales taxes or duties. The following specific criteria must also be met before revenue is recognized:

Rooms

Room revenue is recognized based on actual occupancy.

Food and Beverage

Food and beverage revenue are recognized when orders are served and billed.

Rent and Related income

Rent and related income on leased areas of the Group's properties is accounted for on a straight-line basis over the term of the lease, except for cancellable leases which are recognized at amount collected or collectible based on the contract provision.

Other Revenues

Other revenues are recognized upon execution of service or when earned.

Interest Income

Interest income is recognized as it accrues using the effective interest method.

1. Cash and Cash Equivalents

Cash in banks earn interest at the respective bank deposit rates. Short-term placements earn interest at annual average rate of 0.05% to 5.50% in 2026 with average maturities ranging from 30 to 90 days.

2. Receivables

This account consists of:

	June 2026	December 2025
Trade	431,428,918	629,995,078
Others	1,202,555,359	566,974,483
Total Receivables	**1,633,984,277**	**1,196,969,561**
Less allowance for doubtful accounts	215,920,284	98,312,745
Total	**1,418,063,994**	**1,098,656,816**

3. Inventories

This account consists of:

	June 2026	December 2025
Food and Beverage	20,297,864	18,488,490
Operating Supplies	9,612,794	10,915,830
Others	4,329,193	2,691,386
Total	**34,239,851**	**32,095,706**

4. Related Party Transactions

These represents interest bearing advances from TWGI, Pacific Rehouse Corporation (PRC), and Crisanta Realty Development Corporation. The advances granted to TWGI and PRC were substantially used to finance the acquisition or development of real properties for the Company. These advances are due in five (5) years, subject to renewal. The advances to TWGI charge interest at 4% per annum in 2026 and 2025, while the advances to PRC charge interest at 2% per annum in 2026 and 2025. The advances to CRDC bear interest at 2.55% per annum in 2026 and 2025.

Advances to Philippine Estate Corporation (PHES), Forum Holdings Corporation (FHC), Plastic City Industrial Corporation (PCIC), East Asia Oil & Mining Company, Inc. (East Asia) and Pacific Wide Realty Development Corp. (PWRDC) are noninterest-bearing, collateral-free and with no fixed term of repayment.

5. Accounts Payable and Accrued Expenses

This account consists of:

	June 2026	December 2025
Trade	590,487,993	543,797,524
Accrued Expenses	160,744,529	161,692,617
Others	527,089,436	316,076,299
Total	**1,278,321,959**	**1,021,566,440**

6. Loans Payable

This account consists of:

SSS Loan
On October 28, 1999, the Parent Company obtained a five-year term loan from SSS amounting to P375.00 million originally due on October 29, 2004. The SSS loan bears interest at the prevailing market rate plus 3.00% or 14.50% per annum, whichever is higher. Interest is repriced annually and is payable semi-annually. Initial interest payments are due 180 days from the date of the release of the proceeds of the loan. The repayment of the principal shall be based on eight semi-annual payments, after a 1-year grace period.

The SSS loan was availed to finance the completion of the facilities of WCCCHI. It was secured by a first mortgage over parcels of land owned by WII, a related party and by the assignment of 200.00 million common shares of the Parent Company owned by TWGI. The common shares assigned were placed in escrow in the possession of an independent custodian mutually agreed upon by both parties.

On August 7, 2003, when the total loan obligation to SSS, including penalties and interest, amounted to P605.00 million, the Parent Company was considered in default with the payments of the loan obligations, thus, on the same date, SSS executed a foreclosure proceeding on the mortgaged parcels of land. The SSS's winning bid on the foreclosure sale amounting to P198.00 million was applied to penalties and interest amounting to P74.00 million and P124.00 million, respectively. In addition, the Parent Company accrued penalties charged by SSS amounting to P30.50 million covering the month of August until December 2003, and unpaid interest expense of P32.00 million.

The Parent Company, WII and TWGI were given the right to redeem the foreclosed property within 1 year from October 17, 2003, the date of registration of the certificate of sale. The Parent Company recognized the proceeds of the foreclosure sale as its liability to WII and TWGI. The Parent Company, however, agreed with TWGI to offset this directly against its receivable from the latter. In August 2004, the redemption period for the Parent Company, WII and TWGI expired.

The remaining balance of the SSS loan is secured by the shares of stock of the Parent Company owned by TWGI and shares of stock of WII totaling 235.00 million and 80.00 million shares, respectively.

On May 13, 2004, SSS filed a civil suit against the Parent Company for the collection of the total outstanding loan obligation before the Regional Trial Court (RTC) of Quezon City. SSS likewise asked the RTC of Quezon City for the issuance of a writ of preliminary attachment on the collateral property.

On June 18, 2004, the RTC of Quezon City issued its first order granting SSS's request and the issuance of a writ of preliminary attachment based on the condition that SSS shall post an attachment bond in the amount of P452.80 million. After the lapse of 3 months from the issuance of RTC order, no attachment bond was posted. Thus, on September 16, 2004 and September 17, 2004, the Parent Company filed a Motion to Set Aside Order of Attachment and Amended Motion to Set Aside Order of Attachment, respectively.

On January 10, 2005, the RTC of Quezon City issued its second order denying the Parent Company's petition after finding no compelling grounds to reverse or reconsider its initial findings dated June 18, 2004. In addition, since no writ of preliminary attachment was actually issued for failure of SSS to file a bond on the specified date, the RTC granted SSS an extension of 15 days from receipt of its second order to post the required attachment bond.

On February 10, 2005, SSS filed a Motion for Partial Reconsideration of the Order dated January 10, 2005 requesting that it be allowed to post a real property bond in lieu of a cash/surety bond and asking for another extension of 30 days within which to post the said property bond. On March 7, 2005, the Parent Company filed its opposition to the said Motion.

On July 18, 2005, the RTC of Quezon City issued its third order denying the Parent Company's petition and granted SSS the 30-day extension to post the said attachment bond. Accordingly, on August 25, 2005, the Parent Company filed a Motion for Reconsideration (MR).

On September 12, 2005, the RTC of Quezon City issued its fourth order approving SSS's property bond in the total amount of P452.80 million. Accordingly, the RTC ordered the corresponding issuance of the writ of preliminary attachment. On November 3, 2005, the Parent Company submitted a Petition for Certiorari before the Court of Appeals (CA) seeking the nullification of the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005.

On February 22, 2006, the CA granted the Parent Company's petition for the issuance of the Temporary Restraining Order to enjoin the implementation of the orders of the RTC of Quezon City specifically on the issuance of the writ of preliminary attachment.

On March 28, 2006, the CA granted the Parent Company's petition for the issuance of a writ of preliminary injunction prohibiting the RTC of Quezon City from implementing the questioned orders.

On August 24, 2006, the CA issued a decision granting the Petition for Certiorari filed by the Parent Company on November 3, 2005 and nullifying the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005 and consequently making the writ of preliminary injunction permanent.

Accordingly, SSS filed a Petition for Review on Certiorari on the CA's decision before the Supreme Court (SC).

On November 15, 2006, the First Division of the SC issued a Resolution denying SSS's petition for failure of SSS to sufficiently show that the CA committed any reversible error in its decision which would warrant the exercise of the SC's discretionary appellate jurisdiction.

The Parent Company, at various instances, initiated negotiations with the SSS for restructuring of the loan but was not able to conclude a formal restructuring agreement.

On January 13, 2015, the RTC of Quezon City issued a decision declaring null and void the contract of loan and the related mortgages entered into by the Parent Company with SSS on the ground that the officers and the SSS are not authorized to enter the subject loan agreement. In the decision, the RTC of Quezon City directed the Parent Company to return to SSS the principal amount of loan amounting to P375.00 million and directed the SSS to return to the Parent Company and to its related parties titles and documents held by SSS as collaterals.

On January 22, 2016, SSS appealed with the CA assailing the RTC of Quezon City decision in favor of the Parent Company, et al. SSS filed its Appellant's Brief and the Parent Company filed a Motion for Extension of Time to file Appellee's Brief until May 16, 2016.

On May 16, 2016, the Parent Company filed its Appellee's Brief with the CA, furnishing the RTC of Quezon City and the Office of the Solicitor General with copies. SSS was given a period to reply but it did not file any.

On September 6, 2016, a resolution for possible settlement was received by the Parent Company from the CA. However, on February 7, 2017 a Notice to Appear dated December 7, 2016 was received by the Parent Company from the Philippine Mediation Center Unit - Court of Appeals (PMCU-CA) directing the Parent Company and SSS to appear in person and without counsel at the PMCU-CA on January 23, 2017 to choose their mediator and the date of initial mediation conference and to consider the possibility of settlement. Since the Notice to Appear was belatedly received, the parties were not able to appear before the PMCU-CA.

On February 27, 2017, a Second Notice to Appear issued by the PMCU-CA directing all parties to appear on February 27, 2017 at a specified time was received by the Parent Company only on February 27, 2017 after the specified time of the meeting. The Parent Company failed to appear.

On June 30, 2017, a resolution issued by the CA, resolved to submit the appeal for decision.

On August 30, 2019, the CA rendered its Decision reversing and setting aside the Decision dated January 13, 2015 and Order dated May 11, 2015 rendered by the RTC of Quezon City.

On November 4, 2019, the counsel for the Parent Company, WII and TWGI filed a Petition for Review with the SC.

On February 5, 2020, the SC issued its Resolution requiring SSS to file its Comment. SSS appealed for an extension to file its Comment until March 23, 2020. On August 14, 2020, the counsel for the Parent Company received a copy of the Comment dated June 24, 2020.

On July 26, 2021, the SC rendered a decision in favor of the Parent Company which includes the declaration of the contract of loan and the foreclosure sale as null and void and ordered the following:

- The Parent Company to pay SSS P375.00 million subject to 12.00% legal interest from October 28, 1999 to June 30, 2013, and 6.00% legal interest from July 1, 2013 until full payment; and

- SSS to return to the Parent Company the amount of P35.83 million, subject to a legal interest of 12.00% from the dates that the individual payments were remitted until June 30, 2013, and 6.00% legal interest from July 1, 2013 until full payment.

On January 28, 2022, the SSS filed a Motion for Reconsideration with the SC. On February 2, 2022, the Office of the Solicitor General filed a Manifestation with the SC that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its offices as a result of the COVID-19 pandemic. As at the date of authorization for issue of the consolidated financial statements, there were no updates on the progress of the foregoing motions filed by the SSS and the Office of the Solicitor General with the SC.

As a result of the SC decision, the Parent Company recognized a reversal of previously accrued interest and penalties on the SSS Loan amounting to P415.67 million as at December 31, 2021. The reversal was recognized and presented as “Reversal of accrual” in the consolidated statements of profit or loss and other comprehensive income.

On September 21, 2022, the SC issued a resolution denying SSS’ Motion for Reconsideration with Finality. On December 20, 2022, the SC issued an Entry of Judgment certifying the SC decision made on July 6, 2021 and that the same has, on September 21, 2022, become final and executory and is hereby recorded in the Book of Entries of Judgement.

The Company is hereby ordered to:

a. submit to the trial court a list of all fruits, income, or dividends received by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock;
b. provided a computation of all amounts to be paid and a list of all properties to be returned by each party, together with a proposed schedule of payments and reconveyance, over a period which shall not exceed six (6) months from the finality of the SC decision, to be approved by the trial court; and
c. submit a report to the trial court on each party's compliance with the execution of the SC decision.

Subsequently, the last day for complying with the foregoing directives of the SC was on March 21, 2023. The Company prayed to the SC to grant the Company an extension of 30 days from March 21, 2023, or until April 21, 2023, within which to submit the list of the income received by Company by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock, the computation of amounts to be paid and the list of all properties to be returned, together with a proposed schedule of payments and reconveyance, for approval of the SC.

On April 17, 2023, the Company filed a Manifestation with Motion to Approve Proposed Set-off and Schedule Reconveyance with the RTC of Quezon City to comply with the orders set out in the SC decision.

On August 17, 2023, Branch 76 of the RTC of Quezon City issued an Order approving the legal compensation between SSS and the WPI, ordering WPI to pay P258,117,749.89 to SSS, which is the balance of the amount due to SSS after set-off of the amounts due to WPI, and further ordering the return of real estate properties and shares of stock by SSS to defendants WPI and WIN.

On September 20, 2023, SSS filed a Motion for Reconsideration with RTC of Quezon City asking that August 17, 2023 Order to be set aside. The Motion for Reconsideration was denied by the RTC on January 12, 2024.

On May 27, 2024, WPI, WIN, and TWGI tendered Manager’s Checks totaling P258.12 million to SSS. On July 16, 2024, SSS filed its Manifestation of Conditional Acceptance, acknowledging receipt of the tendered amount as partial and initial payment only, subject to the outcome of the pending case before the Court of Appeals (CA G.R. SP No. 183716). As a result, the principal balance of the SSS loan was reduced to P116.88 million

WPI, WIN and TWGI then filed a Motion to Direct the Register of Deeds of Quezon City to cancel TCT Nos. N-281261 and N-281262 and to reinstate TC Nos. N-153395 and N-153396 to which the Court granted in its Order dated August 6, 2024.

Subsequently, SSS filed its Urgent Omnibus Motion for Reconsideration of the August 6, 2024 and for Inhibition of Hon. Pambid. The said Motion was denied by the Court on October 3, 2024.

On December 3, 2024, SSS filed a Petition for Certiorari (with Application for Temporary Restraining Order and/or Preliminary Injunction) against Hon. Pambid, WPI, TWGI and WIN before the CA, docketed as CA G.R. SP No.187166.

This is awaiting the order of the Court of Appeals to file comment on the Petition for Certiorari as at December 31, 2025.

Interest expense - net incurred from the SSS loan is recognized in the consolidated statements of profit or loss and other comprehensive income amounted to nil, P10.65 million and P20.35 million in 2025, 2024 and 2023, respectively.

Further, in relation to the SC decision declaring the SSS loan as null and void, the Parent Company reclassified the outstanding balance of the loan and the related accrued interest amounting to P116.80 million and P785.36 million, respectively, as “Provision” as at December 31, 2025 and June 30, 2026. The management considered the requirements under PAS 37 as basis for the reclassification.

7. The earnings (loss) per share are computed as follows:

	June 2026	**December 2025**
Net Income/(Loss)	139,581,805	(54,168,257)
Weighted Average Number of Shares Outstanding	2,498,991,753	2,498,991,753
Earnings per share	**0.056**	**(0.022)**

There are no dilutive potential shares as of June 30, 2026 and December 31, 2025.

8. Lease Agreement with Philippine Amusement and Gaming Corporation (“PAGCOR”)

The Parent Company, in behalf of WCCCHI and WMCHI, entered into lease agreements with PAGCOR. The lease agreement of WCCCHI with PAGCOR covered the Main Area (8,123.60 sq.m.), Slot Machine Expansion Area (883.38 sq.m.), Mezzanine (2,335 sq.m.) and 5th Floor Junket Area (2,336 sq.m.) for a total area of 13,677.98 sq.m. which commenced in March 2011. The lease agreement of WMCHI with PAGCOR covered the Main Area (4,076.24 sq.m.) and Chip Washing Area (1,076 sq.m.) for a total area of 5,152.24 sq.m. These aforesaid leases are valid until the year 2032.

9. Other Lease Agreements

Group as Lessor

Lease Agreements with Concessionaires

WCCHI, WMCHI, DIHCI and GIRDI have lease agreements with concessionaires for the commercial spaces available in their respective hotels. These agreements typically run for a period of less than one year, renewable upon the mutual agreement of the parties.

10. Commitments and Contingencies

The following are the significant commitments and contingencies involving the Group:

- **2006 BIR Tax Assessment**

  On November 10, 2008, the Parent Company received a Preliminary Assessment Notice from the BIR for deficiency taxes for the taxable year 2006. On February 9, 2009, the Parent Company sent a protest letter to BIR contesting the said assessment. On February 18, 2009, the Regional Office of the BIR sent a letter to the Parent Company informing the latter that the docket was returned to Revenue District Office for reinvestigation and further verification.

  On December 8, 2009, the Parent Company received BIR's Final Decision on Disputed Assessment for deficiency taxes for the 2006 taxable year. The final decision of the BIR seeks to collect deficiency assessments totaling to P3.3 million. However, on January 15, 2010, the Parent Company appealed the final decision of the BIR with the Court of Tax Appeals (CTA) on the grounds of lack of legal and factual bases in the issuance of the assessments.

  In its decision promulgated on November 13, 2012, the CTA upheld the expanded withholding tax (EWT) assessment and cancelled the VAT and compromise penalty assessments. WPI decided not to contest the EWT assessment. The BIR filed its motion for reconsideration (MR) on December 4, 2012 and on April 24, 2013, the Court issued its amended decision reinstating the VAT assessment. The Parent Company filed its MR on the amended decision that was denied by the CTA in its resolution promulgated on September 13, 2013.

  The Parent Company appealed the case to the CTA sitting En Banc on October 21, 2013. The CTA En Banc decision promulgated on December 4, 2014 affirmed the VAT and EWT assessments. The EWT assessment was paid on March 3, 2013. The CTA En Banc decision was appealed to the SC on February 5, 2015 covering the VAT assessment only. As at the date of the authorization for issue of the consolidated financial statements the Parent Company is still awaiting the SC's decision.

  Management and its legal counsels believe that the position of the Parent Company is sustainable, and accordingly, believe that the Parent Company does not have a present obligation (legal or constructive) with respect to the assessment.

- **2019 BIR Tax Assessment**

  On June 8, 2021, the Parent Company received a Letter of Authority SN: eLA201500023533 LOA-080-2021-0000113 dated May 31, 2021 from the BIR for the taxable year 2019.

  On January 26, 2023 the Parent received Notice of Discrepancy dated January 25, 2023. On February 24, 2023, the Parent Company sent a letter to BIR contesting the said assessment.

  On May 23, 2023, an Amended Notice of Discrepancy dated May 15, 2023 was received by the parent with changes on the assessment. On June 20, 2023, the Parent submitted a reply with justification and explanation on itemized assessment.

  On July 26, 2023, the parent received a Preliminary Assessment Notice dated July 24, 2023. On August 9, 2023, a reply dated August 9,2023 was sent to BIR still contesting the said assessment.

  On August 31, 2023, a Formal Letter of Demand dated August 16, 2023 was received by the Parent. On October 2, 2023, the Parent Company sent a protest letter to BIR contesting the portion of the said assessment. Settlement on Documentary Stamp Tax, Registration Fee, Expanded Withholding Taxes and Withholding tax on Compensation amounting to P3.3 million was made on October 12, 2023.

  On March 6, 2024, the Parent Company sent a protest letter, which was accepted by the BIR requesting for reinvestigation and verification, which includes deficiencies in income tax amounting to P22.0 million and VAT amounting to P21.3 million. A partial settlement for Income Tax amounting to P5.0 million was made on March 26, 2024, followed by a final payment of P5.08 million on May 27, 2024. On the same day, a Waiver of the Defense of Prescription for Value Added Tax was executed and accepted by the Regional Director of Revenue Region No. 13 on June 25, 2024. Lastly, a settlement of miscellaneous fees amounting to 59,000 was made on July 1, 2024.

MANAGEMENT DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Below are the results of operations of the Parent Company and its subsidiaries, for the period ending June 30, 2026 and 2025 together with its financial conditions as of the same period.

RESULTS OF OPERATIONS

	June 2026	June 2025
Revenues	**450,820,489**	**499,552,966**
Less: Costs and Expenses	329,714,699	310,997,288
Net Income Before Fixed Financial and Other Charges	**121,105,790**	**188,555,678**
Less: Fixed Financial and Other Charges (Dep'n and Amort'n, and Interest)	63,340,126	149,109,416
Income before Income Tax	**57,765,664**	**39,446,262**
Income Tax Expense	5,638,495	11,677,489
Income (Loss) before Share in Minority Interest	**58,872,519**	**19,267,318**
Share of Minority Interest	(6,745,350)	8,501,455
Net Income	**52,127,168**	**27,768,773**
Earnings Per share	**0.024**	**0.008**

Period ended June 30, 2026 compared to Period Ended June 30, 2025.

Income Statement

Hotels and other subsidiaries' gross revenue for the 2nd quarter of 2026 was P48.7 million lower than last year, mainly because of fewer tourist arrivals and cancelled events from corporate and government agencies. These were driven by higher airfares linked to the Middle East energy crisis. Consolidated costs and expenses went up by 3%, mostly due to the recent fuel price hike, which added to operating expenses.

Seasonality or Cyclicality of Interim Operations

2nd QUARTER

The Group opened its facilities and functions for special events and accommodated local guests through online bookings and walk-ins, government and corporate clients that include airline, telecommunication and utility companies. For Food and Beverage, the Group has reimagined the outlet menus boosting promotions for clients to get to taste our sumptuous dishes right at the outlets. Presentation of top five performance indicators for third quarter is shown as follows.

TOP FIVE (5) PERFORMANCE INDICATORS

	June 30, 2026	June 30, 2025
Occupancy Percentage	52.97%	72.94%
Average Room Rates	3,530.78	3,483.87
Food Covers	121,097	148,941
Average Food Checks	526.49	555.59
Average Food Costs	37.44%	36.00%

Occupancy Percentage

The occupancy percentage is 52.97%. Occupancy percentage is computed by dividing the total number of rooms sold over the total number of rooms available for sale.

Average Room Rate

Average room rate is Php 3,530.78. Average room rate is computed by dividing the net rooms revenue over the total number of rooms sold.

Food Covers

Food covers are 121,097. Food covers pertain to the number of guests that availed of the restaurant's services.

Average Food Check

The average food check or average consumption per guest is Php 526.49. Average Food Check is derived by dividing the total food and beverage revenue by total food covers.

Average Food Cost

The average food cost is 37.44%. Average Food Cost is computed by dividing the cost of sales food by revenue plus allowance.

FINANCIAL CONDITION

Cash and cash equivalents – This account decreased by P24.49M which is 7% lower from June last year.

Receivables – has decreased by 63% from P3.84B in June 2025 to P1.42B in June 2026.

Notes Receivable – Increased by 79% or P97.81M from June 2025.

Inventories – Inventories decreased by 1% from June last year.

Due from related parties-current portion – Has decreased by P2.55B from June of last year. This represents interest bearing advances to TWGI, PRC and Crisanta Realty.

Prepaid expenses and other current assets – A decrease of P532.76M from June last year have been noted, primarily due to account reclassifications. Prepaid expenses refer to payments made for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment – There was a 50% increase from June last year. In compliance with PAS 27, property and equipment (except operating and transportation equipment) were carried at revalued amounts effective 2009.

Other noncurrent assets – There is a slightly decrease of 0.43% from June last year.

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and loans payable. The account decreased by 30% from last year.

Loans Payable – current portion of the loan for June 2026 is at P241M compared to last year of P670M.

Noncurrent liabilities – The account resulted in a decreased of 10% from June of previous year.

