PRELIMINARY PROSPECTUS

ARTHALAND CORPORATION

(A corporation organized and existing under Philippine laws)
7th Floor Arthaland Century Pacific Tower
5th Avenue Corner 30th Street
Bonifacio Global City, Taguig City
Telephone Number (632) 403-6910

Registration in the Philippines of the Consolidated Leasing Solutions Program of over 38,692.71 square meters of gross leasable area consisting of (i) 142 condominium units in Cebu Exchange, located in Barangay Lahug, Cebu City, and (ii) 24 condominium units in Savya Financial Center, located in Arca South, Taguig City, for lease pooling to third party lessees at contracted rates and terms with Arthaland Corporation as exclusive leasing agent

Authorized Sales Agents:
Michelle T. Tuason (mttuason@arthaland.com), Anna B. Marco (abmarco@arthaland.com), Steven Dexter T. Chan (sdchan@arthaland.com), Richelle B. Santiago (rsantiago@partners.arthaland.com), Kaira Ysabelle Golez (kygolez@partners.arthaland.com), or Ricardo Dizon, Jr. (rdizon@partners.arthaland.com).

A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, BUT HAS NOT YET BEEN DECLARED EFFECTIVE. NO OFFER TO BUY THE SECURITIES CAN BE ACCEPTED AND NO PART OF THE PURCHASE PRICE CAN BE RECEIVED UNTIL THE REGISTRATION STATEMENT HAS BECOME EFFECTIVE THEREBY AND ANY SUCH OFFER MAY BE WITHDRAWN OR REVOKED, WITHOUT OBLIGATION OR COMMITMENT OF ANY KIND, AT ANY TIME PRIOR TO THE NOTICE OF ITS ACCEPTANCE AN INDICATION OF INTEREST IN RESPONSE THERETO INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR BE CONSIDERED A SOLICITATION OF AN OFFER TO BUY.

This Prospectus is dated September 9, 2026.

ARTHALAND CORPORATION
7th Floor Arthaland Century Pacific Tower
5th Avenue Corner 30th Street
Bonifacio Global City, Taguig City, Philippines
Telephone: (+632) 403 6910

http://www.arthaland.com

Arthaland Corporation ("ALCO" or the "Company") is a company incorporated under the laws of the Philippines, which is listed on the Main Board of the Philippine Stock Exchange ("PSE") and the Philippine Dealing and Exchange Corp. ("PDEx").

This Prospectus relates to the registration of the Consolidated Leasing Agreements executed by the Company relating to its Consolidated Leasing Solutions Program ("CLS Program") (the "Relevant Contracts") pursuant to SEC Memorandum Circular No. 12, Series of 2024 ("SEC RENT Securities Circular"). Capitalized terms used have the meanings given to them in the Definition of Terms section.

Prior to the issuance of the SEC RENT Securities Circular, the CLS Program was launched as an initiative of the Company designed to improve the accessibility and leasing viability of smaller office units within certain developments. The CLS Program addresses the challenge faced by owners of smaller office units in attracting multinational or large corporate tenants that typically require larger contiguous spaces and prefer to deal with a single leasing entity. Under the CLS Program, the Company acts as the exclusive leasing agent of multiple unit owners by consolidating units located on designated floors in its projects and offering them as a single leasable space to meet a prospective tenant's size and configuration requirements (the "Lease Pool Floor" and as the context may require, the "Lease Pool").

As of this date, certain commercial units of Cebu Exchange and Savya Financial Center, developed by Cebu Lavana Land Corp. ("CLLC") and Savya Land Development Corporation ("SLDC"), respectively, which are subsidiaries of ALCO (each a "Developer"), are under the CLS Program.

Cebu Exchange, a 39-storey office building in Barangay Lahug, Cebu City, was developed by CLLC starting in 2016 and completed in 2023. It holds LEED Gold, EDGE Advanced, and BERDE 5-Star certifications, with WELL precertification since 2020 and plans for EDGE Zero Carbon certification. Designed as a world-class workplace, it features four retail floors and spans 108,564 square meters ("sqm"), making it the largest multi-certified green and healthy building in the Philippines.

In February 2019, SLDC launched the development of Savya Financial Center, comprising of two office towers with a gross floor area of 59,763 sqm, located in Arca South, Taguig City. The North and South Towers were substantially completed in 2023. Savya Financial Center has achieved LEED Pre-certified Gold, WELL Health-Safety Rated, and EDGE Advanced preliminary certification. It earned 5-star certification from BERDE, the highest distinction for green buildings in the country. It is on-track to achieve EDGE Zero Carbon certification.