Key Variable and Other Qualitative and Quantitative Factors:

a. Any known Trends, Events or Uncertainties

The Group has assessed that it will still have a continued operation after the previous year's challenges. The full impact on the Group will depend on the duration of this unique crisis and how it severely impacts the economy going forward, with a range of potential outcomes too large to provide a meaningful quantification at this point. The subsequent impact of this outbreak especially on the Group's estimates of provision on financial instruments and recoverability of nonfinancial assets will be determined, quantified and recognized in the Group's financial statements when these become estimable.

b. There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

Omnibus Security and Loan Agreement Covenants

As of June 30, 2026, the Group's debt service coverage ratio had met the agreed threshold.

c. There are no material off-balance sheet transactions, arrangements, obligations (including, contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

d. The group is not subject to externally-imposed capital requirements.

Financial Risk and Capital Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents, receivables, notes receivable, due from related parties, short-term investments, equity securities – at fair value through other comprehensive income FVOCI), other noncurrent assets (excluding advances to contractors and advances to supplier), accounts payable and accrued expenses (excluding local taxes, output VAT and withholding taxes), loans payable, due to a related party, lease liabilities, other current liabilities (excluding deferred income), concessionaires' deposits and retention payables. These financial instruments arise directly from operations.

The main risks arising from the financial instruments of the Group are credit risk, liquidity risk and market risk. There has been no change to the Group's exposure to risks or the manner in which it manages and measures the risks in prior financial years. The Group's management reviews and approves policies for managing each of these risks and they are summarized as follows:

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information, and in some cases bank references. The Group limits its exposure to credit risk by establishing credit limits and maximum payment period for each customer, reviewing outstanding balances to minimize transactions with customers in industries experiencing particular economic volatility.

With respect to credit risk from other financial assets of the Group, which mainly comprise of due from related parties, the exposure of the Group to credit risk arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

There is no other significant concentration of credit risk in the Group.

The credit grades used by the Group in evaluating the credit quality of its receivables to customers and other parties are the following:

Grade A financial assets pertain to financial assets that are neither past due nor impaired which have good collection status. These financial assets are those which have high probability of collection, as evidenced by counterparties having ability to satisfy their obligations.

Grade B financial assets are those past due but not impaired financial assets and with fair collection status. These financial assets include those for which collections are probable due to the reputation and the financial ability to pay off the counterparty but have been outstanding for a length of time.

Grade C financial assets are those which have continuous default collection issues. These financial assets have counterparties that are most likely not capable of honoring their financial obligations

The credit quality of the Group's financial assets that are neither past due or impaired is considered to be of good quality and expected to be collectible without incurring any credit losses.

Information on the Group's receivables and due from related parties that are impaired as of December 31, 2025 and 2024 and the movement of the allowance used to record the impairment losses are disclosed in Notes 5 and 8 to the consolidated financial statements.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group monitors and maintains a level of cash deemed adequate by the management to finance the Group's operation and mitigate the effects of fluctuations in cash flows. Additional short-term funding is obtained through related party advances and from bank loans, when necessary.

Ultimate responsibility for liquidity risk management rests with the BOD, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. For the Group's short-term funding, the Group's policy is to ensure that there are sufficient working capital inflows to match repayments of short-term debt.

Market Risk

Market risk is the risk that the fair value or cash flows of a financial instrument of the Group will fluctuate due to change in market prices. Market risk reflects interest rate risk, currency risk and other price risks.

The Group is primarily exposed to the financial risk of changes in equity prices of its equity securities - at FVOCI.

Interest Rate Risk

Cash flow interest rate risk is the risk that the future cash flow of the financial instruments will fluctuate because of the changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's financial instrument that is primarily exposed to interest risk is the interest-bearing funds made available by the Parent Company to WCCCHI/Waterfront Cebu to finance the construction of the Cebu City Hotel Project. Such funds were substantially sourced from a P375.00 million loan from SSS, as well as the stock rights offering of the Parent Company. In 2006, the Parent Company charged WCCCHI on the related interests and penalties on the contention that the latter benefited from the proceeds of the SSS loan. Starting 2017, WCCCHI was not anymore charged with the interest on SSS loan because the Parent Company has assessed that if it has already fulfilled its obligations related to its use of proceeds from such loan.

Cash flow interest rate risk exposure is managed within parameters approved by management. If the exposure exceeds the parameters, the Group enters into hedging transactions.

Equity Price Risk

Equity price risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Group monitors the changes in the price of the shares of stock of WPI. In managing its price risk, the Group disposes of existing or acquires additional shares based on the economic conditions.

Fair Value of Financial Assets and Liabilities

The carrying amount of cash and cash equivalents, receivables, current portion of due from related parties, accounts payable and accrued expenses and other current liabilities approximate their fair values due to the short-term maturity of these instruments.

The fair value of interest-bearing due from related parties and loans payable is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as of the reporting date; thus, the carrying amount approximates fair value.

Risk Management Structure

Board of Directors

The BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Group. It also has the overall responsibility for the development of risk strategies, principles, frameworks, policies and limits. It establishes a forum of discussion of the Group's approach to risk issues in order to make relevant decisions.

Risk Management Committee

Risk management committee is responsible for the comprehensive monitoring, evaluating and analyzing of the Group's risks in line with the policies and limits set by the BOD.

Capital Management

The primary objective of the Group's capital management is to ensure its ability to continue as a going concern and that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. Capital is defined as the invested money or invested purchasing power, the net assets or equity of the entity. The Group's overall strategy remains unchanged from 2026 and 2025.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. For purposes of the Group's capital management, capital includes all equity items that are presented in the consolidated statement of changes in equity, except for revaluation surplus on property and equipment, retirement benefits reserve, foreign currency translation adjustment and fair value reserve.

The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the omnibus and security loan agreement. Breaches in meeting the financial covenants would permit the bank to immediately demand the full, outstanding balance of the loans.

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As of June 30, 2026

	Unaudited June 30, 2026	Unaudited June 30, 2025	Audited December 31, 2025
ASSETS			
Current Assets			
Cash and cash equivalents	332,829,097	357,324,312	359,545,436
Short-term Investments	925,435		906,620
Receivables - net	1,418,063,994	3,842,363,924	1,098,656,816
Note receivable	221,637,031	123,831,529	138,693,473
Due from related parties - current portion	1,070,174,339	3,622,183,690	994,987,715
Inventories	34,239,851	34,665,869	32,095,706
Prepaid expenses and other current assets	136,905,904	669,670,129	78,861,296
Total Current Assets	**3,214,775,650**	**8,650,039,453**	**2,703,747,062**
Noncurrent Assets			
Equity securities - at fair value through other comprehensive income	72,544,600	18,382,520	72,544,600
Due from related parties - noncurrent portion	6,220,467,411	3,408,878,558	6,497,858,120
Property and equipment - net	13,959,239,917	9,298,963,651	14,038,875,338
Right-of-use assets -net	126,889,273	139,827,237	113,254,273
Deferred Tax Assets	205,622,724	282,499,429	205,622,724
Retirement benefits asset	87,892,222	72,788,666	78,452,381
Other noncurrent assets	896,323,677	900,217,643	880,240,509
Total Noncurrent Assets	**21,568,979,824**	**14,121,557,704**	**21,886,847,945**
Total Assets	**24,783,755,474**	**22,771,597,157**	**24,590,595,007**
LIABILITIES AND EQUITY			
Current Liabilities			
Accounts payable and accrued expenses	1,278,321,959	2,196,564,308	1,021,566,440
Loans payable - current portion	241,000,000	670,000,000	241,000,000
Lease Liabilities - current portion	16,128,254	-	2,787,936
Due to related parties - current portion	287,519,987	-	283,057,897
Income tax payable	11,817,992	-	38,069,886
Other current liabilities	233,223,754	98,493,974	54,161,373
Total Current Liabilities	**2,068,011,946**	**2,965,058,282**	**1,640,643,532**
Noncurrent Liabilities			
Loans payable - noncurrent portion	1,780,000,000	2,222,305,926	1,900,000,000
Provision	902,240,126	844,278,092	902,240,126
Retirement benefits liability	10,265,065	7,105,572	-
Lease liabilities - net of current portion	144,210,216		144,210,217
Deferred tax liabilities	2,886,737,223	-	2,886,737,220
Other noncurrent liabilities	353,963,286	3,657,008,877	509,680,855
Total Noncurrent Liabilities	**6,077,415,916**	**6,730,698,467**	**6,342,868,417**
Total Liabilities	**8,145,427,862**	**9,695,756,749**	**7,983,511,950**
EQUITY			
Equity Attributable to Equity Holders of the Parent Company			
Capital stock	2,498,991,753	2,498,991,753	2,498,991,753
Additional paid-in capital	706,364,357	706,364,357	706,364,357
Revaluation surplus in property and equipment	6,739,420,209	4,873,578,957	6,739,420,208
Retirement benefits reserve	161,026,043	175,731,391	161,026,043
Foreign currency translation adjustment	82,393,349		76,931,874
Fair value reserve	5,733,830	6,132,050	5,733,830
Retained earnings	3,577,811,192	3,759,927,102	3,535,033,826
Total Equity Attributable to Equity Holders of the Parent Company	**13,771,740,733**	**12,020,725,610**	**13,723,501,891**
Non-controlling Interest	**2,866,586,879**	**1,055,114,798**	**2,883,581,166**
Total Equity	**16,638,327,612**	**13,075,840,408**	**16,607,083,057**
Total Liabilites and Equity	**24,783,755,474**	**22,771,597,157**	**24,590,595,007**

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
As of June 30, 2026

	YTD June 30, 2026	YTD June 30, 2025	Quarter Ended - Unaudited June 30, 2026	Quarter Ended - Unaudited June 30, 2025	Audited December 31, 2025
REVENUES					
Hotel	613,242,810	695,043,583	287,528,540	318,261,210	1,362,840,114
Nonhotel	303,944,072	136,767,556	153,013,300	69,413,942	625,352,030
Interest and other income	20,120,284	210,580,523	10,278,649	111,877,814	45,496,494
	937,307,166	**1,042,391,662**	**450,820,489**	**499,552,966**	**2,033,688,638**
COSTS AND EXPENSES					
Cost of sales					
Hotel	136,512,430	325,865,431	65,117,694	157,789,558	301,389,674
Nonhotel	536,261,641	316,937,392	264,597,005	153,207,730	1,397,508,309
	672,774,071	**642,802,823**	**329,714,699**	**310,997,288**	**1,698,897,982**
	264,533,095	**399,588,839**	**121,105,790**	**188,555,678**	**334,790,656**
OTHER EXPENSES (INCOME)					
Depreciation and amortization	96,409,267	100,726,041	45,681,864	52,295,562	(327,141,461)
Casualty loss on damaged properties	-	-	-	-	-
Gain from insurance claims	-	-	-	-	-
Income from reversal of excess accrual	-	-	-	-	-
Interest expense	87,127,096	99,706,722	43,410,083	59,205,098	(229,211,318)
Penalties and other charges		-	-	-	-
Casualty loss	-	-	-	-	-
Provision for impairment losses	-	-	-	-	
Gain on sale of property and equipment	-	-	-	-	-
Interest income	(51,232,912)	-	(25,599,868)	-	119,467,498
Unrealized foreign exchange loss	-	-	-	-	-
Foreign exchange gains - net	(4,911)	-	(991)	-	(2,635,082)
Others - net	470,205	60,955,643	(150,961)	37,608,756	(23,922,802)
	132,768,744	**261,388,406**	**63,340,126**	**149,109,416**	**(463,443,165)**
INCOME (LOSS) BEFORE INCOME TAX	**131,764,351**	**138,200,433**	**57,765,664**	**39,446,262**	**(128,652,509)**
INCOME TAX EXPENSE (BENEFIT)	**5,638,495**	**11,677,489**	5,638,495	11,677,489	**(22,887,530)**
NET INCOME (LOSS)	**126,125,855**	**126,522,944**	**52,127,168**	**27,768,773**	**(105,764,979)**
OTHER COMPREHENSIVE INCOME (LOSS)					
Appraisal increase on property and equipment	-	-	-	-	2,579,205,047
Remeasurement gains/(loss) on defined benefit plan	-	-	-	-	17,035,036
Actuarial gains (losses) on employee benefit plan during the year	-	-	-	-	-
Provision for deferred tax on actuarial gains or losses on employee benefit plan	-	-	-	-	-
Derecognition of revaluation surplus resulting from casualty loss	-	-	-	-	-
Deferred tax effect on derecognition of revaluation surplus resulting from casualty loss	-	-	-	-	-
Appraisal increase in property and equipment for the year	-	-	-	-	-
Provision for deferred tax on appraisal increase in property and equipment	-	-	-	-	
Fair value reserve	-	-	-	-	4,162,080
Unrealized gain on equity securities at fair value through other comprehensive income	-	-	-	-	-
Deferred tax effect	-	-	-	-	(649,060,021)
Foreign currency translation differences for foreign operations	5,461,474	-	-	-	1,843,389
	5,461,474	**-**	**-**	**-**	**1,953,185,531**
TOTAL COMPREHENSIVE INCOME (LOSS)	**131,587,329**	**126,522,944**	**52,127,168**	**27,768,773**	**1,847,420,552**
EARNINGS PER SHARE - Basic and Diluted	**0.056**	**0.050**	**0.024**	**0.008**	**(0.022)**

	2026	2025	2026	2025	2025
Net income (loss) attributable to:					
Equity holders of the Parent Company	139,581,805	124,541,097	58,872,519	19,267,318	(54,168,257)
Non-controlling interest	(13,455,949)	1,981,847	(6,745,350)	8,501,455	(51,596,722)
	126,125,855	**126,522,944**	**52,127,168**	**27,768,773**	**(105,764,979)**
	(0)	**-**	**(0)**	**-**	**(0)**
Total comprehensive income (loss) attributable to:					
Equity holders of the Parent Company	145,043,278	137,992,581	7,050,697	31,390,019	1,327,291,952
Non-controlling interest	(13,455,949)	(11,469,637)	(1,986,312)	(13,811,608)	520,128,600
	131,587,329	**126,522,944**	**5,064,385**	**17,578,411**	**1,847,420,552**
EARNINGS PER SHARE - Basic and Diluted	**0.056**	**0.050**	**0.024**	**0.008 -**	**0.022**

	Unaudited June 30, 2026	Unaudited June 30, 2025	Audited December 31, 2025
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE PARENT COMPANY			
Capital stock - P1 par value per share	2,498,991,753	2,498,991,753	2,498,991,753
Additional Paid-in Capital	706,364,357	706,364,357	706,364,357
Revaluation Surplus in Property and Equipment			
Balance at beginning of year	6,739,420,208	5,571,304,631	5,571,304,631
Other comprehensive income - net of income tax effect	-	-	1,343,877,443
Derecognition of land held under finance lease due to acquisition of a subsidiary	-	-	
Transfer of revaluation surplus absorbed through depreciation	-	-	(175,761,866)
Balance at end of year	**6,739,420,208**	**5,571,304,631**	**6,739,420,208**
Unrealized Valuation Gain (Loss) on AFS Investments			
Balance at beginning of year	-	-	-
Valuation loss taken into equity during the year	-	-	-
Change in equity ownership of non-controlling interest in a subsidiary	-	-	-
Balance at end of year	-	-	-
Foreign Currency Translation Adjustment			
Balance at beginning of year	76,931,874	75,088,486	75,088,486
Other comprehensive income - net of income tax effect	5,461,474	(75,088,486)	1,843,388
Balance at end of year	**82,393,348**	**-**	**76,931,874**
Retained Earnings/(Deficit)			
Appropriation for renovation and business expansion	-	3,380,840,212	-
Unappropriated			-
Balance at beginning of year	3,535,033,826	-	3,336,914,972
Transfer of revaluation surplus absorbed through depreciation	(83,348,489)	(426,717,050)	175,761,866
Change in retirement benefits reserve	-	-	-
Net income for the year	126,125,855	126,522,944	22,356,988
Balance at end of year	**3,577,811,192**	**(300,194,106)**	**3,535,033,826**
Total deficit	**3,577,811,192**	**3,080,646,106**	**3,535,033,826**
	13,604,980,858	**11,857,306,848**	**13,556,742,018**
Fair value reserve, beginning of the year	5,733,830	3,415,552	3,415,552
Other comprehensive income-net tax effect		11,677,489	2,318,278
Total fair value reserve	**5,733,830**	**15,093,041**	**5,733,830**
Retirement benefits reserve, beginning of the year	161,026,043	148,325,721	148,325,721
Other comprehensive income-net tax effect		-	12,700,322
Total retirement benefits reserve	**161,026,044**	**148,325,721**	**161,026,043**
Total Equity Attributable to Equity Holders of the Parent Company	**13,771,740,732**	**12,020,725,610**	**13,723,501,891**
NON-CONTROLLING INTEREST			
Balance at beginning of year	2,883,581,166	2,342,731,788	2,342,731,788
Derecognition related to land due to recession of finance lease	-	-	-
Change in equity ownership of non-controlling interest in a subsidiary	-	-	-
Valuation loss on AFS investments taken into equity during the year	-	-	-
Reacquisition of APHC shares	-	-	-
Other comprehensive income - net of income tax effect	(3,538,338)	(1,287,616,990)	592,446,100
Net income/(loss) for the year	**(13,455,949)**	-	**(51,596,722)**
Balance at end of year	**2,866,586,880**	**1,055,114,798**	**2,883,581,166**
	16,638,327,612	**13,075,840,408**	**16,607,083,057**

	Unaudited June 30, 2026	Unaudited June 30, 2025	Audited December 31, 2025
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax	131,764,351	138,200,433	(128,652,509)
Adjustments for:			
Depreciation and amortization	96,409,267	100,726,041	327,141,461
Interest expense	87,127,096	99,706,722	229,211,318
Gain on sale of property and equipment	-	-	-
Retirement benefit costs	738,153	1,632,517	2,711,723
Loss on restructuring of due from related parties	-	-	21,088,989
Impairment losses	-	-	311,403,413
Unrealized foreign exchange loss (gain)	(119,227)	-	2,641,571
Foreign currency translation adjustment	-	-	
Income due to rent concession	-	-	(1,398,170)
Non-controlling interest	-	(1,780,972,537)	
Interest income	(28,725,924)	(210,580,523)	(119,467,498)
Operating income before working capital changes	**287,193,716**	**(1,651,287,347)**	**644,680,298**
Decrease (increase) in:			
Receivables	(224,287,876)	(2,112,021,727)	431,697,105
Inventories	(2,144,144)	(3,414,102)	(843,939)
Due from related parties	(90,284,777)	-	-
Short-term investment	-	2,856,000	(9,373,377)
Prepaid expenses and other current assets	(60,870,207)	(618,921,995)	-
Increase (decrease) in:			-
Accounts payable and accrued expenses	61,388,885	483,373,395	73,797,874
Other noncurrent liabilities	5,202,297	(131,107,377)	-
Other current liabilities	25,637,487	(105,641,790)	(18,364,309)
Cash generated from operations	**1,835,383**	**(4,136,164,943)**	**1,121,593,652**
Interest received	326,541	210,580,523	14,173,391
Income taxes paid	(27,203,345)	(65,805,063)	(144,126,912)
Retirement plan contributions paid	-	-	-
Deferred tax	-	-	-
Interest paid	-	(99,706,722)	(203,700,664)
Net cash provided by operating activities	**(25,041,420)**	**(4,091,096,205)**	**787,939,467**
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisitions of property and equipment	(10,099,530)	2,275,389,251	(43,258,767)
Proceeds from sale of property and equipment	-	-	-
Due from related parties	54,221,552	2,980,824	(636,530,734)
Proceeds from insurance claims on property damage	-	-	-
Short-term investment	(4,162,080)	-	1,949,380
Notes Receivable	(492,313)	147,871,199	133,009,255
Cash receipt from cash paid for contractors and other deposits			(11,857,475)
Noncurrent assets	(16,084,068)	(93,525,554)	
Net cash used in investing activities	**23,383,561**	**2,332,715,720**	**(556,688,341)**
CASH FLOWS FROM FINANCING ACTIVITIES			
(Increase)Decrease in loans payable		81,305,926	
Proceeds from advances from related party	181,967,794	-	18,159,942
Receipt from concessionaire	-	-	27,100,634
Increase (decrease) in other noncurrent liabilities	-	3,174,428,611	-
Loan Payment	(207,127,096)	-	(295,000,000)
Deferred tax liabilities	-	(1,529,441,662)	-
Payment of Lease Liabilities	-	(3,944,388)	(15,326,044)
Net cash provided by (used in) financing activities	**(25,159,302)**	**1,722,348,487**	**(265,065,468)**
INCREASE (DECREASE) IN TRANSLATION ADJUSTMENT FOR TH	**100,822**		**3,468**
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**(26,716,339)**	**(36,031,998)**	**(33,810,874)**
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**359,545,436**	**393,356,310**	**393,356,310**
CASH AND CASH EQUIVALENTS AT END OF YEAR	**332,829,097**	**357,324,312**	**359,545,436**

WATERFRONT PHILIPPINES, INCORPORATED AND SUBSIDIARIES
SCHEDULE OF AGING OF ACCOUNTS RECEIVABLE FOR SEC REPORTING
As of June 30, 2026

Trade Receivables	0-30 days	31-60 days	61-90 days	91-120 days	121 days over	**Total**
Waterfront Cebu City Casino Hotel Inc.	17,133,752	(9,269,994)	(2,697,317)	12,506,788	248,474,210	**266,147,438**
Waterfront Airport Hotel and Casino	3,992,439	6,972,722	1,905,063	9,564,944	99,190,415	**121,625,583**
Waterfront Insular Hotel Davao	2,810,647	2,900,508	556,468	160,649	11,694,119	**20,829,252**
Grand Ilocandia Resort & Development Inc.	1,788,450.98	263,164	-	1,601,032	1,887,958	**5,540,605**
Others (APHC, WFC, WHC, WWGI)	-	-	-	-	17,286,040	**17,286,040**
Total	**25,725,289**	**866,400**	**(235,787)**	**23,833,414**	**378,532,742**	**431,428,918**

The following document has been received:

Receiving: DONNA ENCARNADO
Receipt Date and Time: July 14, 2026 01:23:11 PM

Company Information

SEC Registration No.: AS94008678
Company Name: WATERFRONT PHILIPPINES INC.
Industry Classification: J66940
Company Type: Stock Corporation

Document Information

Document ID: OST107142026811724916
Document Type: CURRENT_REPORT
Document Code: SEC_Form_17-C
Period Covered: June 30, 2026
Submission Type: Original Filing
Remarks: None

Acceptance of this document is subject to review of forms and contents

COVER SHEET

A	S	0	9	4	8	6	7	8		

S.E.C. Registration No.

WATERFRONT PHILIPPINES INCORPORATED

(Company's Full name)

#1 WATERFRONT DRIVE
OFF SALINAS DRIVE
LAHUG CEBU CITY

Business Address: No. Street City/Town Provinces

Atty. Arsenio A. Alfiler, Jr.

Contact Person

687-7536

Tel. No

LIST OF TOP 100 STOCKHOLDERS REPORT
AS OF 30 JUNE 2026

17-C

Form type

Secondary License, (if applicable type)

Dept. requiring this doc

Amended Articles number

Total stockholders

Domestic **Foreign**

To be accomplished by SEC personnel concerned

File Number **LCU**

Document I.D. **Cashier**

STAMPS

CR05238-2026

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.