All units in Cebu Exchange and Savya Financial Center are office units, except for retail units at the ground, second, third, and fifth floors of Cebu Exchange and the ground floor of Savya Financial Center.

The units enrolled in the CLS Program of Cebu Exchange and Savya Financial Center consist of a total of 166 units with a total gross leasable area (GLA) of 38,692.71 sqm.

Class	No. of Enrolled Units per Class	Offer Price per Enrolled Units	Aggregate Offer Price per Class
Cebu Exchange	142 Office Units	Not applicable. There is no separate price for enrollment of the units in CLS Program; Only the purchase price per unit has been paid or will be paid by buyers of the unit.	Not applicable. There is no separate price for enrollment of the units in CLS Program; Only the purchase price per unit has been paid or will be paid by buyers of the unit.
Savya Financial Center	24 Office Units		
Total	**166**	**N/A**	**N/A**

In respect of Cebu Exchange, 142 units are enrolled under the CLS Program. Of the foregoing 142 units, 140 are currently leased to third party lessees under executed Contracts of Lease. Moreover, of the foregoing 142 units, 42 units are still owned by CLLC as investment property.

In respect of Savya Financial Center, 24 units are enrolled under the CLS Program, but none of them are currently being leased to third party lessees. All of the said units have been sold to third parties.

Thus, there are units in both Cebu Exchange and Savya Financial Center which are currently enrolled in the CLS Program and are currently vacant and not leased to third parties. These units are available for lease consolidation or pooling.

The remaining 223 units in Cebu Exchange and 137 units in Savya Financial Center do not form part of any Lease Pools and consist of units (i) sold to third party buyers, and (ii) unsold units owned by the Developers, CLLC and SLDC. These unsold units will not be subject of the CLS Program when offered for sale or lease.

The Relevant Contracts consist of the Company's executed Consolidated Leasing Agreements under its CLS Program. Related to the Consolidated Leasing Agreements are the Contracts to Sell for the purchase of the units under the CLS Program and the Contracts of Lease for the lease over the units under the CLS Program.

Under the Contract to Sell, which is executed between the Developer and the buyer of a unit, units located on Lease Pool Floors are automatically enrolled in the CLS Program. In such cases, the purchaser of a unit or several units on Lease Pool Floors (the "Unit Buyer", "Unit Owner" or "Investor") authorizes the Company to act as its leasing representative with respect to these units. The Contract to Sell does not contain any undertaking by the Company to generate or guarantee profits for Unit Buyers.

The Consolidated Leasing Agreement, on the other hand, is executed between the Company and a Unit Buyer, and under the said agreement, the Unit Buyer as lessor appoints the Company as its exclusive leasing representative. The Company, as such exclusive leasing representative, is authorized to negotiate lease terms, execute lease agreements, collect rental payments, withhold applicable taxes, and administer leasing matters on behalf of the Unit Buyer.

The Contract of Lease is executed between the Unit Owners, as lessors represented by the Company, and the lessee. In this arrangement, the Company signs and administers leases on behalf of the Unit Owners but does not guarantee tenancy, occupancy, or income at any given time.

All disclosures, reports, and filings of the Company made after the date of this Prospectus (the "Company Disclosures") and submitted to the SEC, PSE and PDEx pursuant to the Revised Corporation Code, the Securities Regulation Code and its implementing regulations, and the relevant regulations of the aforesaid exchanges, are incorporated or deemed incorporated by reference in this Prospectus. Copies of the Company Disclosures may be viewed at the website of the Company at www.arthaland.com.ph, the PSE Electronic Disclosure Generation Technology (or PSE EDGE), and the PDS Group website. The Company Disclosures contain material and meaningful information relating to the Company and investors should review all information contained in this Prospectus, and the Company Disclosures incorporated or deemed incorporated herein by reference.

The information contained in this Prospectus relating to the Company, its operations and the Relevant Contracts has been supplied by the Company, unless otherwise stated herein. To the best of its knowledge and belief, the Company which has taken reasonable care to ensure that such is the case, confirms that, as of the date of this Prospectus, the information contained in this Prospectus relating to it and its operations is correct, and that there is no material misstatements or omission of facts which would make any statement in this Prospectus misleading in any material respect and that the Company hereby accepts full and sole responsibility for the accuracy of information contained in the Prospectus with respect to the same.

No person has been authorized to give any information or to make any representation not contained in this Prospectus. If given or made, any such information or representation must not be relied upon as having been authorized by the Company and must be ignored.