Waterfront Philippines, Incorporated
WPI

PSE Disclosure Form 17-12-A - List of Top 100 Stockholders (Common Shares)
Reference: Section 17.12 of the Revised Disclosure Rules

Type of Securities

Common

For the period ended	Jun 30, 2026

Description of the Disclosure

WATERFRONT PHILIPPINES, INC LIST OF TOP 100 STOCKHOLDERS AS OF JUNE 30, 2026

Number of Issued Common Shares	2,498,991,753
Number of Treasury Common Shares, if any	0
Number of Outstanding Common Shares	2,498,991,753
Number of Listed Common Shares	2,498,991,753
Number of Lodged Common Shares	1,180,876,274
PCD Nominee - Filipino	1,135,427,470
PCD Nominee - Non-Filipino	45,448,804
Number of Certificated Common Shares	1,318,115,479

Change from previous submission

TOP 100 AS OF 31 MARCH 2026
PCD Nominee – Filipino – 1,134,828,225
PCD Nominee - Non-Filipino – 46,038,049
Lodge Shares - 1,180,866,274
Certificated Shares – 1,318,125,479

TOP 100 AS OF 30 JUNE 2026
PCD Nominee – Filipino – 1,135,427,470
PCD Nominee - Non-Filipino – 45,448,804
Lodge Shares – 1,180,876,274
Certificated Shares – 1,318,115,479

Filed on behalf by:

Name	Amando Ponsaran Jr.
Designation	Assistant Corporate Secretary

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 06/30/2026

Rank	Name	Holdings	Percentage
1	PCD NOMINEE CORP. (FILIPINO)	1,135,427,470	45.44%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	45,448,804	01.82%
4	KENNETH T. GATCHALIAN	30,000,100	01.20%
5	REXLON T. GATCHALIAN	30,000,000	01.20%
6	WESLIE T. GATCHALIAN	30,000,000	01.20%
7	FORUM HOLDINGS CORPORATION	20,626,000	00.83%
8	PRIMARY STRUCTURES CORPORATION	16,212,500	00.65%
9	REXLON GATCHALIAN	14,740,000	00.59%
10	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	00.58%
11	ELVIRA A. TING	10,000,009	00.40%
12	CATALINA ROXAS MELENDRES	6,246,000	00.25%
13	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	00.06%
14	ROLANDO M. LIM	1,142,500	00.05%
15	FELIPE A CRUZ, JR.	1,100,000	00.04%
16	MARIA CONCEPCION CRUZ	876,000	00.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	00.03%
18	BENSON COYUCO	605,000	00.02%
19	LUCENA B. ENRIQUEZ	552,000	00.02%
20	EMILY LIM	500,000	00.02%
21	DEE HUA T. GATCHALIAN	350,000	00.01%
22	ARTHUR H. OSMENA &/OR JANE Y. OSMENA	330,000	00.01%
23	JOSE YAP &/OR CONCHITA YAP	330,000	00.01%
24	MARVIN J. GIROUARD	330,000	00.01%
25	DAVID LAO OSMENA	314,600	00.01%
26	ANA L. GO	300,000	00.01%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 06/30/2026

Rank	Name	Holdings	Percentage
27	SEGUNDO SEANGIO &/OR VIRGINIA SEANGIO	297,000	00.01%
28	CHARTERED COMMODITIES CORPORATION	294,999	00.01%
29	DOMINGO C GO	275,000	00.01%
30	DAVID LAO OSMENA	275,000	00.01%
31	SILVER GREEN INVESTMENTS LTD.	230,000	00.01%
32	GARY GO DYCHIAO	200,000	00.01%
33	MERIDIAN SEC., INC. A/C# 844	200,000	00.01%
34	CRISTINO NAGUIAT, JR.	181,500	00.01%
35	WILLIE TIO	159,500	00.01%
36	BETO Y. LIM	150,000	00.01%
37	PIERCE INTERLINK SECURITIES, INC.	150,000	00.01%
38	AURORA V. SAN JOSE	143,000	00.01%
39	YAN TO A. CHUA	132,000	00.01%
40	CELY S. LIM	112,200	00.00%
41	DEWEY CHOACHUY, JR	111,300	00.00%
42	JOHN CRHISTOPHER D. WEIGEL	110,000	00.00%
43	WANG YU HUEI	110,000	00.00%
44	WILSON CHUA &/OR BECKY QUE CHUA	110,000	00.00%
45	KENSTAR INDUSTRIAL CORPORATION	110,000	00.00%
46	WATERFRONT NOMINEES SDN BHD A/C#6	107,800	00.00%
47	CATHAY SEC. CO., INC. A/C# 1030	100,000	00.00%
48	MANUEL H. OSMENA &/OR GRELINA L. OSMENA	100,000	00.00%
49	CHONG PENG YNG	100,000	00.00%
50	PACIFIC WIDE REALTY DEVELOPMENT CORP.	100,000	00.00%
51	PACIFIC CONCORDE CORPORATION	100,000	00.00%
52	MIZPAH HOLDINGS, INC.	100,000	00.00%

Rank	Name	Holdings	Percentage
53	CHESA HOLDINGS, INC.	100,000	00.00%
54	PACIFIC REHOUSE CORPORATION	100,000	00.00%
55	PACIFIC IMAGES, INC.	100,000	00.00%
56	CARRIE LIM	100,000	00.00%
57	ALVIN TAN UNJO	88,000	00.00%
58	TERESITA GO &/OR SATURNINA GO	87,000	00.00%
59	GEORGE U. YOUNG, JR	82,500	00.00%
60	ROLANDO D. DE LEON	66,000	00.00%
61	LIPPO SECURITIES, INC.	56,500	00.00%
62	L.M. GARCIA & ASS., INC. A/C# 160	55,000	00.00%
63	MA. TERESA P. CRUZ	55,000	00.00%
64	PRIMITIVO C. CAL	55,000	00.00%
65	LEONG JEE VAN	55,000	00.00%
66	KIRBY YU LIM	55,000	00.00%
67	LIM TAY	55,000	00.00%
68	FRUTO M. TEODORICO, JR	55,000	00.00%
69	RENATO C. GENDRANO &/OR GENDRANO BERNADETTE	55,000	00.00%
70	LYDIA J. SY	55,000	00.00%
71	EDILBERTO &/OR ROSITA TANYU &/OR WELLINGTON HO VELASCO	55,000	00.00%
72	NEIL JOHN A. YU	50,000	00.00%
73	ROBERTO L. UY	50,000	00.00%
74	UY TIAK ENG	50,000	00.00%
75	SANDRA E. PASCUAL	50,000	00.00%
76	FRANCISCO C. SAN DIEGO	50,000	00.00%
77	VICKY L. CHAN	50,000	00.00%
78	EBC SECURITIES CORPORATION	48,400	00.00%

Stock Transfer Service Inc.
WATERFRONT PHILIPPINES, INCORPORATED
List of Top 100 Stockholders
As of 06/30/2026

Rank	Name	Holdings	Percentage
79	TAN DAISY TIENG	46,500	00.00%
80	EAST ASIA OIL & MINING COMPANY, INC.	40,000	00.00%
81	OCBC SECURITIES PHILS., INC.	40,000	00.00%
82	MANILYNN L. OSMENA	39,600	00.00%
83	MEGHANN GAIL L. OSMENA	39,600	00.00%
84	MANUEL L. OSMENA, II	39,600	00.00%
85	GLADYS MAY L. OSMENA	39,600	00.00%
86	STEVE WOODWARD	39,600	00.00%
87	ROBERT KLING	39,600	00.00%
88	JAY JACOBS	39,600	00.00%
89	ADRIAN LONG	39,600	00.00%
90	LUZ YAMANE	38,500	00.00%
91	LILY S. HO	36,300	00.00%
92	ABACUS SECURITIES CORPORATION	35,200	00.00%
93	LILIAN HONG	34,000	00.00%
94	INTERNATIONAL POLYMER CORPORATION	33,000	00.00%
95	SEAFRONT RESOURCES CORP.	33,000	00.00%
96	ARTURO GUANZON	33,000	00.00%
97	LEONCIO TIU	33,000	00.00%
98	RAMONCITO ARCEO	30,000	00.00%
99	RODOLFO B. LEDESMA	30,000	00.00%
100	TAN LIN LAY	30,000	00.00%
	Total Top 100 Shareholders :	2,496,984,782	99.92%
	Total Issued Shares	2,498,991,753	

WPI000000000 June 30, 2026

OUTSTANDING BALANCES FOR SPECIFIC COMPANY

June 30, 2026

WPI000000000

BPNAME	QUANTITY
UPCC SECURITIES CORP.	65,000
A & A SECURITIES, INC.	525,200
ABACUS SECURITIES CORPORATION	39,403,579
PHILSTOCKS FINANCIAL INC	67,434,154
A. T. DE CASTRO SECURITIES CORP.	34,000
ALL ASIA SECURITIES MANAGEMENT CORP.	202,500
ALPHA SECURITIES CORP.	2,517,000
BA SECURITIES, INC.	1,470,200
AP SECURITIES INCORPORATED	17,709,500
ANSALDO, GODINEZ & CO., INC.	3,095,200
AB CAPITAL SECURITIES, INC.	7,212,098
SB EQUITIES,INC.	2,247,100
ASIA PACIFIC CAPITAL EQUITIES & SECURITIES CORP.	832,800
ASIASEC EQUITIES, INC.	1,796,500
ASTRA SECURITIES CORPORATION	5,000
BELSON SECURITIES, INC.	3,420,100
JAKA SECURITIES CORP.	15,500
BPI SECURITIES CORPORATION	24,227,473
CAMPOS, LANUZA & COMPANY, INC.	2,442,202
SINCERE SECURITIES CORPORATION	1,045,000
CTS GLOBAL EQUITY GROUP, INC.	669,138
TRITON SECURITIES CORP.	36,009,450
IGC SECURITIES INC.	4,425,000
CUALOPING SECURITIES CORPORATION	105,000
DAVID GO SECURITIES CORP.	1,670,200
DIVERSIFIED SECURITIES, INC.	4,443,800
E. CHUA CHIACO SECURITIES, INC.	7,303,900
EQUITABLE SECURIITES (PHILS.) INC.	27,200
EAST WEST CAPITAL CORPORATION	400,000
EASTERN SECURITIES DEVELOPMENT CORPORATION	2,796,200
EQUITIWORLD SECURITIES, INC.	325,600
EVERGREEN STOCK BROKERAGE & SEC., INC.	3,769,100
FIRST ORIENT SECURITIES, INC.	1,367,100
FIRST INTEGRATED CAPITAL SECURITIES, INC.	100
F. YAP SECURITIES, INC.	290,000
AURORA SECURITIES, INC.	676,700
GLOBALINKS SECURITIES & STOCKS, INC.	384,000
JSG SECURITIES, INC.	128,150
GOLDSTAR SECURITIES, INC.	4,363,100
GUILD SECURITIES, INC.	121,000
CNN SECURITIES, INC.	28,812,500

H. E. BENNETT SECURITIES, INC.	2,180,000
HK SECURITIES, INC.	9,100
I. ACKERMAN & CO., INC.	30,000
I. B. GIMENEZ SECURITIES, INC.	224,185
INVESTORS SECURITIES, INC,	1,047,000
IMPERIAL,DE GUZMAN,ABALOS & CO.,INC.	99,800
INTRA-INVEST SECURITIES, INC.	176,400
ASIAN CAPITAL EQUITIES, INC.	56,100
STRATEGIC EQUITIES CORP.	1,006,400
LARRGO SECURITIES CO., INC.	122,000
LUCKY SECURITIES, INC.	153,500
LUYS SECURITIES COMPANY, INC.	1,154,500
MANDARIN SECURITIES CORPORATION	2,113,200
COL Financial Group, Inc.	98,101,053
DA MARKET SECURITIES, INC.	222,200
MERCANTILE SECURITIES CORP.	129,800
MERIDIAN SECURITIES, INC.	2,162,700
MDR SECURITIES, INC.	70,000
REGIS PARTNERS, INC.	6,300
MOUNT PEAK SECURITIES, INC.	60,000
NEW WORLD SECURITIES CO., INC.	2,263,000
OPTIMUM SECURITIES CORPORATION	1,099,650
RCBC SECURITIES, INC.	3,858,300
PAN ASIA SECURITIES CORP.	30,000
PAPA SECURITIES CORPORATION	1,150,200
MAYBANK SECURITIES, INC.	2,749,900
PLATINUM SECURITIES, INC.	23,000
PNB SECURITIES, INC.	1,294,260
PREMIUM SECURITIES, INC.	1,753,600
PRYCE SECURITIES, INC.	12,124
SALISBURY SECURITIES CORPORATION	15,300
QUALITY INVESTMENTS & SECURITIES CORPORATION	14,802,000
R & L INVESTMENTS, INC.	42,000
R. COYIUTO SECURITIES, INC.	6,333,200
REGINA CAPITAL DEVELOPMENT CORPORATION	5,458,100
R. NUBLA SECURITIES, INC.	4,020,000
AAA SOUTHEAST EQUITIES, INCORPORATED	2,216,200
R. S. LIM & CO., INC.	1,048,400
RTG & COMPANY, INC.	109,600
S.J. ROXAS & CO., INC.	1,003,500
SECURITIES SPECIALISTS, INC.	2,200
FIDELITY SECURITIES, INC.	185,500
SUMMIT SECURITIES, INC.	707,300
STANDARD SECURITIES CORPORATION	1,376,200
SUPREME STOCKBROKERS, INC	31,350
TANSENGCO & CO., INC.	595,400
THE FIRST RESOURCES MANAGEMENT & SECURITIES CORP.	37,200

TOWER SECURITIES, INC.	8,322,600
APEX PHILIPPINES EQUITIES CORPORATION	5,000
TRENDLINE SECURITIES CORPORATION	11,200
DRAGONFI SECURITIES, INC.	41,926
LANDBANK SECURITIES, INC.	2,177,700
UOB KAY HIAN SECURITIES (PHILS.), INC.	4,380,000
E.SECURITIES, INC.	3,300
VENTURE SECURITIES, INC.	136,900
FIRST METRO SECURITIES BROKERAGE CORP.	29,298,757
WEALTH SECURITIES, INC.	6,933,840
WESTLINK GLOBAL EQUITIES, INC.	642,813,440
BERNAD SECURITIES, INC.	164,100
WONG SECURITIES CORPORATION	27,500
YAO & ZIALCITA, INC.	299,000
META CAPITAL SECURITIES INC	2,036,000
BDO SECURITIES CORPORATION	18,977,419
EAGLE EQUITIES, INC.	570,300
GOLDEN TOWER SECURITIES & HOLDINGS, INC.	2,161,576
SOLAR SECURITIES, INC.	6,330,600
G.D. TAN & COMPANY, INC.	6,764,300
PHILIPPINE EQUITY PARTNERS, INC.	3,514,950
UNICAPITAL SECURITIES INC.	939,900
SunSecurities, Inc.	400,000
ARMSTRONG SECURITIES, INC.	5,300
TIMSON SECURITIES, INC.	8,166,000
VC SECURITIES CORPORATION	100,600
CITIBANK N.A.	100,000
STANDARD CHARTERED BANK	665,000
CABALLES GO SECURITIES INC	400,000
Total Lodged Shares	**1,180,876,274**

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.

Waterfront Philippines, Incorporated
WPI

PSE Disclosure Form 4-35 - Submission for Internal Purposes

Subject of the Disclosure

CAPITAL STRUCTURE OF WATERFRONT PHILIPPINES, INC

Description of the Disclosure

SECRETARY CERTIFICATE RE: CAPITAL STRUCTURE OF WATERFRONT PHILIPPINES, INC. AS OF 30 JUNE 2026

Reason

-

Filed on behalf by:

Name	Armando Ponsaran Jr.
Designation	Assistant Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
CITY OF PASIG) S.S.

SECRETARY'S CERTIFICATE

I, **ARTHUR R. PONSARAN**, Filipino, of legal age, with principal office at 3104 Antel Global Corporate Center, Julia Vargas Avenue, Ortigas Center, Pasig City, after having been sworn according to law, hereby depose and state:

1. I am the duly elected and qualified Corporate Secretary of **WATERFRONT PHILIPPINES, INC.** (the "Corporation"), a corporation duly organized and existing under the laws of the Philippines with principal address at No. 1 Waterfront Drive Off Salinas Drive, Lahug, Cebu City, and listed on The Philippine Stock Exchange, Inc. since December 19, 2001;

2. As Corporate Secretary, I have custody and access to the corporate records of the Corporation, including, but not limited to, the books and records of the transfer agent;

3. Based on the records of the Corporation as of 30 June 2026 (the "Covered Period"), the Corporation's capital structure is as follows:

Authorized Capital Stock	PhP 5,000,000,000.00
Number, Classes of Shares, Par Value per Share	5,000,000,000/common/PhP1.00
Issued and Outstanding Shares	2,498,991,753
Fully-paid Shares	2,498,991,753
Treasury Shares	0
Outstanding Shares	2,498,991,753
Listed Shares	2,498,991,753
Certificated Shares	1,318,115,479

4. Based on the records of PDTC as of the Covered Period, there are 1,180,876,274 lodged shares, broken down, as follows:

PCD Nominee - Filipino	1,135,427,470
PCD Nominee – Non-Filipino	45,448,804

5. All issued shares are duly and validly issued in accordance with existing laws, rules and regulations and are likewise listed in The Philippine Stock Exchange, Inc. ("PSE").

6. All lodged shares are validly issued and listed on the PSE.

7. All shares had been issued were fully paid.

8. All issued and outstanding shares have been listed.

IN WITNESS WHEREOF, I have hereunto set my hand this JUL 1 3 2026 _____ day of _______ 2026, in Pasig City, Philippines.

ARTHUR R. PONSARAN
Corporate Secretary

JUL 1 3 2026

SUBSCRIBED AND SWORN to before me, a notary public in and for the city named above, personally appeared ARTHUR R. PONSARAN, with TIN ID with Id number 127-640-176, who is personally known to me to be the same person who executed the foregoing instrument, signed the same in my presence and who took an oath before me, as to such instrument.

Notary Public

ATTY. JOMAR M. HIZOLA
NOTARY PUBLIC
Cities of Pasig, San Juan, Pateros, Metro Manila
3803 38th Flr., Corporate Finance Plaza Bldg.
Ruby Rd. cor. Topaz Rd. Ortigas Center, Pasig City
Appointment No. 207; Until Dec 31, 2026
SC. Roll No. 81022; May 21, 2022
PTR No. 3993001; 01/14/2026 Pasig City
IBP No. 588574; 01/05/2026 IBP Manila I
MCLE No. VIII-0006903; Feb 20, 2024 - Apr 14, 2028

Doc. No. 226
Page No. 47
Book No. 20
Series of 2026.

Pasig City

Outlook

FW: Annual Report

From Waterfront Philippines Inc. <wpi@waterfronthotels.net>
Date Mon 6/29/2026 10:27 AM
To Aiza Pasayloon <a.pasayloon@waterfronthotels.net>; Rhea Hinampas <r.hinampas@waterfronthotels.net>; Irish Chara Lawas <i.lawas@waterfronthotels.net>; Jerraemie Nikka Patulot <j.patulot@waterfronthotels.net>; Judith Riann Fernandez <jt.fernandez@waterfronthotels.net>; Cherryl Vidal <c.vidal@waterfronthotels.net>

From: Philippine Stock Exchange <no-reply@pse.com.ph>
Sent: Monday, June 29, 2026 10:27:37 AM (UTC+08:00) Taipei
To: ajponsaran@ccplaw.com.ph; Rhea Hinampas; sigmahanon@yahoo.com; Waterfront Philippines Inc.; disclosure@pse.com.ph
Subject: Annual Report

Dear Sir/Madam:

Your disclosure was approved as Company Report. Details are as follows:

Company Name: Waterfront Philippines, Incorporated
Reference Number: 0023731-2026
Date and Time: Monday, June 29, 2026 10:27 AM
Template Name: Annual Report
Report Number: CR04740-2026

Best Regards,
PSE EDGE

This e-mail message, including any attached file, is confidential and legally privileged. It is solely for the intended recipient. If you received this e-mail by mistake, you should immediately notify the sender and delete this message from your system.

If you are not the intended recipient, you are prohibited from disseminating, distributing or copying this e-mail and its contents. Unauthorized or unlawful access, processing, use, misuse, alteration, interception, interference, communication, disclosure, distribution, downloading, uploading, copying, storage, reproduction and/or replication of any or all information, including personal and sensitive personal information ("Personal Data"), data, file(s), text, numbers, figures, images and/or graphics provided herein is punishable by law in accordance with Republic Act No. 10173, otherwise known as the

Data Privacy Act of 2012, Republic Act No. 10175, otherwise known as the Cybercrime Prevention Act of 2012, and other applicable laws and regulations.

This e-mail cannot be guaranteed to be secure and error-free as it could be intercepted, corrupted, lost, destroyed, arrive late or incomplete, or contain viruses or other malicious programs. Therefore, the sender does not accept liability for any errors or omissions in the contents of this e-mail, which arise as a result of the transmission.

Unless it relates to business discharged by officials of the PSE, any views, opinions or factual assertions contained are those of the author and not necessarily of the PSE. The PSE prohibits unofficial use of its e-mail and consequently disclaims and accepts no liability for any damage caused by any libelous and defamatory statements transmitted via this e-mail.

If verification is required, please request for a hard copy.

To know about your rights as a data subject under the Data Privacy Act of 2012 and how the PSE processes and protects the Personal Data it collects and stores, you may visit the Privacy Policy page of PSE's website at https://www.pse.com.ph/stockMarket/content.html?sec=privacypolicy

The Philippine Stock Exchange, Inc., 6th to 10th Floors, PSE Tower, 5th Avenue corner 28th Street, Bonifacio Global City, Taguig City, Philippines 1634

The following document has been received:

Receiving: DONNA ENCARNADO
Receipt Date and Time: June 29, 2026 08:00:00 AM

Company Information

SEC Registration No.: AS94008678
Company Name: WATERFRONT PHILIPPINES INC.
Industry Classification: J66940
Company Type: Stock Corporation

Document Information

Document ID: OST106292026811685224
Document Type: ANNUAL_REPORT
Document Code: SEC_Form_17-A
Period Covered: December 31, 2025
Submission Type: Original Filing
Remarks: WITH FS-C AND FS

Acceptance of this document is subject to review of forms and contents

SECURITIES AND EXCHANGE COMMISSIONSEC FORM

17-A, AS AMENDED

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the calendar year ended
   DECEMBER 31, 2025

2. SEC Identification Number
   ASO94-8678

3. BIR Tax Identification No.
   003-978-254-000

4. Exact name of issuer as specified in its charter
   WATERFRONT PHILIPPINES, INCORPORATED

5. Province, country or other jurisdiction of incorporation or organization
   PHILIPPINES

6. Industry Classification Code (SEC Use Only)

7. Address of principal office
   No. 1 WATERFRONT DRIVE OFF SALINAS DRIVE LAHUG, CEBU CITY 6000

8. Issuer's telephone number, including area code
   (032) 232 6888

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 Shares - P1.00 par value	2,498,991,753

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

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

13. State the aggregate market value of the voting stock held by non-affiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within sixty (60) days prior to the date of filing. If a determination as to whether a particular person or entity is an affiliate cannot be made without involving unreasonable effort and expense, the aggregate market value of the common stock held by non-affiliates may be calculated on the basis of assumptions reasonable under the circumstances, provided the assumptions are set forth in this Form. (See definition of "affiliate" in "Annex B"). Aggregate market value of the voting stock held by non-affiliates of the registrant.