This Prospectus does not constitute an offer or any securities, or any offer to sell or solicitation of any offer to buy any of the securities of the Company in any jurisdiction, to or from any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

The distribution of this Prospectus may, in certain jurisdictions, be subject to legal restrictions. The Company requires persons into whose possession this Prospectus comes, to inform themselves of the applicable legal requirements under the laws and regulations of the countries of their nationality, residence or domicile, and as to any relevant tax or foreign exchange control laws and regulations affecting them personally.

Before making an investment decision in relation to the Relevant Contracts (such as a decision to hold or enter into as an assignee of a Relevant Contract), Unit Owners or Investors must rely on their own due diligence examination of the Company and the terms of the Relevant Contracts including the risks involved. The Unit Owners or Investors should be aware that risks and uncertainties might occur. Each Unit Owner or Investor must comply with all laws applicable to it and must obtain the necessary consent, approvals or permission for its purchase, offer or sale under the laws and regulation in force to which it is subject.

The lands on which Cebu Exchange and Savya Financial Center are located have been conveyed to the condominium corporations thereof, namely Cebu Exchange Condominium Corporation and Savya Financial Center Condominium Corporation. In connection with the ownership of private land, the Philippine Constitution states that no private land shall be transferred or conveyed except to citizens of the Philippines or to corporations or associations organized under the laws of the Philippines at least 60% of whose capital is owned by such citizens. On the other hand, Republic Act No. 4726 (otherwise known as The Condominium Act) provides that any transfer or conveyance of any unit or an apartment, office or store or other space, shall include the transfer or conveyance of the undivided interests in the common areas, or, in a proper case, the membership or shareholdings in the condominium corporation. The law also provides that where the common areas in the condominium project are owned by the owners of separate units as co-owners thereof, no condominium unit therein shall be conveyed or transferred to persons other than Filipino citizens, or corporations at least 60% of the capital stock of which belong to Filipino citizens, except in cases of hereditary succession. Where the common areas in a condominium project are held by a corporation, no transfer or conveyance of a unit shall be valid if the concomitant transfer of the appurtenant membership or stockholding in the corporation will cause the alien interest in such corporation to exceed the limits imposed by existing laws. Accordingly, ownership by foreign nationals of the Condominium Units shall be subject to the applicable foreign equity ownership limitation.

Unless otherwise indicated, all information in this Prospectus is as of the date hereof. Neither the delivery of this Prospectus nor any sale made pursuant to this Prospectus shall, under any circumstances, create implication that the information contained herein is correct as of any date subsequent to the date hereof or that there has been no change in the affairs of the Company since such date.

THE SECURITIES AND EXCHANGE COMMISSION HAS NOT APPROVED THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE AND SHOULD BE REPORTED IMMEDIATELY TO THE SECURITIES AND EXCHANGE COMMISSION.

[*Signature page follows.*]

ARTHALAND CORPORATION

By:

JAIME C. GONZÁLEZ
President

REPUBLIC OF THE PHILIPPINES)
CITY OF) ss.

SUBSCRIBED AND SWORN to before me this ____________________________ in ___________________ affiant exhibiting to me his Passport No. P5521740A issued on 5 January 2018 as competent evidence of identity.

Doc No.: ________.
Page No. : ________.
Book No. : ________.
Series of 2026.

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Forward-looking Statements

This Prospectus contains forward-looking statements that are, by their nature, subject to significant risks and uncertainties. These forward-looking statements include, without limitation, statements relating to:

- known and unknown risks;
- uncertainties and other factors which may cause actual results, performance or achievements of ALCO to be materially different from any future results
- performance or achievements expressed or implied by forward looking statements;
- the Company's goals for or estimates of its future operational performance and results; and
- changes in the Company's regulatory environment including, but not limited to, policies, decisions and determinations of governmental or regulatory authorities.

Such forward-looking statements are based on assumptions regarding the present and future business strategies and the environment in which ALCO will operate in the future. Important factors that could cause some or all the assumptions not to occur or cause actual results, performance or achievements to differ materially from those in the forward-looking statements include, among other things:

- the ability of ALCO to successfully implement its strategies;
- the ability of ALCO to anticipate and respond to consumer trends;
- changes in the availability of targeted real estate;
- the Company's and its contractors' ability to complete projects on time and within budget;
- the ability of ALCO to successfully manage its growth;
- the condition and changes in the Philippine, Asian or global economies;
- any future political instability in the Philippines, Asia or other regions;
- changes in interest rates, inflation rates and the value of the Peso against the U.S. Dollar and other currencies;
- changes in government regulations, including tax laws, or licensing requirements in the Philippines, Asia or other regions; and
- competition and changes in the Philippine real estate market and the demand for the Company's residential, commercial and office developments.