Unaffiliated shares	:	1,330,172,423
Last Trading Price	:	Php 0.490 as of June 15, 2026
Aggregate Market Value:		Php 651,784,487.27

APPLICABLE ONLY TO ISSUERS INVOLVED IN INSOLVENCY SUSPENSION OF PAYMENTS PROCEEDINGS DURING THE PRECEDING FIVE YEARS

14. Check whether the issuer has filed all documents and reports required to be filed by Section 17 of the Code subsequent to the distribution of securities under a plan confirmed by a court or the Commission.

✓Yes

__No

DOCUMENTS INCORPORATED BY REFERENCE

15. If any of the following documents are incorporated by reference, briefly describe them and identify the part of SEC Form 17-A into which the document is incorporated:

(a) Any annual report to security holders – Not applicable

(b) Any information statement filed pursuant to SRC Rule 20 – Not applicable

(c) Any prospectus filed pursuant to SRC Rule 8.1 – Not applicable

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.

WATERFRONT PHILIPPINES, INCORPORATED

PSE Disclosure Form 17-1 - Annual Report *References: SRC Rule 17 and Sections 17.2 and 17.8 of the Revised Disclosure Rules*

For the Calendar year ended:	**DECEMBER 31, 2025**	
Currency (indicate units, if applicable)	PHP	
Balance Sheet		
	Year Ending	**Previous Year Ending (As Restated)**
	DECEMBER 31, 2025	**DECEMBER 31, 2024**
Current Assets	**2,703,747,062**	**4,561,995,119**
Total Assets	**24,590,595,007**	**22,416,330,317**
Current Liabilities	**1,640,643,532**	**1,685,472,901**
Total Liabilities	**7,983,511,950**	**7,733,193,057**
Retained Earnings	**3,535,033,826**	**3,336,914,972**
Stockholders' Equity	**16,607,083,057**	**14,683,137,260**
Stockholders' Equity - Parent	**13,723,501,891**	**12,340,405,472**
Book Value per Share	**5.49**	**4.94**
Income Statement		
	Year Ending	**Previous Year Ending**
	DECEMBER 31, 2025	**DECEMBER 31, 2024**
Operating Revenue	**1,988,192,144**	**1,907,759,090**
Other Revenue	**45,496,494**	**43,781,042**
Gross Revenue	**2,033,688,638**	**1,951,540,132**
Operating Expense	**1,698,897,982**	**1,435,026,056**
Other Expense	**463,443,165**	**(1,228,075,752)**
Gross Expense	**2,162,341,148**	**206,950,304**
Net Income Before Tax	**(128,652,509)**	**1,744,589,828**
Income Tax Expense	**(22,887,530)**	**151,703,603**
Net Income After Tax	**(105,764,979)**	**1,592,886,225**
Net Income Attributable to Parent Equity Holder	**(54,168,257)**	**848,931,850**
Earnings Per Share (Basic)	**0.02**	**0.34**
Earnings Per Share (Diluted)	**0.02**	**0.34**
EFPS Trailing 12 months	**(0.68)**	**0.63**

Financial Ratios	Formula	December 31, 2025	December 31, 2024
Liquidity Analysis Ratios:			
Current Ratio	Current Assets / Current Liabilities	1.648	2.707
Quick Ratio	(Current Assets - Inventory - Prepayments)/ Current Liabilities	1.580	2.647
Solvency Ratio	Total Assets/ Total Liabilities	3.080	2.899
Debt Ratio	Total Debt / Total Assets	0.325	0.345
Debt-to-Equity Ratio	Total Debt / Total Stockholders' Equity	0.582	0.627
Interest Coverage	Earnings Before Interest and Taxes (EBIT) / Interest Charges	(0.561)	5.441
Asset to Equity Ratio	Total Assets / Total Stockholders' Equity	1.792	1.816
Gross Profit Margin	Sales - Cost of Goods Sold or Cost of Service/ Sales	16.46%	26.47%
Net Profit Margin	Net Profit / Sales	(5.20%)	81.62%
Return on Assets	Net Income before Tax/ Total Assets	(0.52%)	7.78%
Return on Equity	Net Income before Tax / Total Stockholders' Equity	(0.94%)	14.14%
Price / Earnings Ratio	Price Per Share / Earnings Per Common Share	(18.915)	1.325

TABLE OF CONTENTS

PART I - BUSINESS AND GENERAL INFORMATION

Item 1. Business

Waterfront Philippines, Incorporated (WPI) was registered with the Securities and Exchange Commission *(SEC)* on September 23, 1994, as an investment holding company for hotel, leisure, and tourism businesses.

As flagship of the Wellex Group's hotel and gaming interests, WPI has subsidiaries such as Waterfront Cebu City Casino Hotel, Inc. (WCCCHI) in Cebu City, Waterfront Mactan Casino Hotel, Inc. (WMCHI) in Mactan, Cebu and Davao Insular Hotel Company, Inc. *(DIHCI)* in Davao City, Grand Ilocandia Resort and Development, Inc. (GIRDI) (Collectively, as the Waterfront Hotels), among *others*. These properties are significant investments for WPI. In 2003, WPI acquired common shares of ACESITE (Phils.) Hotel Corporation, under the business name Waterfront Manila Hotel and Casino, which is now part of the Waterfront group of hotels.

The hotels fit WPI's continuous geographic diversification strategy and they are appropriate candidates for broad product renovation and operational repositioning. The hotels are well positioned in their respective markets, considering the presence of international airports in their locality. Studies indicate that international airports are major generators of lodging demand.

Waterfront Hotels are one of the largest hotel chains in the Philippines, providing much-needed support to the tourism industry's vision for growth. Our hotel experience is highly integrated, offering the best of business and leisure.

The Company has strengthened its brand visibility and continues to expand in innovative ways, using technology and new media to our advantage.

Marketing

Waterfront Hotels gives a wide range of business-related conveniences to ensure that our guests enjoy a productive stay. Our special attention to details, well-equipped business centers, accessibility, and presence in major cities of the Philippines make us best positioned to cater to the business traveler's needs. Our approach has always been in sustaining our brand standards in terms of quality service gearing towards total guest satisfaction. We offer a broad market with the balanced marketing mix: competitive room rates, premium, value-added guest programs, well-equipped function facilities and professional guest services. While vigorous competition has always been present between the Waterfront Group and other destinations and hotels, the Company has unfazed regarded this as a welcome challenge and motivation on increasing its market share with a corresponding increase in average room rates and in actual room occupancies. As part of its marketing strategy, the company exercises flexible rates for contingencies, tie-ups with airlines, special occasion packages and other promos. Also, the massive efforts of our sales and marketing division in creating and implementing dynamic programs designed to search for customers and developing and maintaining their loyalties, have certainly added to the hotels' marketability. Coupled with the efforts of our marketing communications in ensuring that the reputation of our hotels is kept free from negative publicity and its awareness of social responsibility, has certainly given marketing strategy a deeper meaning. The Company aims for building a strong relationship with our guests.

At the core of Waterfront's marketing strategy lies our powerful slogan: "We're at the center of it all." We aim to serve as the ultimate nexus for business, leisure, and entertainment. We are committed to delivering this message through innovative approaches, across various market segments, and via diverse media channels and touchpoints. Our hotel chain strategically communicates that we are a one-stop destination for all guests and patrons. Each property has its unique way of conveying this message—tailored to its locality, market and audience. We come up with relevant events, promotions, and marketing programs that highlight the culture of each region. We also ensure that we join programs that are relevant to varied international clients, as our top markets span Asia, US, the Middle East and Europe through our online distribution partners.

We continue to take advantage of investment opportunities, which will allow us to be a significant player in the casino and hotel arena nationwide. The Company has strengthened its brand visibility with an integrated marketing communications campaign that would invite continued patronage of its products and services. To complement its marketing and sales efforts, a unified visual advertising tool for all properties has been implemented.

Our Central Reservations System integrates booking services across the Waterfront Group's hotel portfolio, providing guests with convenient 24/7. Anyone can book using a single 1-800 number 1-800-WFRONT8 (9376688) for all Waterfront Hotels nationwide.

We have made significant strides in the improvement of our "software": our technology systems, service and people. Software is the lifeblood of our business – it provides a genuine connection with our customers through various touch points conveys the Waterfront brand in a personal manner and introduces new sales-generating streams in step with today's growing online patronage.

The Company has further strengthened its online presence through augmenting our booking portals adding F&B reservations apart from room booking portals enhancing guest accessibility and convenience. We also upgraded our website back end program with more features to allow easy booking and browsing of our properties. All three work synergistically to complete our user experience and add new avenues for accessing our brand. Our social media channels are also being managed full-time by a dedicated team, ensuring the seamless transfer of news and promotions updates in the most popular social media platforms for our clientele. Each presents a unique opportunity to touch base with our users in a platform of their preference, offering exciting deals and perks that pique their interest.

We continue to attract customers both on our online and offline feeder markets to the Philippines such as Korea and Japan, followed by United States and Australia. We've also participated in international trade fairs through the Hotel, Resort, and Restaurant Association of Cebu (HRRAC) to Taiwan, Philippine Business Missions to Japan and Korea, and IT&CMA in Bangkok. The group also joined local trade fairs such as the Travel Tour Expo in Manila in February and the Philippine Travel Mart in September.

By firmly and strategically addressing key areas in our business, we have transformed into a company that is formidable and efficient across all areas of our operations – the hallmark of an institution that remains tried and true and is confidently moving towards a new horizon.

WCCCHI

The Group's flagship property demonstrated strong resilience and leadership in 2025, reinforcing its position as a premier venue for culturally and socially significant initiatives in Cebu City. The hotel continued to play a key role in the local events landscape, consistently hosting high-profile gatherings and large-scale productions. Waterfront Cebu City Hotel and Casino pursued ongoing enhancements to its function rooms, convention facilities, and IT infrastructure, including a server migration and upgrades to its virtual machine systems. These initiatives improved operational efficiency and supported a more seamless guest experience. The opening of the newly renovated 17th floor further reflects the property's continued focus on modernization and product enhancement. As a leading MICE destination in the region, the hotel remained a preferred venue for major events, including the Cebu Wedding Expo, one of the city's most anticipated annual wedding showcases. It also hosted the 32nd Dinner Induction of the Amicale of the Chaine des Rôtisseurs Cebu Bailliage, themed "Edible Masterpieces," underscoring its capability to deliver high-caliber culinary events. The property sustained its role as a key venue during the Sinulog festival through its Sinulog at the Waterfront series. Highlights included a Sinulog dance presentation, the welcoming concert of Sofronio Vasquez, the Playback Festival featuring international acts such as Boys Like Girls, The Click Five, and Secondhand Serenade, and a concert by the Apo Hiking Society. These events contributed to strong foot traffic and reinforced the hotel's positioning as a hub for entertainment during peak seasons. Waterfront Cebu City Hotel and Casino also served as the exclusive venue for the Miss Cebu 2025 pageant, themed "Embodying the Heartbeat of the City," further strengthening its presence in the city's cultural calendar. The hotel continued its annual Chinese New Year celebration, welcoming the Year of the Snake with traditional dragon and lion dances by Hok San Lion Dance Cebu, a Yee Sang ceremony led by Tin Gow Restaurant, and a pyro musical display by Dragon Fireworks. Seasonal activations remained a key driver of engagement. The "Enchanted Hollow" Easter event attracted families through curated activities and interactive experiences. In March, the hotel marked International Women's Month through the "Women Weave Waterfront" video campaign, which highlighted the perspectives of its women team members and generated strong engagement across digital platforms.

In 2026, the Company aims to build on these initiatives by further strengthening its market position through continuous facility enhancements, strategic partnerships, and an expanded digital presence. Focus will remain on driving growth across both rooms and food and beverage segments, supported by integrated marketing efforts that combine traditional and emerging platforms. These initiatives are expected to enhance brand visibility, improve guest engagement, and sustain long-term value creation. Supported by ongoing upgrades and a clear strategic direction, Waterfront Cebu City Hotel and Casino is well-positioned to maintain its leadership in the hospitality and MICE sectors while continuing to deliver consistent and high-quality experiences to its guests and stakeholders.

Promotions and activities launched in 2025:

F&B: Uno Buffet Restaurant

- 3+1 Lunch and Dinner Buffet for Selected Banquet Events
- Sinulog Buffet
- Hungry Mondays
- Chinese New Year Buffet
- Valentine's Day Buffet
- Women's Month Buffet
- Lenten Specials
- Featured Group Discount
- 4+1 Birthday Feast
- 3+1 Themed Dinner Buffet (Friday & Saturday)
- Uno Buffet Group Package Rates (Lunch & Dinner)
- Flash Sale
- Voucher Sale Php 850 (Lunch Buffet)
- Voucher Sale Php 998 (Lunch Buffet)
- Voucher Sale Php 1,250 (Dinner Buffet)
- Voucher Sale Php 1,488 (Dinner Buffet)
- Dining Vouchers Php 1,000
- Dining Vouchers Php 500
- Marathon Post-race Breakfast Buffet
- StarDeals tie up
- Eatigo tie up
- I Love Cebu tie up
- BPI tie up
- MBTC tie up
- BPO tie up
- Rotary Club Lunch tie up
- Day of Valor 2+1 Lunch and Dinner Buffet
- Easter Sunday 3+1 Lunch and Dinner Buffet
- Mother's Day 3+1 Lunch and Dinner Buffet
- Parent's Day 2+1 Lunch and Dinner Buffet
- Best Friend Day 1+1 Lunch and Dinner Buffet
- Luz-Vis-Min Filipino Lunch and Dinner Buffet

- Father's Day 3+1 Lunch and Dinner Buffet
- American Independence Day Buffet
- 3+1 Graduation Blowout
- Themed Dinner Buffet
- Neighborhood Discount
- Teachers' Treat
- Chef's Specials
- 7-Day Anniversary Deals
- World Travel Expo GC Selling
- 4Grandparents' Day 2+1 Lunch and Dinner Buffet
- Oktoberfest
- Thanksgiving Dinner
- Day Use Experience – Upgrade
- Pungko Pungko Platter
- Cebu Wedding Expo Discounted Buffet Rate
- Flash Sale Extended
- Consumable Rates
- Sisig Library
- Holiday Food Trays
- Christmas Eve/Day Buffet
- New Year's Eve/Day Buffet

F&B: Lobby Lounge

- 20% Discount on A la Carte Food Orders and Non-alcoholic Beverages for Selected Banquet Events
- Merienda Buffet
- Concert Buffet
- Birria Tacos and Margaritas
- Grilled Chicken Quesadilla
- Chef's Specials
- Weekend Brunch
- Iskrambol (Bingsu)
- Beignets and Brews
- Pilsner Urquell
- Mango Rum
- Pork Inasal Tacos
- International Coffee Day
- National Cappuccino Day
- National Espresso Day
- Pink Slushie
- Sisig Library
- Mulled Wine

F&B: Tin Gow

- 20% Discount on A la Carte Food Orders and Non-alcoholic Beverages for Selected Banquet Events
- Sweet Lunar Pairing – Brown Sugar Nian Gao with Tea
- Steamed Chicken with Lotus Cantonese Style
- Chinese New Year Yee Sang Set Menu
- Chinese New Year Nian Gao
- Buttered Squid in Canisters
- Home-made Chinese Beancurd with Minced Pork
- Fish Fillet Kirin Style

- Steamed Spareribs
- Chef Low's Treat
- Mooncake Festival
- Wonton Noodles Cantonese Style
- Cebu Wedding Expo Discount
- Consumable Rates

F&B: La Gondola

- 20% Discount on A la Carte Food Orders and Non-alcoholic Beverages for Selected Banquet Events
- Valentine's Set Menu – Me and You
- Rustic Steak
- Arabelle Pasta
- Quatro Piatti
- Father's Day at La Gondola – Ride & Dine
- Birria Tacos and Margaritas
- Business Lunch
- Sardinia Pizza
- Quatro Piatti
- Pan Roasted Pork Loin
- Pork Chop Milanese
- Buon Natale (Set Menu)
- Christmas Lunch and Dinner Buffet
- Cebu Wedding Expo Discount
- Consumable Rates

F&B: Pool Aquarius

- Happy Hour
- Birria Tacos and Margaritas
- Chef's Specials
- Relaunching of Power House – Fitness Bar
- Pungko Pungko Platter
- Boodle Fight Bilao
- Saturday Barbecue by the Pool
- Sisig Library

F&B: Café Fortuna

- Pork Estofado
- Crispy Tadyang Kare Kare
- Rice Bowls Collections
- Crispy Pork Binagoongan
- Grilled Tuna Belly with Sinigang sa Gata

F&B: Room Service

- Turkey Sandwich
- Pork Sisig
- Chef's Specials
- Pork Inasal Tacos
- Sisig Library

F&B: Mizu

- 20% Discount on A la Carte Food Orders and Non-alcoholic Beverages for Selected Banquet Events
- Kakiagi Tempura

- Tonkatsu Bento
- Yakiniku Bento
- Tempura Bento
- A Taste of Japan (All-you-can-order)
- Curry Ramen
- Miso Ramen
- Sake Pairing
- Cebu Wedding Expo Discount
- Consumable Rates

F&B: Madeleine

- Bake Sale
- Carrot Cake
- Lemon Meringue Cake
- Ube Flan Cake
- Matilda Cake
- Classic Ensaymada
- Cream Cheese Bread
- Ube Cream Cheese Bread
- Beignets and Brews
- International Coffee Day
- National Cappuccino Day
- National Espresso Day
- Crème Brulee Cake
- Monay
- Creamy Garlic Bread
- Classic Choco Chip Cookie
- Matcha White Choco Cookie
- Double Choco Chip Cookie
- Smores Cookie
- Red Velvet Cookie
- Choco Bomb
- Misa de Gallo (Kakanin)
- Puto Bumbong and Bibingka House
- Christmas Goodies

Regular Media Hosting:

- Sun Star
- CDN
- The Freeman
- Local Celebrities
- Local Influencers
- Food and Lifestyle Bloggers
- Events
- Sinulog Festival dance
- Chinese New Year celebration
- International Travel Festival
- Easter Egg Hunt
- Cebu Wedding Expo
- Gugma Fashion Show
- Christmas tree Lighting
- New Year’s Eve countdown party
- Christmas Goodies

Regular Media Hosting:

- SunStar
- CDN
- The Freeman
- Local Celebrities
- Local Influencers
- Food and Lifestyle Bloggers

Rooms

- Flash Sale January – December 2025
- Sun-Kissed Delight Summer
- Bulk-buy Voucher
- All Fun Run in Cebu 2025 Room Promo
- International Travel Festival 2025
- World Travel Expo (Central Visayas)
- GC Selling Promo Rates
- Breeze into the Season
- Boun Natale Holiday Escapade
- Cheers to 2026! Celebrate the New Year at Waterfront

Events

- F&B Initiated Event – Twosome Night and a Moonlight
- Sinulog Festival dance
- Chinese New Year celebration
- International Travel Festival
- Chaine Des Rotisseurs
- Easter Egg Hunt
- Cebu Wedding Expo
- Cebu Wedding Expo: Partner's Night
- Christmas Tree Lighting
- New Year's Eve countdown party

Information Technology

As in all areas of commerce, information technology represents one of the strongest forces for change. They are known to have significant impact in marketing of hotels. It provides an essential tool for hotel organization to keep a hand on the pulse of the customers' wants and needs. The challenge of any corporation is to conduct their operations efficiently and effectively at the least possible cost. Waterfront has a tie-up with **Micros Fidelio** - the world leader in providing computer-related technology for hotel and restaurant chains around the world. They upgraded the system of the Company through their newest operating platform called **Opera**. This software will efficiently manage sales and accounting, reservations, point-of-sales and engineering - a first in the Philippines. This integrated system will aggressively keep track of inventory and manage revenues. The *"Fidelio"* system permits online monitoring of clients in the hotels. To date, here is a summary of the major systems used by Waterfront Hotels:

	WCCCHI	WMCHI	DIHCI	APHC	GIRDI	WHC	WFC	WWGI
Agilysys Point-Of-Sale System (POS)	X	X	X					
Micros-Fidelio Opera Sales and Catering System	X	X	X					
Opera Property Management System (PMS)	X	X	X					
SUN SYSTEM	X	X	X	X	X			
Human Resource Information System	X	X	X	X				
Actatek Biometric Finger scan System	X	X	X	X		X	X	X
MS365 Email System	X	X	X	X		X	X	X
Micros Materials Control	X	X	X	X			X	
Online Automation System	X	X	X	X		X		
Call Center System						X		
Waterfront Recipe Guide System	X	X	X	X				

Employees' Training

The Philippine Hotel & Tourism Sector has bounced back after the COVID pandemic.

Consequently, Waterfront as an organization had been continuously training and developing competent and efficient workforce in response to the sophisticated needs and demands of the market amidst a globally competitive industry.

In congruence with the Company's vision to become *the leader in the tourism industry committed to provide gracious Filipino hospitality towards total guest satisfaction*, the Peers' Training and Development Department spearheads the development of programs that seek to equip peers with the knowledge and skills necessary to realize this vision. The programs developed focused on the three (3) key areas: technical skills, customer service, and employee welfare.

It is imperative to ensure that employees are equipped with technical skills required for them to be able do their tasks according to the standards of our brand, the Waterfront. This is made possible through the ***Skills Certification Program*** that employees assigned in the *Front Office, Food and Beverage Service, Food and Beverage Production Stewarding section,* and *Housekeeping* departments are required to undergo and pass prior to on-boarding.

Under this program, fundamental knowledge related to the areas of assignment were discussed and followed by written tests. Employees had also undergone supervised skills practice where they are able to align their pre-existing skills set with the company standards and to apply what they have learned during the discussions in preparation for their final skills assessment. On all assessments, employee trainees were expected to attain a minimum rate of 80% to be certified. Only upon certification would they be allowed to get on board.

Moreover, this is further supported and followed through by Revamp Training Programs conducted amongst Food and Beverage Service employees, intended to refresh and enhance skills in accordance to the improved service sequence standards for ala carte, buffet, and in room dining settings.

Additionally, skills revamp training was also conducted among the key employees of the Food and Beverage Production department. This aimed to keep their skills on food preparation updated especially when there are new recipes developed and to ensure that all products served follow the same standards from preparation to presentation, keeping the distinct quality and identity of the Waterfront brand.

To further our efforts on up-skilling, we also conduct and facilitate skills enhancement training on equipment maintenance mainly for employees under the Engineering Department and key end-users. Refresher courses are also put in place for the software updates of the IT Department.

On top of being technically equipped with knowledge and skills of their respective functions, a great amount of attention is poured to the prime attribute of Waterfront, our service. To ensure a memorable and satisfying guest experience, employees had undergone several customer service trainings. Among those is Gracious Customer Care wherein service providers are trained how to better interact with guests by means of understanding their own selves better through introspection. They are also taught about the importance of managing one's self to be able to manage guests especially during highly emotional and stressful encounters.

Moreover, since we cater to a wide range of guests, from both domestic and international sectors, it is imperative for service providers to have basic knowledge about the different cultures and general backgrounds of international guests hence the conduct of Understanding Cross Cultural Difference training.

To take Filipino hospitality to greater heights, the company in partnership with the Department of Tourism conducted trainings on the Filipino Brand of Service Excellence. This aims to promote Filipino brand of hospitality to the international stage through the exemplification of its values and signature practices such as the "Mabuhay" and "Salamat" gestures.

Following the objective of being able to project good impression and high sense of professionalism, employees had undergone Professional Image Development Program. This training sought to give emphasis on the importance grooming and outward projection in the process of delivering excellent customer service.

While we work on skills development of employees, we also give equal importance towards employee welfare. Together with the Peers' Services Department, we facilitated several training and workshops that promote mental health for we understand that in order to deliver excellent service, service providers need to be healthy holistically. Subsequently, it encourages employees to be more engaged and committed to their jobs and to advocating consistent delivery of excellent service which resonates with the guests they interact with. Indeed, 2025 had been both a challenging and enriching year for all employees. And as we embark to another year, the Peers' Training and Development Department shall carry the same vigor of commitment in developing training programs that would turn Waterfront's vision into a reality.

Employees

As the reputation of the hotels rise and the volume of clientele grow, so will their expectations and demands. The fundamental key to clients' satisfaction will always be the delivery of the best service from the employees. It is a team effort, requiring constant attention, training and supervision. The Company continues to increase in-house and external training of its employees. A salary structure has been implemented to ensure more competitive compensation packages, which are at par with the industry's standards and the department of Labor and Employment's mandated requirements.

The Company believes that after all, happy employees translate into happy customers, and happy customers would be tantamount to greater satisfaction, sales and income for the Company.

As of the end of the calendar year 2025, WPI Group has a total of 404 employees that were distributed as follows:

WCCCHI:

	Filipinos	*Foreigners*	*Total*
Executive	17	2	19
Non-Executive	194	-	194
Total	**211**	**2**	**213**

WMCHI:

	Filipinos	*Foreigners*	*Total*
Executive	1	-	1
Non-Executive	65	-	65
Total	**66**	**-**	**66**

DIHCI:

	Filipinos	*Foreigners*	*Total*
Executive	1		1
Non-Executive	70		70
Total	**71**	**-**	**71**

APHC

	Filipinos	*Foreigners*	*Total*
Executive	1	-	1
Non-Executive	16	-	16
Total	**17**	**-**	**17**

WPI

	Filipinos	*Foreigners*	*Total*
Executive	-	-	-
Non-Executive	9	-	9
Total	**9**	**-**	**9**

ALEC

	Filipinos	*Foreigners*	*Total*
Executive	-	-	-
Non-Executive	2	-	2
Total	**2**	**-**	**2**

WWGI:

	Filipinos	*Foreigners*	*Total*
Executive	-	-	-
Non-Executive	9	-	9
Total	**9**	**-**	**9**

WFC:

	Filipinos	*Foreigners*	*Total*
Executive	-	-	-
Non-Executive	8	-	8
Total	**8**	**-**	**8**

WHC:

	Filipinos	*Foreigners*	*Total*
Executive	1	-	1
Non-Executive	8	-	8
Total	**9**	**-**	**9**
Grand Total	**402**	**2**	**404**

There is an existing union in Davao Insular Hotel Company, Inc. On April 1, 2011, Waterfront Insular Hotel Davao Employees Association (WIHDEA) Collectively Bargaining Agreement ("CBA") shall be in full force and effect from April 1, 2016 to March 31, 2021. In April 2021, the CBA was further renewed, covering a period of five (5) years, April 1, 2021 to March 31, 2026. All other provisions of the CBA are not modified by the foregoing agreement and shall remain between the parties.

<u>Business of WPI and Its Subsidiaries</u>

- ***WPI***

Being an investment holding company in hotel and gaming businesses, *WPI* has a strategic advantage in the marketplace. It can move and position itself to grab opportunities in hospitality industry, which is known to be highly competitive. The world-class facilities that it brings to the Province of Cebu are designed to provide a diverse and complete entertainment system that will attract local, regional, and international visitors.

Despite the growing number of competitors in the respective regions, including the entry of international hotel chains, both *WCCCHI* and *WMCHI* enjoyed favorable occupancy rate, successfully inviting both corporate and individual travel accounts.

Subsidiaries

The Company has the following subsidiaries, which are briefly described in the next pages:

1. Waterfront Cebu City Casino Hotel, Incorporated
2. Waterfront Mactan Casino Hotel, Incorporated
3. Davao Insular Hotel Company, Inc.
4. Acesite (Phils.) Hotel Corporation
5. Waterfront Hotel Management Corp.
6. Mayo Bonanza, Inc.
7. Waterfront Horizon Corporation
8. Waterfront Food Concepts, Inc.
9. Waterfront Wellness Group, Inc.
10. Grand Ilocandia Resort Development Inc.
11. Waterfront Promotions Limited
12. Waterfront Puerto Princesa Hotel Inc.
13. Waterfront Iloilo Hotel Inc.
14. Waterfront Cebu Ventures Inc.

- ***Waterfront Cebu City Casino Hotel, Incorporated***

WCCCHI was incorporated on September 23, 1994 to manage and undertake operations of Waterfront Cebu City Hotel and Casino *(WCCCHC). WCCCHI* achieved a milestone during the year by opening the doors of *WCCHC* on January 5, 1998, with 158 guest-rooms which has already grown to 561 by the last quarter of 1999, six-storey convention center known as the *Waterfront Convention Center*, previously known as Cebu International Convention Center and six-storey` **Entertainment Block**. This

Entertainment Block completes the Company's restaurants row. On February 5, 1998, *PAGCOR* commenced operations at the new purposely-built casino at the Entertainment Block.

- *Waterfront Convention Center - (WCC)*

Waterfront Convention Center previously known as Cebu International Convention Center is a six-storey building, especially-designed to adapt to any event size and purpose, has been in operation since January 5, 1998. Major amenities of the center include ten (11) function rooms and two (2) Grand Ballrooms with a seating capacity of 4,000.

- *Entertainment Block*

The Entertainment block is a six-storey building and is comprised of eleven (9) Food and Beverage entertainment outlets, a public and international gaming area that includes the *"Casino Filipino",* and 62 hotel rooms and suites

- *Hotel Tower Block*

The Hotel Tower block is a 22-storey and it consists of a podium, containing the lobby, a food and beverage outlet, a reception, a shopping arcade, three (3) press function rooms, and a high-rise block of 498 hotel rooms and suites.

The Hotel, with its fairytale-inspired façade, is conveniently located in the center of Cebu City and is within easy reach from key business, commercial and shopping districts and is just 30 minutes away from the Mactan International Airport.

Waterfront Cebu City Hotel & Casino has elegantly designed and well-appointed guest rooms and suites. The 18th Floor is the Waterfront Ambassador Lounge with a two floor Lounge exclusive for Ambassador Floor guests. Waterfront Ambassador Lounge's guests enjoy butler service, complimentary business services and a business boardroom fit for a group of up to 8 people, equipped with a built-in LCD projector, a roll-up screen, PA and recording system, a local area network (LAN) and a poly communication system. The 2nd floor lounge is outfitted with 3 computer stations, where guests can avail of complimentary WIFI access, flat-screen television entertainment, an array of lifestyle and business magazines as well as newspapers and board games.

The Hotel features a convention center, once recognized as the largest in the Visayas and Mindanao, designed to accommodate a wide range of events. It is equipped with 10 function rooms, 2 executive boardrooms, and 2 Grand Ballrooms, each with a seating capacity of 4,000. Over the years, it has hosted numerous national and regional events, conventions, and conferences.

Waterfront Cebu City Hotel and Casino operates 9 F&B outlets, including a hotel coffee shop, a Japanese restaurant, an Italian restaurant and a poolside snack bar. The Hotel has a fully functional business center paired with flat-screen computers, internet access and private boardrooms. The lobby was inspired based on two main objectives; first, to transform the existing single dimension grand lobby into a multi-dimensional lifestyle-concept space that will enhance the guests' experience when dining and lounging in the lobby; and second, to improve traffic patterns, through the construction of larger check-in areas and through maximizing the lobby's three entrances. WCCHC's massive, high-ceilinged lobby has always been its principal attraction, offering guests a spacious and welcoming arrival experience. Spanning 22 meters wide, 96 meters long and 35 meters high and crisscrossed by hundreds of people each day, the hotel's grand lobby sets the whizzing pulse for the hotel and dictates its overall ambiance.

Apart from improvements to the general structure of the lobby, the Lobby Lounge itself will offer an enhanced dining and lounging experience, with glass panels, now enclosing each side of the lounge to create a more defined and comfortable space. Fully equipped bar areas have also been installed in the middle of each of the lounge's two sections, ensuring diners of more efficient and prompt service. To enhance the overall guest experience, the hotel has put together additional features such as nightly entertainment from the city's top performers, and soulful afternoon music by soloists. Among the Hotel's newest pride comes in the form of delectable treats, introducing Lobby Lounge's new service concepts.

Merienda Buffet

The Waterfront Hotels Group's Merienda Buffet is a delightful celebration of Filipino comfort food and regional favorites, served daily at our flagship properties in Cebu, Mactan, and Davao. From savory street food classics and traditional kakanin to hearty local specialties and indulgent desserts, each spread offers a nostalgic yet elevated merienda experience. The Waterfront Airport Hotel & Casino's merienda buffet was recognized as the Sunstar Best of Cebu – Best Merienda Buffet in 2023. Conveniently located just across the airport, it is the perfect stop for travelers and locals alike seeking an authentic and satisfying taste of Cebuano hospitality.

Wine Dispenser

Guests can now take a sip of Lobby Lounge's extensive selection of wine. The wine dispenser is an innovative addition to the wining and dining experience at the Hotel. It serves the purpose of allowing guests to select among an array of bottles, through tasting by the glass. This concept intends to give guests an opportunity to sample different wines in small amounts before deciding to order a full glass or bottle. Guests may test wines from the dispenser in three different amounts. This way, guests can choose the perfect wine fit for their palate. To enjoy the wine dispenser service, guests must avail of the Wine Card which comes in prepaid or postpaid.

- ***Waterfront Mactan Casino Hotel, Inc.***

Waterfront Mactan was incorporated on September 23, 1994 to manage and operate the Waterfront Airport Hotel & Casino Mactan (WAHC). Ideally situated directly across Mactan-Cebu International Airport, the hotel occupies approximately 3.3 hectares and serves as one of the most strategically located airport hotels in the country. The hotel features 166 well-appointed rooms and suites, 6 food-and-beverage and entertainment outlets. Waterfront Airport also houses one of the largest casinos in the Philippines - making Cebu the only city in Southeast Asia offering casino facilities conveniently accessible to transiting passengers.

Over the years, the hotel has continuously enhanced its guest experience through improvements such as in-room connectivity and business-friendly amenities, and the adoption of fully integrated hotel systems to strengthen operational efficiency, elevate guest service, and uphold overall profitability. Future expansion plans of guest rooms and convention facilities will be built, aligning with market demand and growth opportunities. The hotel's location provides unmatched convenience: just steps from the international and domestic airport, three minutes from the Mactan Industrial Zone, fifteen minutes from Mactan's premier beach destination, and thirty minutes from Cebu City's commercial and financial districts. In 2016, the property further improved guest access by expanding the Annex parking area.

Today, Waterfront Airport Hotel & Casino Mactan remains an essential gateway to Cebu-offering seamless travel convenience, world-class hospitality, and a unique blend of business, leisure and entertainment all in one destination.

- ***Davao Insular Hotel Company, Inc.***

Davao Insular Hotel Company Inc. was incorporated in the Philippines on July 3, 1959, to engage in the operation of hotel and related hotel businesses. The hotel is a 98% owned subsidiary of Waterfront Philippines, Incorporated and is operating under its trade name Waterfront Insular Hotel Davao. Waterfront Insular Hotel Davao, the prestigious business hotel in a sprawling garden resort setting, is only five to ten minutes to the downtown area. Nestled along the picturesque Davao Gulf, its open-air corridors provide a refreshing view of the hotel's beautifully landscaped tropical garden and the sea.

With a greater area than any other hotel facility in the city, it is unmatched in servicing large business meetings, conventions, and exhibit groups. The hotel consists of four low-rise buildings of 159 guestrooms and suites, 5 function rooms and 6 F&B outlets. Every room opens to a lanai overlooking a lush garden the blue waters of the Davao Gulf or a scenic coconut grove. Features included in the 5 Gazebos located along the beach area. The hotel is every guest's gateway to the diverse, colorful and rich cultural heritage of Davao City.

On 2015, the property re-opened its 48 square meter gym to continuously serve its guests and to ensure guests satisfaction. Discover the rich cultural heritage of Davao which stems from the different groups and tribes that populated the area throughout its history and be astonished of artworks in the hotel lobby where it showcases pieces of artifacts featuring the various object d'art from the different tribes and historical.

- ***Acesite (Phils.) Hotel Corporation***

The principal property of the Company is a 22-storey building previously known as the Manila Pavilion Hotel, *now Waterfront Manila Hotel and Casino* located at the corner of United Nations Avenue and Maria Y. Orosa Street in Ermita, Manila. The Hotel had 337 guestrooms and suites that have individually controlled central air conditioning, private bathroom with bathtub and shower, multi-channel radio, color TV with cable channels and telecommunications facilities. It had 3 function rooms and one of these was Alcuaz which can accommodate 250-300 guests. The hotel had approximately 2,200 sq. meters of meeting/banquet/conference facilities, and also houses several restaurants, such as Seasons Café (coffee shop), the El Rey (bar & lounge) and the Patisserie (bakeshop and deli items). Other guest services and facilities included a chapel, swimming pool, gym, business center and a valet-service basement car park. Concessionaires and tenants included a beauty salon, a foot spa, photography services, transportation services, travel agency, flower shop and boutiques. In addition, Casino Filipino – Pavilion, owned and operated by PAGCOR, occupied part of the first, second, third, fourth and fifth floors (a total of 12,696.17 sq. m.) of the building.

On March 18, 2018, a fire broke out in the property that damaged the podium and main hotel that resulted in the suspension of its hotel operations. Based on the Fire Certification issued by the Bureau of Fire Protection - National Headquarters on April 23, 2018, the cause of the subject fire has been declared and classified as an accident. APHC incurred casualty losses due to damages on its inventories and hotel property. APHC has filed for property damage and business insurance claims from its insurance companies and the insurance claims were finalized in 2020 amounting to P1.72 billion. As at December 31, 2020, total amount received from the insurance company amounted to P1.58 billion. As at December 31, 2020 and 2019, APHC recognized gains on insurance claims amounting to P854.52 million and P234.09 million, respectively, of which P850.22 million and P431.25 million were received in 2020 and 2019, respectively. As at December 31, 2025 and 2024, insurance claims receivable amounted to nil.

While Php 1.5 billion in insurance proceeds were initially utilized to commence rebuilding, the updated completion budget has risen to Php 3.6 billion due to higher construction costs, structural reforms, and re-layout requirements. A phased reopening was initially planned, with the casino, one restaurant, and 150 rooms targeted for 2026, and banquet areas plus 350 more rooms by 2027. However, weak tourism arrivals, the decline of the Chinese gaming market, competition from online gaming, and volatile operating costs have led management to recommend pausing construction until industry conditions improve. The earliest restart is projected for mid-2028 with appropriated retained earnings for reconstruction and an annual maintenance budget set aside to preserve the hotel's superstructure.

- ***Waterfront Hotel Management Corp. (previously Waterfront Management Corp.)***

G-Hotel by Waterfront located in 2090 Roxas Boulevard, Malate Manila was managed by Waterfront Management Corporation starting November 2006. On October 01, 2014, the BOD approved the cessation of the Company's business operations. Consequently, the Company's activities were confined mainly to the collection of receivables, settlement of liabilities, and other administrative matters, while maintaining its status as non-operating entity seeking other business opportunities.

- ***Mayo Bonanza, Inc.***

Mayo Bonanza, Incorporated (MBI), a 100% owned subsidiary of *WPI* was incorporated on November 24, 1995 in the Philippines with principal activities in the operation and management of amusement, entertainment, and recreation businesses. MBI is to extend the gaming business of the Company. Its primary purpose is to establish, operate, and manage the business of amusement entertainment, and recreation facilities for the use of the paying public. The Company entered into an agreement with the Philippine Amusement and Gaming Corporation (PAGCOR) whereby the latter shall operate the former's slot machine outside of casinos in line with PAGCOR's slot machine arcade project.

On May 30, 2016, BOD approved the cessation of the Company's business operations effective July 01, 2016.

- ***Waterfront Horizon Corporation***

Waterfront Horizon Corporation (Waterfront Horizon) is a subsidiary of the Waterfront group, established to support both hospitality operations and future expansion initiatives. It manages the country's first fully integrated hotel reservations and booking system under a local hotel chain through its comprehensive Central Reservations Office (CRO), providing 24/7 reservation services and seamless access to all Waterfront properties for domestic and international clients. Beyond supporting the internal portfolio, the company is also established as a strategic platform capable of servicing hotels outside the group. With its scalable systems, trained reservations staff, and tech-enabled infrastructure, the company is positioned to provide outsourced reservation management solutions to independent hotels and partner properties in the future. This expansion capability allows the company to operate not only as an internal support, but also as a standalone hospitality service provider with the potential to grow with its market reach.

In addition to its core reservations expertise, WHC is also positioned to engage in tourism estate development and management. This added capability allows the company to support broader hospitality and tourism projects, enhancing opportunities for growth within and outside the group. Through its combined strength in guest service, operational efficiency, and development support, WHC plays a pivotal role in driving the Waterfront group's strategic growth and expanding its presence in the Philippine hospitality and tourism landscape.

- ***Waterfront Food Concepts, Inc.***

Waterfront Food Concept, Inc. (WFC) is a subsidiary of Waterfront Philippines Inc. established to engage in the operation of restaurants, cafes, fast-food outlets, and other food service establishments. While the company is structured and authorized to manage full food and beverage operations, its current focus is on serving the group's industrial bakery and commissary. WFC specializes in producing high-quality bakery, pastry, and dessert products, supplying Waterfront hotels in Cebu as well as various external establishments.

This operational foundation positions WFC to expand into broader food service management in the future, in line with its primary mandate. Through its commitment to quality production and service readiness, WFC supports the group's culinary requirements while maintaining the capability to operate full restaurant and food outlet concepts as the business grows.

- ***Waterfront Wellness Group, Inc.***

This subsidiary is located in the Ground Level of Waterfront Cebu City Casino Hotel Formerly, W Citigyms and Wellness, Inc. is a fully equipped gym with specialized trainers and quality fitness equipment. The gym offers variety of services from aerobic instructions to belly dancing, boxing, yoga classes and a lot more. It also has its own nutritionist/dietician. Its highly trained therapists perform massage and spa services to guests within the hotel. The management has plan of opening Citigyms in all its hotels.

- ***Grand Ilocandia Resort and Development, Inc. (GIRDI)***

On May 8, 2000, the board of directors (BOD) approved the cessation of GIRDI's business operations effective November 2000. As such, in September 2000, GIRDI entered into a Memorandum of Understanding (the "MOA") with the Fort Ilocandia Property Holdings & Development Corporation (FIPHDC) for the purchase of and the right to operate the Fort Ilocandia Resort in Laoag, Ilocos Norte (the "Subject Property"). However, in December 2016, GIRDI learned from news reports and further determined that FIPHDC is a foreign national unqualified to own and operate real properties in the Philippines. In the same period, GIRDI filed a complaint with the Regional Trial Court in Laoag for the nullity of the MOA entered into with the Buyer.

In February 2021, the Supreme Court ruled with finality that the MOA and the subsequent and resulting Asset Purchase Agreement entered into by the parties was void ab initio, ordering the Company to return and pay to the Buyer the purchase price of the Subject Property and for the Buyer to vacate and deliver possession of the Subject Property to the Company. In April 2024, in accordance with the Compromise Agreement, FIPHDC undertook to revert the property to GIRDI with the latter to refund the purchase price to the former.

In May 2024, after execution of a Compromise Agreement with the FIPHDC, GIRDI regained possession of the Fort Ilocandia Resort and now operates the hotel with its own set of books of accounts.

- ***Waterfront Promotions Limited/Club Waterfront International Limited***

Waterfront Promotion Ltd. was incorporated on March 6, 1995, under and by virtue of the laws of Cayman Islands to act as the marketing arm for the international marketing and promotion of hotels and casinos under the trade name of Club Waterfront International Limited *(CWIL)****.*** It is a wholly owned subsidiary of Waterfront Philippines, Inc., a domestic company. Under the agreement with PAGCOR, WPL has been granted the privilege to bring in foreign players under the program in Waterfront Cebu City Hotel and Grand Ilocandia Resort Development Corp. On the other hand, CWIL is allowed to bring in foreign players in Waterfront Mactan Hotel. In connection to this, the company markets and organizes groups of foreign players as participants to the Philippine Amusement and Gaming Corporation 's (PAGCOR) Foreign High Roller Marketing Program. The company also entered into agreements with various junket operators to market the casinos for foreign customers. Under these agreements, the company grants incentive programs to junket operators such as free hotel expenses, free airfares and rolling commissions.

The operations for Waterfront Promotions Limited, and likewise for Club Waterfront International Limited, had ceased for the year 2003 in March due to the bleak market.

- ***Waterfront Iloilo Hotel Inc.***

Waterfront Iloilo Hotel Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on March 29, 2019 primarily to operate and manage a resort hotel and a restaurant that caters to the guests of the hotel.

The Company is a wholly-owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company).

- ***Waterfront Puerto Princesa Hotel, Inc.***

Waterfront Puerto Princesa Hotel, Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on May 15, 2017 primarily to acquire and hold real property such as lands, buildings and personal property of all kinds, to sell, lease, convey, mortgage, construct, improve and develop, contract for, manage, administer and or operate, alone or jointly with others any interest in real or personal property as well as in hotels, inns, lodging houses, resorts and all adjunct and accessories thereto, including restaurants, cafes, bars, stores and offices, barbershops and beauty lounges, sports facilities, places of amusement and entertainment of all kinds; to invest in other corporations for the advancement of its interest or to grant concessions, rights or licenses to others to operate, manage or deal with the same, to do any and all things necessary, suitable, convenient, proper or incidental to the accomplishment of the above purposes.

The Company is a wholly-owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company).