Additional factors that could cause actual results, performance or achievements of ALCO to differ materially include, but are not limited to, those disclosed under "Risk Factors" and elsewhere in this Prospectus.

These forward-looking statements speak only as of the date of this Prospectus. ALCO expressly disclaims any obligation or undertaking to release, publicly or otherwise, any updates or revisions to any forward-looking statement contained herein to reflect any change in the expectations of ALCO with regard thereto or any change in events, conditions, assumptions or circumstances on which any statement is based.

This Prospectus includes forward-looking statements, including statements regarding the expectations and projections of ALCO for future operating performance and business prospects. The words "believe", "expect", "anticipate", "estimate", "project", "may", "plan", "intend", "will", "shall", "should", "would" and similar words identify forward-looking statements. In addition, all statements other than statements of historical facts included in this Prospectus are forward-looking statements. Statements in this Prospectus as to the opinions, beliefs and intentions of ALCO accurately reflect in all material respects the opinions, beliefs and intentions of the management of ALCO as to such matters as of the date of this Prospectus, although ALCO can give no assurance that such opinions or beliefs will prove to be correct or that such intentions will not change. This Prospectus discloses, under the section "Risk Factors" and elsewhere, important factors that could cause actual results to differ materially from the expectation of ALCO. All subsequent written and oral forward-looking statements attributable to either ALCO or persons acting on behalf of ALCO are expressly qualified in their entirety by these cautionary statements.

DEFINITION OF TERMS

In this Prospectus, unless the context otherwise requires, the following terms shall have the meanings set forth below. Additional defined terms are set out in the section "Terms of the Relevant Contracts" in this Prospectus.

ACPT	:	Arthaland Century Pacific Tower, a 30-story premium-grade office development located at the corners of 5th Avenue, 30th Street, and 4th Avenue in BGC, Taguig City.
Affiliate	:	With respect to any Person, any other Person directly or indirectly Controlling, Controlled by or under common Control with, such Person
ALCO, Arthaland, the Company	:	Arthaland Corporation
AOCH1	:	AO Capital Holdings 1, Inc.
Applicable Law	:	(i) Any statute, decree, constitution, regulation, rule, order or any directive of any Governmental Authority; (ii) any treaty, pact, compact or other agreement to which any Governmental Authority is a signatory or party; (iii) any judicial or administrative interpretation or application of any law described in clause (i) or (ii) above; and (iv) any amendment or revision of any law described in clause (i), (ii) or (iii) above
APPS		Arthaland Prestige Property Solutions, Inc. (APPS) (formerly Emera Property Management, Inc.)
Arch Capital	:	Arch Capital Management Company, Ltd.
Arch SPV	:	Rock & Salt B.V.
Arch SPV 2	:	Narra Properties Investment Pte. Ltd., a corporation managed by Arch Capital
Arcosouth	:	Arcosouth Development, Inc.
Arya	:	Arya Residences, a two-tower, high-end residential condominium development located at the corners of Rizal Drive, 8th Avenue, and McKinley Parkway, BGC, Taguig City
Banking Day	:	A day, other than Saturday, Sunday and public holidays on which commercial banks, the PhilPass and the Philippine Clearing House Corporation are generally open for the transaction of business in Metro Manila; provided, that all other days unless otherwise specified herein shall mean calendar days which shall be construed as successive periods of 24 hours each
BERDE	:	Building for Ecologically Responsive Design Excellence
BGC	:	Bonifacio Global City
Bhavana	:	Bhavana Properties, Inc.
Bhavya	:	Bhavya Properties, Inc.
BIR	:	Philippine Bureau of Internal Revenue
BOD	:	Board of Directors of ALCO