- ***Waterfront Cebu Ventures, Inc.***

Waterfront Cebu Ventures, Inc. was incorporated and registered with the Philippine Securities and Exchange Commission on August 24, 2018 primarily to carry on the business of an investment holding company.

The Company is a wholly-owned subsidiary of Waterfront Philippines, Incorporated (WPI or the Parent Company). As at December 31, 2025, the Company has not yet started its commercial operations.

The Company's registered office address is located at No. 1 Waterfront Drive, Off Salinas Drive, Barangay Lahug, Cebu City.

Business Development

In 1995, Waterfront Philippines, Inc. (WPI) set out to complete two major objectives in the province of Cebu- to focus on hotel and resort development and to promote tourism in the Philippines. Four years later, this vision became a reality with the full operation of the Waterfront Mactan Casino Hotel, Incorporated, and Waterfront Cebu City Casino Hotel, Incorporated. At present, WPI would like to establish itself as the premiere tourism organization with leisure and entertainment activities, not only in Cebu, but also in the various provinces nationwide.

Year 2024

Waterfront has moved with the rest of the tourism, travel, and hospitality industry in moving toward a new chapter. Drawing on our long-term expertise in the field, we maximized our resources, strengths, expertise and experience to emerge stronger from challenging times. Our strategies have enabled us to quickly bridge gaps from unexpected events and allow a path to a stronger organization with our talented Peers leading the way. A constantly evolving organization, we differentiate ourselves by driving a culture of innovation. We constantly seek to provide fresh experiences and interesting new options that drive interest and loyalty in our market. Every innovation effort is an opportunity to energize our brand. Our product-in-development, the soon-to-open Waterfront Manila Hotel and Casino, will pave the way for further expansion. It will be a testament to Waterfront's continued evolution. Our management's strong commitment to building an ever-increasingly efficient organization is an important component of Waterfront's strength and enduring brand value. We are bridging traditional channels with new, exponentially growing technological avenues, ensuring the extension of our brand into the online space, and the careful curation of our brand as we explore digital platforms and assets.

Year 2025

The year marks a continued shift from recovery to consolidation and expansion. Waterfront has remained disciplined in maximizing its resources, refining its strategies, and leveraging the strengths of its people. These efforts have enabled the Group to respond effectively to evolving market conditions, navigate operational challenges, and reinforce organizational stability. With the dedication and leadership of its peers, Waterfront continues to foster a culture of resilience, accountability, and shared purpose. Management's focus in 2025 remains firmly anchored on operational efficiency and organizational excellence. Continuous improvements in governance, systems, and processes are being pursued to support a stronger and more responsive enterprise. At the same time, Waterfront continues to bridge traditional engagement channels with rapidly expanding digital platforms, ensuring that the brand remains visible, relevant, and well-positioned in the online space. The careful development of digital assets and platforms reflects the Group's intent to engage wider audiences while preserving the integrity and identity of the Waterfront brand.

Strategies

The hotel properties are centrally located in the central business districts of three prime Philippine destinations, Manila, Cebu and Davao. These are the key cities of the country with the highest tourism traffic. As such our location gives us access to a greater number of foreign and local travelers. We have enjoyed considerable success in formulating and implementing clear acquisition strategies, and seizing opportunities to explore market potential of the hotel industry.

As to price, the Company offers competitive rates and packages catering to the different markets, practices flexible schemes to respond to the dynamic market. As to product/services, consistent excellent service is the key. Moreover, well maintained facilities and equipment, impressive, exciting and value for money promotions in the F&B outlets would definitely make a difference.

As the company strives towards further convenience and accessibility, the company has introduced its online booking facility. The newly redesigned website offers highly efficient online reservations facility that allows customers from all over the world to book real time and receive real time confirmation. These high-speed reservations feature enables the company to fully cater to the online market, whether the purpose is for travel research or convenient booking. All in all, the company continue to expand in innovative ways, using technology and new media as a cost-effective way to expand its market share, explore new markets and ensure the strength locally and internationally.

In addition to advancement concerning our operations is the upgrading of our Property Management Systems (PMS). These are multi-million Peso investments to upgrade our efficiency, and ensuring that our operations remain steady in the years to come. The Waterfront Recipe Guide System is a savvy new strategy to give our F&B operations a boost. This will enable us to standardize our best-selling dishes, aiming to be more consistent in preparation and waste.

At Waterfront, we emphasize service that brings people back, and we reinforce this service through site training, among other programs. We are known for our signature warmth, attention to detail and approachability, qualities that our guests of all nationalities cherish during every stay. Whoever encounters the Waterfront experience will be assured of a reliable, consistent and satisfying brand familiarity that leads to loyalty.

Our greatest software is our People.

Item 2. Properties

The Company, being a holding company, has no real properties in its name. Properties under the WPI Group are under the ownership or lease holdings of the respective subsidiaries.

WCCCHI and *WMCHI* have separate contracts of lease for the use of parcels of land in the province of Cebu.

WCCCHI Land Lease:

Location	Former airport site at Lahug in Cebu City
Size	Approximately 4.6 hectares
Lessor	Mactan Cebu International Airport Authority
Terms of lease	50 years with an option for renewal for another 25 years, permissible by the laws of the Philippines
Lease Agreement	Fixed rental per month of Php 11.00 per square meter or a total amount per annum of Php 6,072,000.00 + Percentage rental of 2% of the annual Gross Revenue as defined under the Land Lease Agreement

WMCHI Land Lease:

Location	In front of Mactan-Cebu International Airport, Lapu-Lapu City
Size	Approximately 3.3 hectares
Lessor	Mactan Cebu International Airport Authority
Terms of lease	50 years with an option for renewal for another 25 years, permissible by the laws of the Philippines
Lease Agreement	Fixed rental per month of Php 18.75 per square meter or a total amount per annum of Php 7,875,000.00 + Percentage rental of 2% of the Annual Gross Revenues as defined under the Land Lease Agreement.

DIHCI Wholly Owned:

Location	Title	Area (In Sq. Meters)
▪ Lanang, Davao City Size: Approximately 12.29 hectares but with offshore area of 4.3 hectares	TCT 0-255*	2,997
	0-256*	304
	0-257*	113
	0-258*	50
	0-259*	404
	T-10250*	43,881
	T-10250*	47,320
	T-10251*	2,091
	T-102510*	2,043
	T-10252*	1,133
	T-10252*	300
	T-10252*	300
	T-10252*	1,580
	T-10254*	500
	T-10254*	400
	T-10303-A*	304

	T-30874*	223
	T-10264*	18,959

ACESITE Land Lease

Location	Corner of United Nations Avenue & Maria Y. Orosa Street in Ermita, Manila
Size	Total land area of 6,500 square meters
Lessor	Acesite Realty Inc.
Terms of lease	Lease is valid until January 2031, renewable for another 20 years
Lease Agreement	Php 250,000 per month; escalation of 5% per year

On March 18, 2018, a fire broke out at the Manila Pavilion Hotel and damaged the lower floors of the main building as well as the Podium building occupied by the casino area and restaurants. This resulted in the suspension of hotel operations. Based on the Fire Certification issued by the Bureau of Fire Protection, the cause of the subject fire has been declared and classified as accidental.

Item 3. SSS Loan

On October 28, 1999, the Parent Company obtained a five-year term loan from SSS amounting to P375.00 million originally due on October 29, 2004. The SSS loan bears interest at the prevailing market rate plus 3.00% or 14.50% per annum, whichever is higher. Interest is repriced annually and is payable semi-annually. Initial interest payments are due 180 days from the date of the release of the proceeds of the loan. The repayment of the principal shall be based on eight semi-annual payments, after a 1-year grace period.

The SSS loan was availed to finance the completion of the facilities of WCCCHI. It was secured by a first mortgage over parcels of land owned by WII, a related party and by the assignment of 200.00 million common shares of the Parent Company owned by TWGI. The common shares assigned were placed in escrow in the possession of an independent custodian mutually agreed upon by both parties.

On August 7, 2003, when the total loan obligation to SSS, including penalties and interest, amounted to P605.00 million, the Parent Company was considered in default with the payments of the loan obligations, thus, on the same date, SSS executed a foreclosure proceeding on the mortgaged parcels of land. The SSS's winning bid on the foreclosure sale amounting to P198.00 million was applied to penalties and interest amounting to P74.00 million and P124.00 million, respectively. In addition, the Parent Company accrued penalties charged by SSS amounting to P30.50 million covering the month of August until December 2003, and unpaid interest expense of P32.00 million.

The Parent Company, WII and TWGI were given the right to redeem the foreclosed property within 1 year from October 17, 2003, the date of registration of the certificate of sale. The Parent Company recognized the proceeds of the foreclosure sale as its liability to WII and TWGI. The Parent Company, however, agreed with TWGI to offset this directly against its receivable from the latter. In August 2004, the redemption period for the Parent Company, WII and TWGI expired.

The remaining balance of the SSS loan is secured by the shares of stock of the Parent Company owned by TWGI and shares of stock of WII totaling 235.00 million and 80.00 million shares, respectively.

On May 13, 2004, SSS filed a civil suit against the Parent Company for the collection of the total outstanding loan obligation before the Regional Trial Court (RTC) of Quezon City. SSS likewise asked the RTC of Quezon City for the issuance of a writ of preliminary attachment on the collateral property.

On June 18, 2004, the RTC of Quezon City issued its first order granting SSS's request and the issuance of a writ of preliminary attachment based on the condition that SSS shall post an attachment bond in the amount of P452.80 million. After the lapse of 3 months from the issuance of RTC order, no attachment bond was posted. Thus, on September 16, 2004 and September 17, 2004, the Parent Company filed a Motion to Set Aside Order of Attachment and Amended Motion to Set Aside Order of Attachment, respectively.

On January 10, 2005, the RTC of Quezon City issued its second order denying the Parent Company's petition after finding no compelling grounds to reverse or reconsider its initial findings dated June 18, 2004. In addition, since no writ of preliminary attachment was actually issued for failure of SSS to file a bond on the specified date, the RTC granted SSS an extension of 15 days from receipt of its second order to post the required attachment bond.

On February 10, 2005, SSS filed a Motion for Partial Reconsideration of the Order dated January 10, 2005 requesting that it be allowed to post a real property bond in lieu of a cash/surety bond and asking for another extension of 30 days within which to post the said property bond. On March 7, 2005, the Parent Company filed its opposition to the said Motion.

On July 18, 2005, the RTC of Quezon City issued its third order denying the Parent Company's petition and granted SSS the 30 day extension to post the said attachment bond. Accordingly, on August 25, 2005, the Parent Company filed a Motion for Reconsideration (MR).

On September 12, 2005, the RTC of Quezon City issued its fourth order approving SSS's property bond in the total amount of P452.80 million. Accordingly, the RTC ordered the corresponding issuance of the writ of preliminary attachment. On November 3, 2005, the Parent Company submitted a Petition for Certiorari before the Court of Appeals (CA) seeking the nullification of the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005.

On February 22, 2006, the CA granted the Parent Company's petition for the issuance of the Temporary Restraining Order to enjoin the implementation of the orders of the RTC of Quezon City specifically on the issuance of the writ of preliminary attachment.

On March 28, 2006, the CA granted the Parent Company's petition for the issuance of a writ of preliminary injunction prohibiting the RTC of Quezon City from implementing the questioned orders.

On August 24, 2006, the CA issued a decision granting the Petition for Certiorari filed by the Parent Company on November 3, 2005 and nullifying the orders of the RTC of Quezon City dated June 18, 2004, January 10, 2005, July 18, 2005 and September 12, 2005 and consequently making the writ of preliminary injunction permanent.

Accordingly, SSS filed a Petition for Review on Certiorari on the CA's decision before the Supreme Court (SC).

On November 15, 2006, the First Division of the SC issued a Resolution denying SSS's petition for failure of SSS to sufficiently show that the CA committed any reversible error in its decision which would warrant the exercise of the SC's discretionary appellate jurisdiction.

The Parent Company, at various instances, initiated negotiations with the SSS for restructuring of the loan but was not able to conclude a formal restructuring agreement.

On January 13, 2015, the RTC of Quezon City issued a decision declaring null and void the contract of loan and the related mortgages entered into by the Parent Company with SSS on the ground that the officers and the SSS are not authorized to enter the subject loan agreement. In the decision, the RTC of Quezon City directed the Parent Company to return to SSS the principal amount of loan amounting to P375.00 million and directed the SSS to return to the Parent Company and to its related parties titles and documents held by SSS as collaterals.

On January 22, 2016, SSS appealed with the CA assailing the RTC of Quezon City decision in favor of the Parent Company, et al. SSS filed its Appellant's Brief and the Parent Company filed a Motion for Extension of Time to file Appellee’s Brief until May 16, 2016.
On May 16, 2016, the Parent Company filed its Appellee’s Brief with the CA, furnishing the RTC of Quezon City and the Office of the Solicitor General with copies. SSS was given a period to reply but it did not file any.

On September 6, 2016, a resolution for possible settlement was received by the Parent Company from the CA. However, on February 7, 2017 a Notice to Appear dated December 7, 2016 was received by the Parent Company from the Philippine Mediation Center Unit - Court of Appeals (PMCU-CA) directing the Parent Company and SSS to appear in person and without counsel at the PMCU-CA on January 23, 2017 to choose their mediator and the date of initial mediation conference and to consider the possibility of settlement. Since the Notice to Appear was belatedly received, the parties were not able to appear before the PMCU-CA.

On February 27, 2017, a Second Notice to Appear issued by the PMCU-CA directing all parties to appear on February 27, 2017 at a specified time was received by the Parent Company only on February 27, 2017 after the specified time of the meeting. The Parent Company failed to appear.

On June 30, 2017, a resolution issued by the CA, resolved to submit the appeal for decision.

On August 30, 2019, the CA rendered its Decision reversing and setting aside the Decision dated January 13, 2015 and Order dated May 11, 2015 rendered by the RTC of Quezon City.

On November 4, 2019, the counsel for the Parent Company, WII and TWGI filed a Petition for Review with the SC.

On February 5, 2020, the SC issued its Resolution requiring SSS to file its Comment. SSS appealed for an extension to file its Comment until March 23, 2020. On August 14, 2020, the counsel for the Parent Company received a copy of the Comment dated June 24, 2020.

On July 26, 2021, the SC rendered a decision in favor of the Parent Company which includes the declaration of the contract of loan and the foreclosure sale as null and void and ordered the following:

- The Parent Company to pay SSS P375.00 million subject to 12.00% legal interest from October 28, 1999 to June 30, 2013, and 6.00% legal interest from July 1, 2013 until full payment; and

- SSS to return to the Parent Company the amount of P35.83 million, subject to a legal interest of 12.00% from the dates that the individual payments were remitted until June 30, 2013, and 6.00% legal interest from July 1, 2013 until full payment.

On January 28, 2022, the SSS filed a Motion for Reconsideration with the SC. On February 2, 2022, the Office of the Solicitor General filed a Manifestation with the SC that it filed/served by electronic means its Motion for Reconsideration due to the physical closure of its offices as a result of the COVID-19 pandemic. As at the date of authorization for issue of the consolidated financial statements, there were no updates on the progress of the foregoing motions filed by the SSS and the Office of the Solicitor General with the SC.

As a result of the SC decision, the Parent Company recognized a reversal of previously accrued interest and penalties on the SSS Loan amounting to P415.67 million as at December 31, 2021. The reversal was recognized and presented as “Reversal of accrual” in the consolidated statements of profit or loss and other comprehensive income.

On September 21, 2022, the SC issued a resolution denying SSS’ Motion for Reconsideration with

Finality. On December 20, 2022, the SC issued an Entry of Judgment certifying the SC decision made on July 6, 2021 and that the same has, on September 21, 2022, become final and executory and is hereby recorded in the Book of Entries of Judgement.

The Parent Company is hereby ordered to:

a. submit to the trial court a list of all fruits, income, or dividends received by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock;
b. provided a computation of all amounts to be paid and a list of all properties to be returned by each party, together with a proposed schedule of payments and reconveyance, over a period which shall not exceed six (6) months from the finality of the SC decision, to be approved by the trial court; and
c. submit a report to the trial court on each party's compliance with the execution of the SC decision.

Subsequently, the last day for complying with the foregoing directives of the SC was on March 21, 2023. The Parent Company prayed to the SC to grant the Parent Company an extension of 30 days from March 21, 2023, or until April 21, 2023, within which to submit the list of the income received by Company by virtue of the Contract of Loan with Real Estate Mortgage and Option to Convert to Shares of Stock, the computation of amounts to be paid and the list of all properties to be returned, together with a proposed schedule of payments and reconveyance, for approval of the SC.

On April 17, 2023, the Company filed a Manifestation with Motion to Approve Proposed Set-off and Schedule Reconveyance with the RTC of Quezon City to comply with the orders set out in the SC decision.

On August 17, 2023, Branch 76 of the RTC of Quezon City issued an Order approving the legal compensation between SSS and the WPI, ordering WPI to pay P258,117,749.89 to SSS, which is the balance of the amount due to SSS after set-off of the amounts due to WPI, and further ordering the return of real estate properties and shares of stock by SSS to defendants WPI and WIN.

On September 20, 2023, SSS filed a Motion for Reconsideration with RTC of Quezon City asking that August 17, 2023 Order to be set aside. The Motion for Reconsideration was denied by the RTC on January 12, 2024.

On May 27, 2024, WPI, WIN, and TWGI tendered Manager’s Checks totaling P258.12 million to SSS. On July 16, 2024, SSS filed its Manifestation of Conditional Acceptance, acknowledging receipt of the tendered amount as partial and initial payment only, subject to the outcome of the pending case before the Court of Appeals (CA G.R. SP No. 183716). As a result, the principal balance of the SSS loan was reduced to P116.88 million

WPI, WIN and TWGI then filed a Motion to Direct the Register of Deeds of Quezon City to cancel TCT Nos. N-281261 and N-281262 and to reinstate TC Nos. N-153395 and N-153396 to which the Court granted in its Order dated August 6, 2024.

Subsequently, SSS filed its Urgent Omnibus Motion for Reconsideration of the August 6, 2024 and for Inhibition of Hon. Pambid. The said Motion was denied by the Court on October 3, 2024.

On December 3, 2024, SSS filed a Petition for Certiorari (with Application for Temporary Restraining Order and/or Preliminary Injunction) against Hon. Pambid, WPI, TWGI and WIN before the CA, docketed as CA G.R. SP No.187166.

This is awaiting the order of the Court of Appeals to file comment on the Petition for Certiorari as at December 31, 2025.

Interest expense - net incurred from the SSS loan is recognized in the consolidated statements of profit or loss and other comprehensive income amounted to nil, P10.65 million and P20.35 million in 2025, 2024 and 2023, respectively.

Further, in relation to the SC decision declaring the SSS loan as null and void, the Parent Company reclassified the outstanding balance of the loan and the related accrued interest amounting to P116.80 million and P785.36 million, respectively, as “Provision” as at December 31, 2025 and 2024. The management considered the requirements under PAS 37 as basis for the reclassification.

BIR Assessment

2006 BIR Tax Assessment

On November 10, 2008, the Parent Company received a Preliminary Assessment Notice from the BIR for deficiency taxes for the taxable year 2006. On February 9, 2009, the Parent Company sent a protest letter to BIR contesting the said assessment. On February 18, 2009, the Regional Office of the BIR sent a letter to the Parent Company informing the latter that the docket was returned to Revenue District Office for reinvestigation and further verification.

On December 8, 2009, the Parent Company received BIR's Final Decision on Disputed Assessment for deficiency taxes for the 2006 taxable year. The final decision of the BIR seeks to collect deficiency assessments totaling to P3.3 million. However, on January 15, 2010, the Parent Company appealed the final decision of the BIR with the Court of Tax Appeals (CTA) on the grounds of lack of legal and factual bases in the issuance of the assessments.

In its decision promulgated on November 13, 2012, the CTA upheld the expanded withholding tax (EWT) assessment and cancelled the VAT and compromise penalty assessments. WPI decided not to contest the EWT assessment. The BIR filed its motion for reconsideration (MR) on December 4, 2012 and on April 24, 2013, the Court issued its amended decision reinstating the VAT assessment. The Parent Company filed its MR on the amended decision that was denied by the CTA in its resolution promulgated on September 13, 2013.

The Parent Company appealed the case to the CTA sitting En Banc on October 21, 2013. The CTA En Banc decision promulgated on December 4, 2014 affirmed the VAT and EWT assessments. The EWT assessment was paid on March 3, 2013. The CTA En Banc decision was appealed to the SC on February 5, 2015 covering the VAT assessment only. As at the date of the authorization for issue of the consolidated financial statements the Parent Company is still awaiting the SC's decision.

Management and its legal counsels believe that the position of the Parent Company is sustainable, and accordingly, believe that the Parent Company does not have a present obligation (legal or constructive) with respect to the assessment.

2019 BIR Tax Assessment

On June 8, 2021, the Parent Company received a Letter of Authority SN: eLA201500023533 LOA-080-2021-0000113 dated May 31, 2021 from the BIR for the taxable year 2019.

On January 26, 2023 the Parent received Notice of Discrepancy dated January 25, 2023. On February 24, 2023, the Parent Company sent a letter to BIR contesting the said assessment.

On May 23, 2023, an Amended Notice of Discrepancy dated May 15, 2023 was received by the parent with changes on the assessment. On June 20, 2023, the Parent submitted a reply with justification and explanation on itemized assessment.

On July 26, 2023, the parent received a Preliminary Assessment Notice dated July 24, 2023. On August 9, 2023, a reply dated August 9,2023 was sent to BIR still contesting the said assessment.

On August 31, 2023, a Formal Letter of Demand dated August 16, 2023 was received by the Parent. On October 2, 2023, the Parent Company sent a protest letter to BIR contesting the portion of the said assessment. Settlement on Documentary Stamp Tax, Registration Fee, Expanded Withholding Taxes and Withholding tax on Compensation amounting to P3.3 million was made on October 12, 2023.

On March 6, 2024, the Parent Company sent a protest letter, which was accepted by the BIR requesting for reinvestigation and verification, which includes deficiencies in income tax amounting to P22.0 million and VAT amounting to P21.3 million. A partial settlement for Income Tax amounting to P5.0 million was made on March 26, 2024, followed by a final payment of P5.08 million on May 27, 2024. On the same day, a Waiver of the Defense of Prescription for Value Added Tax was executed and accepted by the Regional Director of Revenue Region No. 13 on June 25, 2024. Lastly, a settlement of miscellaneous fees amounting to 59,000 was made on July 1, 2024.

Item 4. Submission of Matters to a Vote of Security Holders

4.1 The stockholders approved and ratified the following matters during the Stockholder’s Meeting held last September 26, 2025:

4.2

a. Election of the members of the Board of Directors to serve for the term 2025-2026. Those elected regular members of the Board were:

1. Dee Hua T. Gatchalian
2. Elvira A. Ting
3. Sergio R. Ortiz-Luis, Jr.
4. Arthur M. Lopez
5. Ruben D. Torres
6. Lamberto B. Mercado, Jr.

As Independent Directors:

1. Renato C. Francisco
2. Aristeo R. Cruz
3. Josaias T. De La Cruz

Atty. Arthur R. Ponsaran acts as the Corporate Secretary of the Company.

b. The designation of KPMG R.G. Manabat and Co. as the Corporation’s external auditor. For calendar year ended 2025, the signing partner of the company is Ms. Diana Rose A. De Mesa

PART II – OPERATIONAL AND FINANCIAL INFORMATION

Item 5. Market for Registrant’s Common Equity and Related Stockholder Matters

5.1 The Company’s common stock is currently listed and traded on the Philippine Stock Exchange. On June 16, 1999, the Parent Company declared cash dividends of Php 0.02 per share on its outstanding common shares as of the record date of May 15, 1999, amounting to a total of

Php 19.23 million. In addition, the Parent Company declared a 10% stock dividend with a record date of September 15, 1999.

The Company has not issued dividends since the year 2000. However, it promises to declare dividends once the deficit is offset and the market for the coming years proper.

5.2 The stocks of WPI shares which are listed on the Philippine Stock Exchange for the last two calendar years are as set out hereunder:

	2025		2024	
	High	Low	High	Low
1st Quarter	0.4100	0.4050	0.4100	0.4000
2nd Quarter	0.4500	0.4300	0.4000	0.3900
3rd Quarter	0.4700	0.4300	0.3750	0.3650
4th Quarter	0.4200	0.4100	0.4300	0.3700

The price of the stock is at 0.490 as of December 31, 2025 and at 0.460 as of May 26, 2026.

5.3 The number of stockholders of record as of December 31, 2025 on the Register of Shareholders was 421 but the company is not able to identify the actual number of beneficial owners who are registered under the name of the member companies of the Philippine Stock Exchange (PSE). Common shares outstanding as of December 31, 2025 were 2,498,991,753. There are no sales for the last three years of unregistered securities.

5.4 The list of top 20 stockholders of record as of December 31, 2025 is as stated hereunder:

	STOCKHOLDER'S NAME	TOTAL HOLDINGS (SUBSCRIBED)	PERCENTAGE TO TOTAL
1	PCD NOMINEE CORP. (FILIPINO)	1,135,464,735	45.44%
2	THE WELLEX GROUP, INC.	1,128,466,800	45.16%
3	PCD NOMINEE CORP. (NON-FILIPINO)	45,401,539	01.82%
4	KENNETH T. GATCHALIAN	30,000,100	01.20%
5	REXLON T. GATCHALIAN	30,000,000	01.20%
6	WESLIE T. GATCHALIAN	30,000,000	01.20%
7	FORUM HOLDINGS CORPORATION	20,626,000	00.83%
8	PRIMARY STRUCTURES CORPORATION	16,212,500	00.65%
9	REXLON GATCHALIAN	14,740,000	00.59%
10	METRO ALLIANCE HOLDINGS & EQUITIES, INC.	14,370,000	00.58%
11	ELVIRA A. TING	10,000,009	00.40%
12	CATALINA ROXAS MELENDRES	6,246,000	00.25%
13	MANUEL H. OSMENA &/OR MANUEL L. OSMENA II	1,400,000	00.06%
14	ROLANDO M. LIM	1,142,500	00.05%
15	FELIPE A CRUZ, JR.	1,100,000	00.04%
16	MARIA CONCEPCION CRUZ	876,000	00.04%
17	FREYSSINET PHILIPPINES, INC.	770,000	00.03%
18	BENSON COYUCO	605,000	00.02%
19	LUCENA B. ENRIQUEZ	552,000	00.02%
20	EMILY LIM	500,000	00.02%

Item 6. Management's Discussion and Analysis or Plan of Operation

Below are the results of operations of the Parent Company and its subsidiaries, for the years ending December 31, 2025, 2024 and 2023 together with its financial conditions as of the same period.

RESULTS OF OPERATIONS (Amounts in Php)

RESULTS OF OPERATIONS	2025	2024	2023
Revenues	**2,033,688,638**	1,951,540,132	1,803,586,373
Less: Costs and Expenses	**1,698,897,982**	1,435,026,056	1,143,632,602
Gross Income	**334,790,656**	**516,514,076**	**659,953,771**
Other (Expenses) Income	**(463,443,165)**	1,228,075,752	(534,119,418)
Net Income/(Loss) Before Income Tax	**(128,652,509)**	**1,744,589,828**	**125,834,353**
Income Tax Expense	**(22,887,530)**	151,703,603	102,540,385
NET INCOME/(LOSS)	**(105,764,979)**	**1,592,886,225**	**23,293,968**
Earnings (Loss) Per Share	**(0.02)**	**0.34**	**0.02**

FINANCIAL CONDITION (Amounts in Php)

FINANCIAL CONDITION	2025	2024	2023
ASSETS			
Current Assets	**2,703,747,062**	4,561,995,119	4,858,219,040
Noncurrent Assets	**21,886,847,945**	17,854,335,198	16,558,614,804
Total Assets	**24,590,595,007**	**22,416,330,317**	**21,416,833,844**
LIABILITIES			
Current Liabilities	**1,640,643,532**	1,685,472,901	1,669,760,979
Non-current Liabilities	**6,342,868,417**	6,047,720,156	6,658,474,269
Total Liabilities	**7,983,511,950**	**7,733,193,057**	**8,328,235,248**
Total Stockholders' Equity	**13,723,501,891**	12,340,405,472	11,489,258,299
Minority Interest	**2,883,581,166**	2,342,731,788	1,599,340,297
Total Liabilities & S/H Equity	24,590,595,007	**22,416,330,317**	**21,416,833,844**

Calendar Year ended December 31, 2025 as compared with Calendar Year ended December 31, 2024

RESULTS OF OPERATION

Revenues and Earnings per share

- Total revenues for year ended Dec. 31, 2025 was higher than the previous year. In actual performance, revenues from hotel & other subsidiaries for the year 2025 is at P2.033B compared to 2024's P1.951B, increasing by 6.30%.

Earnings per share for 2025, (P0.02) and P0.34 for 2024. There are no potentially dilutive shares as of December 31, 2025.

Cost and expenses

– Cost and expenses of 2025 is at P1.698B compared to last year's P1.435B

FINANCIAL CONDITION

Cash and cash equivalents – This account decreased by P33.81M which is 8.60% lower from last year.

Receivables – Decreased by 30.57% from P1.582B in 2024 to P1.098B in 2025.

Notes Receivable – Decreased for the year by P133M or an decrease of 48.95%.

Inventories – Inventories increased by 2.70% from last year.

Due from related parties-current portion – The account decreased to P994.99M, an amount 55% lower from last year.

Prepaid expenses and other current assets – A increase of P78.861M from last year's P69.487M. Prepaid expenses are defined as payment for services and/or benefits yet to be performed or received; it also includes prepaid taxes and insurance.

Property plant & equipment – There was a 20.25% increase from last year's P11.675B to this year's P14.038B. In compliance with PAS 27, property and equipment (except operating and transportation equipment) were carried at revalued amounts effective 2009.

Other noncurrent assets – There is an decrease of P21.455M on this account compared to last year's P901.695M.

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and due to related parties. The account increased by 2.17% from last year; P1.317B in 2024 to P1.345B in 2025.

Loans Payable – Current portion of the loan decreased by P55M.

Other current liabilities – The account resulted in an increased from P72.526M last year to P54.161M this year. This refers to concessionaire, other deposits and deferred income.

Calendar Year ended December 31, 2024 as compared with Calendar Year ended December 31, 2023

RESULTS OF OPERATION

Revenues and Earnings per share – Total revenues in 2024 were higher compared to 2023. Revenues generated from hotel operations and other subsidiaries amounted to P1.952 billion in 2024, up from P1.804 billion in 2023, reflecting an increase of 8.20%.

Earnings per share (EPS) for 2024 amounted to P0.34, compared to P0.021 in 2023. As of December 31, 2024, there were no potentially dilutive shares.

Cost and expenses – Total costs and expenses in 2024 increased to P1.435 billion from P1.144 billion in 2023.

FINANCIAL CONDITION

Cash and cash equivalents – In 2024, this account decline by P82.592 million, representing a 17.35% decrease compared with 2023.

Receivables – Receivables increased by 75.12%, rising from P903.67 million in 2023 to P1.582 billion in 2024.

Notes Receivable – Notes receivable increased by P4.149 million in 2024, equivalent to a 1.55% increase compared with 2023.

Inventories – Inventories increased by 25.26% in 2024 compared to the year 2023.

Due from related parties-current portion – In 2024, this account decreased to P2.211 billion, representing a 24.71% decline from 2023. This balance consists of interest-bearing advances to TWGI, PRC, and Crisanta Realty.

Prepaid expenses and other current assets – This account declined by P178.969 million in 2024, from P248.457 million in 2023. Prepaid expenses represent payments for services or benefits to be received in future periods, including prepaid taxes and insurance.

Property plant & equipment – Property, plant, and equipment decreased slightly by 0.26%, from P11.706 billion in 2023 to P11.675 billion in 2024. In compliance with PAS 27, property and equipment (except operating and transportation equipment) were carried at revalued amounts effective 2009.

Other noncurrent assets – Other noncurrent assets increased by P173.039 million in 2024 compared to the P728.656 million balance in 2023.

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and due to related parties. The account increased by 4.00% from P1.226 billion in 2023 to P1.317 billion in 2024.

Loans Payable – The current portion of loans payable decreased by P44.00 million in 2024.

Other current liabilities – Other current liabilities increased from P63.48 million in 2023 to P72.526 million in 2024. This account mainly comprises concessionaire deposits, other deposits, and deferred income.

Calendar Year ended December 31, 2023 as compared with Calendar Year ended December 31, 2022

RESULTS OF OPERATION

Revenues and Earnings per share– Total revenues in 2023 were higher compared to 2022. Revenues generated from hotel operations and other subsidiaries amounted to P1.804 billion in 2023, up from P1.486 billion in 2022, reflecting an increase of 21.34%.

Earnings per share (EPS) for 2023 amounted to P0.028, compared to P0.033 in 2022. As of December 31, 2023, there were no potentially dilutive shares.

Cost and expenses – Total costs and expenses in 2023 increased to P1.144 billion from P993.38 million in 2022.

FINANCIAL CONDITION

Cash and cash equivalents – In 2023, this account declined by P107.94 million, representing a 18.49% decrease compared with 2022.

Receivables – Receivables increased by 3.41%, rising from P873.87 million in 2022 to P903.67 million in 2023.

Notes Receivable – Notes receivable increased by P20.17 million in 2023, equivalent to a 8.15% increase compared with 2022.

Inventories – Inventories increased by 14.27% in 2023 compared to the year 2022.

Due from related parties-current portion – In 2023, this account decreased to P2.936 billion, representing a 31.09% decline from 2022. This balance consists of interest-bearing advances to TWGI, PRC, and Crisanta Realty.

Prepaid expenses and other current assets – This account increased by P0.06 million in 2023, from P248.40 million in 2022. Prepaid expenses represent payments for services or benefits to be received in future periods, including prepaid taxes and insurance.

Property plant & equipment – Property, plant, and equipment increased by 6.41%, from P11.706 billion in 2022 to P11.706 billion in 2023. In compliance with PAS 27, property and equipment (except operating and transportation equipment) were carried at revalued amounts effective 2009.

Other noncurrent assets – Other noncurrent assets decreased by P3.10 million in 2023 compared to the P731.76 million balance in 2022.

Current Liabilities – The account consisted of trade payable, income tax payable, accruals and due to related parties. The account decreased by 27.52% from P1.747 billion in 2022 to P1.266 billion in 2023.

Loans Payable – The current portion of loans payable decreased by P255 million in 2023.

Other current liabilities – Other current liabilities increased from P32.95 million in 2022 to P63.49 million in 2023. This account mainly comprises concessionaire deposits, other deposits, and deferred income.

Key Variable and Other Qualitative and Quantitative Factors:

a. Any known Trends, Events or Uncertainties

The Group has assessed that it will still have a continued operation after the previous year's challenges. The full impact on the Group will depend on the duration of this unique crisis and how it severely impacts the economy going forward, with a range of potential outcomes too large to provide a meaningful quantification at this point. Any impact on the Group's estimates of provision on financial instruments and recoverability of nonfinancial assets will be determined, quantified and recognized in the Group's financial statements when these become estimable.

b. There are no events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

Omnibus Security and Loan Agreement Covenants

As of December 31, 2025, the Group's debt service coverage ratio had met the agreed threshold.

c. There are no material off-balance sheet transactions, arrangements, obligations (including, contingent obligations), and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

d. The group is not subject to externally-imposed capital requirements.

Financial Risk and Capital Management Objectives and Policies

The Group's principal financial instruments comprise of cash and cash equivalents, receivables, notes receivable, due from related parties, short-term investments, equity securities - at FVOCI, other noncurrent assets (excluding advances to contractors and advances to supplier), accounts payable and accrued expenses (excluding local taxes, output VAT and withholding taxes), loans payable, due to a related party, lease liabilities, other current liabilities (excluding deferred income), concessionaires' deposits and retention payables. These financial instruments arise directly from operations.

The main risks arising from the financial instruments of the Group are credit risk, liquidity risk and market risk. There has been no change to the Group's exposure to risks or the manner in which it manages and measures the risks in prior financial year. The Group's management reviews and approves policies for managing each of these risks and they are summarized as follows:

Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables.

The Group has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Group's standard payment and delivery terms and conditions are offered. The Group's review includes external ratings, if they are available, financial statements, credit agency information, industry information, and in some cases bank references. The Group limits its exposure to credit risk by establishing credit limits and maximum payment period for each customer, reviewing outstanding balances to minimize transactions with customers in industries experiencing particular economic volatility.

With respect to credit risk from other financial assets of the Group, which mainly comprise of due from related parties, the exposure of the Group to credit risk arises from the default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments.

There is no other significant concentration of credit risk in the Group.

The credit grades used by the Group in evaluating the credit quality of its receivables to customers and other parties are the following:

Grade A financial assets pertain to financial assets that are neither past due nor impaired which have good collection status. These financial assets are those which have high probability of collection, as evidenced by counterparties having ability to satisfy their obligations.

Grade B financial assets are those past due but not impaired financial assets and with fair collection status. These financial assets include those for which collections are probable due to the reputation and the financial ability to pay of the counterparty but have been outstanding for a length of time.

Grade C financial assets are those which have continuous default collection issues. These financial assets have counterparties that are most likely not capable of honoring their financial obligations

The credit quality of the Group's financial assets that are neither past due or impaired is considered to be of good quality and expected to collectible without incurring any credit losses.

Information on the Group's receivables and due from related parties that are impaired as of December 31, 2025 and 2024 and the movement of the allowance used to record the impairment losses are disclosed in Notes 5 and 8 to the consolidated financial statements.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group monitors and maintains a level of cash deemed adequate by the management to finance the Group's operation and mitigate the effects of fluctuations in cash flows. Additional short-term funding is obtained through related party advances and from bank loans, when necessary.

Ultimate responsibility for liquidity risk management rests with the BOD, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. For the Group's short-term funding, the Group's policy is to ensure that there are sufficient working capital inflows to match repayments of short-term debt.

Market Risk

Market risk is the risk that the fair value or cash flows of a financial instrument of the Group will fluctuate due to change in market prices. Market risk reflects interest rate risk, currency risk and other price risks.

The Group is primarily exposed to the financial risk of changes in equity prices of its equity securities - at FVOCI.

Interest Rate Risk

Cash flow interest rate risk is the risk that the future cash flow of the financial instruments will fluctuate because of the changes in market interest rates. Fair value interest rate risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market interest rates.

The Group's financial instrument that is primarily exposed to interest risk is the interest-bearing funds made available by the Parent Company to WCCCHI to finance the construction of the Cebu City Hotel Project.

Such funds were substantially sourced from a P375.00 million loan from SSS, as well as the stock rights offering of the Parent Company. Since 2006, the Parent Company charged WCCCHI on the related interests and penalties on the contention that the latter benefited from the proceeds of the SSS loan. Starting 2017, WCCCHI was not anymore charged with the interest on SSS loan because the Parent Company has assessed that if it has already fulfilled its obligations related to its use of proceeds from such loan.

Cash flow interest rate risk exposure is managed within parameters approved by management. If the exposure exceeds the parameters, the Group enters into hedging transactions.

Equity Price Risk

Equity price risk is the risk that fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

The Group is exposed to equity price risk because of its investment in shares of stock of WII which are listed on the PSE totaling to 86.71 million shares as at December 31, 2025 and 2024 (see Note 8f). The Group has also investment in shares of stock of WMPD amounting to P50.00 million representing 5% of the total capital stock of WMPD (see Note 8f).

The Group monitors the changes in the price of the shares of stock of WII. In managing its price risk, the Group disposes of existing or acquires additional shares based on the economic conditions.

Fair Value of Financial Assets and Liabilities

The carrying amount of cash and cash equivalents, receivables, current portion of due from related parties, accounts payable and accrued expenses and other current liabilities approximate their fair values due to the short-term maturity of these instruments.

The fair value of interest-bearing due from related parties and loans payable is based on the discounted value of expected future cash flows using the applicable market rates for similar types of instruments as of the reporting date, thus, the carrying amount approximates fair value.

The fair value of listed investment was determined using the closing market price of the investment listed on the PSE as of December 31, 2025 and 2024.

Risk Management Structure

Board of Directors

The BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Group. It also has the overall responsibility for the development of risk strategies, principles, frameworks, policies and limits. It establishes a forum of discussion of the Group’s approach to risk issues in order to make relevant decisions.

Risk Management Committee

Risk management committee is responsible for comprehensive monitoring, evaluating and analyzing of the Group’s risks in line with the policies and limits set by the BOD.

Capital Management

The primary objective of the Group's capital management is to ensure its ability to continue as a going concern and that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. Capital is defined as the invested money or invested purchasing power, the net assets or equity of the entity. The Group's overall strategy remains unchanged from 2025 and 2024.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. For purposes of the Group's capital management, capital includes all equity items that are presented in the consolidated statement of changes in equity, except for revaluation surplus on property and equipment, retirement benefits reserve, foreign currency translation adjustment and fair value reserve.

The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the omnibus and security loan agreement. Breaches in meeting the financial covenants would permit the bank to immediately call the loans. There have been no breaches of the financial covenants in the current period.

Item 7. Financial Statements

The consolidated financial statements are filed as part of this Form 17-A, attached hereto and marked as Annex 'A'.

INFORMATION ON INDEPENDENT ACCOUNTANT AND OTHER RELATED MATTERS

1) External Audit Fees and Services

KPMG R.G. Manabat & Co. began the external audit of the financial statements of Waterfront Philippines, Inc. and its subsidiaries for the calendar year ended December 31, 2024 until present, December 31, 2025.

A) Audit and Audit-Related Fees, net of Tax

	FOR THE CALENDAR YEAR ENDED DECEMBER 31,	
	2025	***2024***
Aggregate Fees Billed for the external audit of the Company's financial statements	**5,207,500**	4,787,500

B) Tax Fees

None

C) All Other Fees

None

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

PART III – CONTROL AND COMPENSATION INFORMATION

Item 9. Directors and Executive Officers of the Registrant

9.1 The names and ages of the Directors and Executive Officers as of December 31, 2025 are as follows:

Office	Name	Age	Citizenship	Position in Other Listed Companies
Chairman of the Board	Sergio R. Ortiz-Luis, Jr.	82	Filipino	A Director Waterfront Philippines, Inc., President & CEO – Philippine Exporters Confederation, Inc. (PHILEXPORT); Honorary Chairman – Philippine Chamber of Commerce & Industry, Employers Confederation of the Philippines, Integrated Concepts and Solutions, Inc., Vice-Chairman of Alliance Global, Inc.; Director – International Chamber of Commerce of the Philippines, Manila Exposition Complex, Inc., Lasaltech Academy, BA Securities, Rural Bank of Baguio, GS1.; Gov't Affiliations: Vice-Chairman – Export Development Council; Civic Organizations: Chairman - Rotary Club of Green Meadows, Director – PILAK Foundation, Universal Access Center for Trade Others: Honorary Consul General – Consulate of Romania in the Philippines.
Director and Vice Chairman	Arthur M. Lopez	79	Filipino	Owner and Principal Consultant of AML Hotel Consultancy, Management and Technical Services Consultant of Federal Land and owner of Grand Hyatt Projects and Marco Polo Cebu; Director-Philippine Estates Corp., Chairman- Acesite Phils. Hotel Corp, Hotel Management Consultant of the B Hotel Manila, Bellevue Bohol Resort in Panglao, B Hotel Quezon City, Bellevue Baguio (opening in 2018) and Bloomberry Casino Hotels & Resorts; Regional Director of Asia Pacific Top Management International Resources Corp.; Hotel Management Consultant of Double Dragon properties Corporation. President of Legoli Holdings Inc and Arleff Holdings Inc. and President of Phil. Hotel Federation Inc.
Director and President	Elvira A. Ting	65	Filipino	President & CEO – Philippine Estates Corporation; Director Wellex Industries, Inc., Forum Pacific, Inc., Orient Pacific Corporation, Crisanta Realty and Development Corporation, Recovery Development Corporation, The Wellex

				Group, Inc., Plastic City Industrial Corporation.
Director and Treasurer	Dee Hua T. Gatchalian	77	Filipino	Director- Philippine Estates Corporation, Acesite (Philippines) Hotel Corporation; EVP-Finance and Admin The Wellex Group, Inc., & Plastic City Corporation. Chairperson of Jesus Our Life Ministries, Inc.
Director	Lamberto B. Mercado Jr.	61	Filipino	Vice-President for Legal of the Wellex Group, Inc. He was elected as one of the Directors of the Company since 24 June 2004. He is a graduate of the Ateneo de Manila University School of Law. Atty. Mercado is a certified public accountant. Prior to his post in Wellex Group, he was connected with the Subic Bay Metropolitan Authority (SBMA). From November 1993 to July 1997, he was the chief of staff of SBMA. He also served as president of the Freeport Service Corporation in SBMA from August 1996 to January 1998. He was appointed deputy administrator for administration in February 1997, a post he held until August 1998. Currently a Director of the following publicly listed companies: Waterfront Philippines, Incorporated, Wellex Industries, Inc., Forum Pacific, Inc., Metro Alliance Holdings & Equities Corp. and Acesite (Phils.) Hotel Corporation.
Independent Director	Aristeo R. Cruz	58	Filipino	Independent Director Waterfront Philippines, Inc., Independent Director-The Wellex Group,Inc., Director of Acesite Phils Hotel Corp. Meycauayan College, Inc – Vice Chairman of the board and Executive Vice President; Cruz Altares & Associates Law Office (formerly Cruz, Castro & Altares Law-Founding and Managing Partner,Liberty Bank (A Rural Bank), Inc.-Vice President Idealand Realty & Dev't Corp.- Vice-President and Chief Operating Officer (COO) Philstar Innovation Realty Corp.- Director & Corp Secretary Statosphere Realty & Dev't Corp. President and Chief Operating Officer (COO) Metro Alliance Holdings & Equities Corp.- Independent Director
Director	Ruben D. Torres	83	Filipino	Director Waterfront Philippines, Inc., President – BPO Workers Association of the Phils.; Senior Partner – Torres Caparas Torres Law Offices; Secretary General Katipunan ng Manggagawa at Magsasaka ng Pilipinas; Chairman/CEO – Service Exporters Risk Management & Consultancy Co., Towers Corporation and

				Optimus Medical Care and Trading Corporation.
Independent Director	Josaias T. De La Cruz	64	Filipino	Presently functioning as a Treasurer/Vice President for Investor Relations and Financial Planning in Wegen Distributed Energy Philippines Holding Corporation. A sole proprietor of JTDC Spinmeister Laundry Service that is operating under a Quicklean Laundry service franchise. A former National Director of World Vision Development Foundation, Inc. who was responsible in managing the largest international NGO in the Philippines. Also served various executive positions under The Wellex Group of Companies as its former Chief Executive Officer, VP – Credit Cycle, and Compliance Officer.
Independent Director	Renato C. Francisco	77	Filipino	A veteran legal professional, Justice Renato C. Francisco has been serving as an Associate Justice for the Court of Appeals from May 31, 2012 – August 20, 2018. An Ateneo De Manila University graduate for his Bachelor of Laws, Justice Francisco has served in the judiciary as a Presiding/ Executive Judge for the Regional Trial Court – Branch 19 of Malolos, Bulacan. Prior to that, he has also been the Assistant City Prosecutor for Makati City from 1992 to 1996. His extensive knowledge about the judiciary and legislations was further improved by the training programs that he has been a part of including The Harvard Negotiation Intensive, The Seminar Workshop on Substantive Law and Jurisprudence on Intellectual Property for Court of Appeals Justices.
Corporate Secretary	Arthur R. Ponsaran	82	Filipino	Director and/or Corporate Secretary of client corporations, including listed companies, as well as non-profit institutions. As of July 2025, he serves as Director of Forum Pacific Inc., Philippine Estates corporation, Health Carousel Philippines, Inc, MCCI Corporation, Bancom Alumni, Inc., Bancom II Consultants, Inc., Corporate Secretary of Waterfront Philippines Inc., Philsteel Holdings Corporation, Steel Corporation of the Philippines and Producers Savings Bank Corporation.

A brief description of the directors' and executive officers' business experience and other directorship held in other reporting companies are provided as follows:

Board of Directors

Sergio R. Ortiz-Luis, Jr.	Chairman of the Board

He has degrees of Bachelor of Arts and Bachelor of Science in Business Administration from De La Salle University; PhD Humanities from Central Luzon State University, and PhD Business Technology from Eulogio "Amang" Rodriguez Institute of Science and Technology. He is the President and CEO of Philippine Exporters Confederation, Inc. An Honorary Chairman of Philippine Chamber of Commerce & Industry, Employers Confederation of the Philippines as well as Integrated Concepts & Solutions, Inc. He is the Vice Chairman of Alliance Global, Inc., Export Development Council. He is a Director of Manila Exposition Complex, Inc., Lasaltech Academy, Philippine Estate Corporation, BA Securities, Rural Bank of Baguio, PILAK Foundation, and Universal Access Center for Trade and Philippine International Training Corporation. He is a Council Adviser Member of Philippine Foundation, Inc., a Founding Director of International Chamber of Commerce of the Philippines and GS1. He is also a member of the Board of Advisers of Southville International School and Colleges. He is a commissioner of Patrol 117, a Financing Champion of the National Competitiveness Council and a Private Sector Representative of Bamboo Council. He is also a Chairman of Rotary Club of Green Meadows Foundation and also a Chairman of Council of Advisers Eastern Police District. He is the Past President of Rotary Club of Green Meadows Quezon City RI District 3780, a Board of Advisers Member of Council of Advisers Philippine National Police, a senator of Philippine Jaycee Senate, Captain of Philippine Coastguard Auxiliary and a member of the League of Corporate Foundation. He is the Honorary Consul General of Consulate of Romania in the Philippines, a Treasurer of Consular Corps of the Philippines and an Honorary Adviser of International Association of Education for World Peace. Some awards that he received were International Peace Award for Economic Development in 2005, Most Outstanding Citizen of Nueva Ecija in the Field of Business in 2005 also, Most Outstanding Pasigueno in 2006, Ulirang Ama also in 2006 and Presidential Merit Award Medal in 2007. He became an Independent Director of Waterfront Philippines, Inc. since August 2006-2020. In 2014, he attended Exporter's Partner in Gearing the Country for the AEC Markets of the World 2, Technology Innovation and Entrepreneurship as Competitive Strategies PHILAAS 63rd Annual Convention and lastly, Bringing the Buy Pinoy Campaign to the Next Level.

Arthur M. Lopez	Director and Vice Chairman

Hotel management consultant specializing in general hotel management consultancy services, marketing, hotel design development/technical services, gaming, hotel feasibility study, pre and post hotel opening management services, asset management/owner's representative, food and beverage concept and service, mergers and acquisitions, travel and tours, theme parks and third-party management and branding. The Owner and Principal Consultant of AML Hotel Consultants. Hotel Management and Development Consultant – Double Dragon Properties Corporation (PSE listed) - Hotel of Asia Inc. – Jin Jiang Ortigas, Jin Jiang Inn Makati, Injap Tower Iloilo, Hotel 101 Manila (500 rooms), Hotel 101 Fort project (600 rooms, under construction); Hotel 101 Bohol (250 rooms, under construction); Hotel Management and Development Consultant – Bellevue Bohol Resort, The Bellevue Hotel Manila, The B Hotel Manila, B Hotel Quezon City; Bellevue Baguio (under construction) opening in 2018; Bellevue Bohol Resort extension (140 rooms) opening 2019. Hotel Management and Development Consultant – Wydham Garden (Wellworth Properties and Development Corporation) Quezon City (200 rooms) opening in 2020 and in a resort hotel in Mactan, Cebu City (300 rooms) opening in 2021. The Chairman – Philippine Estates Corporation (PSE listed) and Acesite Philippines Hotel Corporation, owner of Manila Pavilion Hotel (PSE listed). Director – Waterfront Hotels and Casinos (PSE listed) – Waterfront Cebu City Hotel & Casino, Manila Pavilion Hotel & Casino, Waterfront Airport Hotel & Casino and Waterfront Insular Hotel Davao. President – Philippine Hotel Owners Association, Inc. (PHOAI) – the largest group of hotel owners and developers in the Philippines. Holds a Bachelor of Science degree in Commerce, major in Management, and a master's degree in business administration (MBA), both from the University of Santo Tomas in the Philippines. He completed a Tourism Management course at the East-West Center, University of Hawaii, Honolulu, Hawaii and Cornell University, Ithaca, New York, USA. Mr. Lopez became an Independent Director of Waterfront Philippines, Inc. since August 2011-2020.

Elvira A. Ting	Director and President

Ms. Elvira A. Ting is the President of the company. She earned her bachelor's degree in business administration major in Management from the Philippine School of Business Administration. She has been the Director of Waterfront Philippines, Inc., since October 2000-present. She is also the President/Director of Philippine Estates Corp., a director Wellex Industries, Inc., The Wellex Group, Inc., and Forum Pacific, Inc. She is also a Director/CFO of Acesite Phils. Inc.from 2004-present.

Dee Hua T. Gatchalian	Director and Treasurer

Mrs. Gatchalian was elected director of the Company from 24 June 2004-present. She is the Executive Vice-President of The Wellex Group, Inc., and the Executive Vice-President of Plastic City Corporation. She is a board of director of Philippine Estates Corporation, and Acesite (Phils.) Hotel Corp. She graduated with a degree in Medical Technology from the Far Eastern University in 1970. In addition to her numerous positions in business firms, she is the Chairperson of Jesus Our Life Ministries, Inc., a non-profit, non-stock organization duly registered with the Securities and Exchange Commission.

Lamberto B. Mercado, Jr.,	Director

Atty. Mercado is the Vice-President for Legal of the Wellex Group, Inc. He was elected as one of the Directors of the Company since 24 June 2004. He is a graduate of the Ateneo de Manila University School of Law. Atty. Mercado is a certified public accountant. Prior to his post in Wellex Group, he was connected with the Subic Bay Metropolitan Authority (SBMA). From November 1993 to July 1997, he was the chief of staff of SBMA. He also served as president of the Freeport Service Corporation in SBMA from August 1996 to January 1998. He was appointed deputy administrator for administration in February 1997, a post he held until August 1998. Currently a director of the following publicly listed companies: Waterfront Phils. Inc., Wellex Industries, Inc., Forum Pacific, Inc., Metro Alliance Holdings & Equities Corp., Acesite (Phils.) Hotel Corporation and Pacific Wide Realty & Development Corp. In addition, he is currently member of the Board of Directors of Philippine National Construction Corporation.

Ruben D. Torres	Director

Mr. Ruben Torres graduated in the University of the Philippines with a degree of Bachelor of Arts (Political Science) after which, he finished the degree of Bachelor of Laws at the same university. Presently he is also the President of BPO Workers Association of the Philippines and Senior Partner of Torres Caparas Torres Law Office. He is also the Secretary General of Katipunan ng Manggagawa at Magsasaka ng Pilipinas. He is associated with the Integrated Bar of the Philippines and Philippine Academy of Professional Arbitrators. His former positions include being a Member of the House of Representatives of the 2nd District of Zambales, Executive Secretary of the Office of the President in Malacañang, Secretary of the Department of Labor and Employment. Mr. Torres became an Independent Director of Waterfront Philippines, Inc. since August 2006-2020.

Renato C. Francisco	Independent Director

A veteran legal professional, Justice Renato C. Francisco has been serving as an Associate Justice for the Court of Appeals from May 31, 2012 – August 20, 2018. An Ateneo De Manila University graduate for his Bachelor of Laws, Justice Francisco has served in the judiciary as a Presiding/Executive Judge for the Regional Trial Court – Branch 19 of Malolos, Bulacan. Prior to that, he has also the Assistant City Prosecutor for Makati City from 1992 to 1996. His extensive knowledge about the judiciary and legislations was further improved by the training programs that he has been a part of including The Harvard Negotiation Intensive, The Seminar-Workshop on Substantive Law and Jurisprudence on Intellectual Property for Court of Appeals Justices. Mr. Francisco became an Independent Director of Waterfront Philippines, Inc. since August 2014-present.

Aristeo R. Cruz	Independent Director

Atty. Cruz graduated from De La Salle University with a bachelor's in commerce major in accounting on 1986. He was also a graduate of Bachelor of Laws from New Era University in 2005 as Cum Laude, Outstanding Student Awardee, and Class valedictorian. He is a certified Public Accountant and a member of the Philippine Bar. He is the Founding and Managing Partner of Cruz Altares & Associates Law Office. He is the President and Chief operating Officer of Idealand Realty and Development Corp. since 2009 and Statosphere Realty and Development Corp. since 2011. He is the President of Waterstreet Realty Corp.since 2012, Director of Metro Alliance Holdings and Equities Corp. since 2015, Director and Corporate Secretary of Philstar Innovation Realty Corp. since 2011 and Justino Emilia Realty and Management & Development Corp since 20018, and Vice President of Liberty bank since 2018. He is the President of Jose and Luz Locsin Foundation since 2012. He is the Vice Chairman and Director of Dean of Meycauayan College, Inc. since 2011 and 2007, respectively. Mr. Cruz became an Independent Director of Waterfront Philippines, Inc. since July 2021-present

Josaias T. Dela Cruz	**Independent Director**

A holder of a Master's degree in Organizational Development in Ateneo de Manila University and is the Manager of My Messiah Publishing House, former Psychology faculty of Miriam College and Educational Programs Manager in Asian Institute of Management. Currently serving as Treasurer and Vice President for Investor Relations and Financial Planning at Wegen Distributed Energy Philippines Holding Corporation. Also, the sole proprietor of JTDC Spinmeister Laundry Service, operating under the Quicklean Laundry service franchise. Formerly a National Director at World Vision Development Foundation, Inc., where I managed operations for the largest international NGO in the Philippines. Previously held several executive roles within The Wellex Group of Companies, including Chief Executive Officer, Vice President for Credit Cycle, and Compliance Officer.

Executive Officers

Elvira A. Ting	**President**

(See above description)

Hanniel T. Ngo	**Chief Operating Officer**

Mr. Ngo is a licensed architect and corporate leader with extensive experience in construction, hospitality, mining, and real estate. Licensed since 2009, he currently serves as CEO of The Wellex Group, COO of Waterfront Philippines, and President of several hotel and casino corporations including Waterfront Cebu City, Mactan, and Davao Insular. He also heads Triton Construction & Development Corp., Altai Philippines Mining Corp., and other ventures, reflecting his broad leadership across industries. His career began in property management and architectural design, including work in Singapore, before rising to senior executive roles in the Philippines. A cum laude graduate of Architecture from the University of Santo Tomas, Mr. Ngo is active in professional associations, having served as President of the UAP QC Commonwealth Chapter. Known for strategic vision, operational excellence, and mentoring future leaders, he combines technical expertise with corporate governance and risk management credentials.

Cherryl M. Vidal	**Corporate Finance Director**

Ms. Vidal joined Waterfront Hotels & Casinos on April 16, 2026, as Corporate Finance Director. A Certified Public Accountant (CPA) and Certified Management Accountant (CMA), she earned her Bachelor's degree in Accountancy from St. Michael's College of Laguna – Biñan. With more than two decades of progressive leadership in finance and accounting, she has built a distinguished career through senior roles such as Global Accounting Manager at C2H, INC dba PharosIQ, Country General Accounting & Reporting Manager and Compliance Lead at Arcadis Philippines, Casino Finance Accounting Manager at Tiger Resort, Leisure and Entertainment, Inc. (Okada Manila), and earlier positions with Clariden Holdings Inc., Ayala Property Management Corporation, and AMDATEX. Her professional journey reflects a proven track record in financial stewardship and corporate governance, underscoring her expertise and commitment to excellence in the industry.

Maria Socorro Cotelo	**Corporate Planning Director**

Ms. Cotelo is the Corporate Planning Director for Waterfront Hotels & Casinos. She joined Waterfront in 2003 as Sales Accounts Manager before she moved to help establish Revenue Management in the company from there, she continued to work in the Corporate Planning Division undertaking Standardization, Business Development, Reservation & Distribution and Corporate Information Technology. She earned her Bachelor's Degree in Economics at the University of San Carlos and took up masteral units for the same course before pursuing her Bachelor of Laws from South Western University, Cebu City. After completing her Bachelor of Laws, she worked for the Davide, Calderon, and Tolentino Law office in 2002 and as part-time instructor for the University of San Carlos, Economics Department. She had significant training in Hotel Management and Distribution Systems and attended Revenue Management seminars specifically on Pricing, Travel distribution and technology, Project Management, Branding, and Selling Skills workshops. Her speaking engagement to two of these international seminars & forums under the Travel Distribution Summit Asia in 2008 and 2009 include topics on Revenue Management in Tough times and Integrating Sales and Marketing in Revenue Management. She completed her Certification in Revenue Management at Cornell University, New York in 2011 with focus on hotel and restaurant revenue management, strategic pricing, demand management, strategic marketing and financial management.

Lanelle Cristina M. Barba	**Corporate Peers' Resources and Development Director**

Ms. Barba, joined Waterfront on June 2006–April 2008 as Employee/Labor Relations Officer in Waterfront Pavilion Hotel and Casino, and was appointed as Peers Resources' and Development Director of the same property on April 30, 2008. Currently, she is the Corporate Peers' Resources and Development Director of Waterfront Hotels and Casinos. She earned her Bachelor's Degree in Elementary Education at the University of Santo Tomas. Prior joining with Waterfront, she is the HR Officer of Asia Select Inc. and Research Analyst under Employee Relations and Benefits Division of Metrobank. She was sent to various trainings and seminars and in 2009, she was sent to Nanyang University, Singapore to attend the PDP 2009 Building the Human Capital Base: Essential HR Practices for Managers. In 2011 to Bangkok, Thailand for HR Audit training. On August 15, 2018, she completed the seminar on Corporate Governance.

Richard L. Ricardo	**Investor Relations/Corporate Affairs**

Mr. Ricardo is the Investor Relations /Corporate Affairs of Waterfront Philippines, Incorporated. President of Acesite (Phils.) Hotel Corporation since 2004 and is concurrently the Vice-President for Strategic Initiatives of The Wellex Group, Inc. He is a graduate of the Ateneo de Manila University with degrees in both Management and Economics. He started in banking and corporate lending with the Far East Bank and Trust Company and later handled corporate planning for the Philippine Banking Corporation. He has previously worked in AEA Development Corporation, an investment house, and has also served in the government under both the Office of the Prime Minister and the Ministry of Finance. He is a licensed real estate broker and is concurrently a director of Philippine Estates Corporation, Wellex Industries, Inc., Forum Pacific, Inc. and is the treasurer of Metro Alliance Holdings and Equities Corporation.

Jerraemie Nikka C. Patulot	**Compliance Officer/Data Privacy Officer**

Atty. Patulot is a legal professional currently serving as the Group Compliance Officer, and Data Protection Officer for Waterfront Philippines, Inc. and its affiliate network. In this capacity, she oversees regulatory standards for a publicly listed hospitality group, specifically managing Securities and Exchange Commission (SEC), Philippine Stock Exchange (PSE), and National Privacy Commission (NPC) requirements. Her current practice is built upon a diverse professional history, including her recent role as Legal Counsel for Electronic Transfer & Advance Processing Inc., where she focused on fintech regulations and AMLC compliance. Her extensive career also includes serving as a Legal Officer for TV5 Network Inc., an Associate Lawyer for Semirara Mining and Power Corporation, and an Attorney III for the Department of Environment and Natural Resources. Furthermore, she has contributed to the legal academic community as a Special Lecturer in Law at Arellano University since 2019, teaching subjects such as Obligations and Contracts and the Data Privacy Act.

Her professional expertise is supported by an exceptional academic background from top-tier institutions. She earned her Juris Doctor from De La Salle University Manila in 2016. Prior to her legal studies, she attended St. Scholastica's College Manila, where she graduated Cum Laude with two (2) degrees: a Bachelor of Arts in Mass Communication and a Bachelor of Science in Commerce, majoring in

Entrepreneurship and Franchise Management. This multi-disciplinary foundation, combined with her experience in corporate governance and environmental law, allows her to navigate complex regulatory landscapes with both technical precision and strategic insight.

Edissa Mari A. Medino	Chief Audit Executive

Ms. Medino is the Corporate Internal Audit Manager of Waterfront Hotel & Casinos. She is a Certified Public Accountant by profession. Together with the three internal auditor staff, she is responsible for auditing the Group's four properties, ensuring that goals and objectives are carried out efficiently and effectively. She is directly reporting to the CEO of the Group. She started her career in 2014 at SGV & Co. as a Tax Associate and was later promoted to Senior Tax Associate. She worked with the audit firm for four years before transferring to a private entity (Ecossential Foods and Corporation) as a Senior Tax and Compliance Officer. After a year, she joined the Bureau of Internal Revenue as a Revenue Officer.

9.2 The Directors of WPI are elected at the annual stockholders' meeting to hold office until the next succeeding annual meeting and until their respective successors have been elected and qualified. Officers are appointed or elected annually by the Board of Directors at its first meeting following the Annual Meeting of Stockholders, each to hold office until the corresponding meeting of the Board of Directors in the next year or until a successor shall have been elected, appointed or shall have qualified. For the year 2025, the Board of Directors' meeting for the election of the Executive Officers was held on last 26 September 2025. The Directors are to serve one year from then. The last annual stockholders' meeting was held at via Hybrid Communication

Ms. Elvira A. Ting is a sister of Ms. Dee Hua T. Gatchalian. There are no other relationships among the officers listed.

9.3 None of the Directors and Executive Officers of the Corporation is engaged in any material litigation either as Plaintiff or Defendant, and the Directors and Executive Officers do not have any knowledge of any proceedings pending or threatened against them for the past five years that are material to evaluation of the integrity and ability of any director including but not limited to the following: (a) Any bankruptcy petition filed by or against any business of which such person was a general partner; (b) any conviction by final judgment, including the nature of the offense, including in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and minor offenses; (c) Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and (d) Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

9.4 There is no significant employee to the Company who is not an executive officer but who is expected by the Company to make a significant contribution to the business except for the Training Consultant and Legal Consultants, the organic pool of trainors as of the moment. In order to protect the long-term viability of the firm with regard to these people, the Company has included in their contracts a provision for conflict of interest, provision for lock in period and non-duplication of documents and developments with WPI copyrights.

Item 10. Executive Compensation

10.1 None of the directors receive compensation for serving as directors of the company.

10.2 The aggregate compensation paid are as follows:

	Calendar Year Ending December 31 2025	2024	2023
a) Aggregate compensation paid to four most highly compensated executive officers: -estimated	21,637,752	21,225,604	20,607,383

10.3 To date WPI has not issued any options or implemented any option scheme to its directors and officers.

10.4 There is no issuance of warrants or options for the year 2025 to the directors or executive officers.

Item 11. Security Ownership of Certain Beneficial Owners and Management

11.1 **Security Ownership of Certain Record and Beneficial Owners**

As of December 31, 2025, WPI has no knowledge of any individual or any party who beneficially owns in excess of 10% of WPI's common stock except as set forth in the table below:

Title of Class	Name of Record/ Beneficial Owner	Amount & Nature of Record/Beneficial Ownership ("r" or "b")	Percent Of Class
Common	PCD Nominee Corp. (Fil)	1,135,464,735 "**r**"	45.43%
Common	The Wellex Group, Inc.	1,128, 466, 800 "**r**" *	45.16%

*Ms. Elvira A. Ting, the President, represents The Wellex Group, Inc.

11.2 **Security Ownership of Management**

Title Of Class	Name of Owner	Amount and Nature of Ownership ("r" or "b")	Percent of Class
Common	Sergio R. Ortiz-Luis, Jr	110 **r&b**	0.000
Common	Elvira A. Ting	10,000,009 **r&b**	0.400
Common	Ruben D. Torres	1,000 **r&b**	0.000
Common	Lamberto B. Mercado Jr.	100 **r&b**	0.000
Common	Arthur M. Lopez	1 **r&b**	0.000
Common	Dee Hua T. Gatchalian	350,000 **r&b**	0.014
Common	Aristeo Cruz	1000 **r&b**	0.000
Common	Renato C. Francisco	100 **r&b**	0.000
Common	Josaias T. De La Cruz	100 **r&b**	0.000

There are no persons holding a certain class of stocks under a voting trust or similar agreement. There are also no arrangements that may result in a change in control of the registrant.

Item 12. Certain Relationships and Related Transactions

The Directors by virtue of their interest in the shares of the Company are deemed to have interests in the shares of its subsidiary companies and associated companies to the extent the Company has an interest.

During the calendar year, no director of WPI has received or become entitled to receive any benefit by reason of:

i) a contract made with WPI or
ii) a contract made with a related corporation or
iii) a contract made with a firm of which the director is a member or
iv) a contract made with a company in which the director has a substantial financial interest.

Item 13. Exhibits and Reports on SEC Form 17-C

(a) Exhibits

(b) Reports on SEC Form 17-C