BPO	:	Business Process Outsourcing
Cazneau	:	Cazneau Inc.
CBD	:	Central Business District
CCT	:	Condominium Certificate of Title
CLLC	:	Cebu Lavana Land Corp.
CLA, Consolidated Leasing Agreement	:	The Consolidated Leasing Agreement executed by and between the Company and a Unit Buyer, which formalizes the Company's appointment as the exclusive leasing representative of such Unit Buyer
CLS Program	:	The Consolidated Leasing Solutions Program whereby multiple unit owners appoint the Company as their exclusive leasing agent to offer their units as one consolidated lease pool to third party tenants, with the corresponding lease income distributed to participating unit owners in accordance with the terms and conditions of the Relevant Contracts.
Consolidated Equity	:	The total stockholders' equity of the Company as of the relevant date for calculation (for the avoidance of doubt, including non-controlling interests) as recognized and measured in its fiscal year-end audited consolidated financial statements and quarter-end unaudited consolidated financial statements, as may be applicable and available in accordance with Applicable Law, both in conformity with PFRS Accounting Standards.
Contract to Sell	:	The Contract to Sell executed between the Project Developer and a Unit Buyer, which provides for the sale of a Condominium Unit and stipulates the Unit Buyer's agreement that the Condominium Unit forms part of the CLS Program
Contract of Lease	:	The Contract of Lease executed between a Unit Buyer, as lessor and represented by the Company, and a third-party lessee, which sets forth the standard lease terms governing the lease of identified Condominium Units in the Project
Control	:	The possession, directly or indirectly, by a Person of the power to direct or cause the direction of the management and policies of another Person whether through the ownership of voting securities or otherwise; provided, however, that the direct or indirect ownership of over fifty percent (50%) of the voting capital stock, registered capital or other equity interest of a Person is deemed to constitute control of that Person, and "Controlling" and "Controlled" have corresponding meanings
Condominium	:	An interest in a real property consisting of a separate interest in a unit in a residential, industrial, or commercial building and an undivided interest in common, directly or indirectly, in the land in which it is located and in other common areas of the building
Condominium Certificate of Title, CCT	:	Title document obtained from the Registry of Deeds of the city in which the property is at, showing ownership of a Condominium Unit
Condominium Unit	:	The unit or units in Cebu Exchange and Savya Financial Center identified to be under the CLS Program of the Company

CPG	:	CPG Holdings, Inc.
CREATE Law	:	Republic Act No. 11534 or the Corporate Recovery and Tax Incentives for Enterprises Act
Current Assets	:	The total of (as of the relevant date for calculation) cash and cash equivalents, financial assets at fair value through profit and loss, receivables, inventories (including real estate for sale), and other current assets that are classified as current assets in the Company's consolidated financial statements prepared in accordance with PFRS Accounting Standards
Current Liabilities	:	The total of (as of the relevant date for calculation) debt, accounts payables, and other obligations that are classified as current liabilities in the Company's consolidated financial statements prepared in accordance with PFRS Accounting Standards
Current Ratio	:	The ratio of Current Assets to Current Liabilities
Debt-to-Equity Ratio	:	The result obtained by dividing (i) the amount of interest-bearing (current and non-current) debt of the Company by (ii) the Consolidated Equity of the Company, in each case as appearing in the Company's latest consolidated audited balance sheet; provided: (a) that if the Company or any of its subsidiaries issues preferred shares which are (1) either mandatorily redeemable at a fixed date, or redeemable at the option of the holder of the preferred shares, and (2) the Company or any of its subsidiaries is obliged to make payments in the form of either interest or dividends, or the terms and conditions of the issuance of the preferred shares oblige the Company to distribute a specific percentage of profits, then such preferred shares shall be categorized as liabilities falling under (i) hereof; otherwise, where such preferred shares do not have any of the features described in (a)(1) and (a)(2), such preferred shares shall be classified as part of Consolidated Equity when computing Debt-to-Equity Ratio; and (b) interest-bearing shareholder advances or loans covered by a subordination instrument subordinating such advances or loans to senior Indebtedness shall not be categorized as liabilities falling under (i) and shall be classified as part of Consolidated Equity when computing Debt-to-Equity Ratio
Developer	:	Subsidiaries of ALCO, such as but not limited to CLLC and SLDC, which are domestic corporations engaged in the development of real estate projects including the CLS Program.
DHSUD	:	Department of Human Settlements and Urban Development
ECC	:	Environmental Compliance Certificate
EDGE	:	International Finance Corporation's Excellence in Design for Greater Efficiencies
Eluria	:	A low-density, ultra-luxury residential development located on a 916-sqm lot at the corner of Rada and Rodriguez Streets in Legazpi Village, Makati City.
FLC	:	Furusato Land Corporation

GDP	Gross Domestic Product
GFA	Gross Floor Area, which is the total floor space within the perimeter of the permanent external building walls (inclusive of main and auxiliary buildings) such as office areas, residential areas, corridors, lobbies and mezzanine level/s. The GFA shall also include building projections which may serve as floors or platforms that are directly connected to/integrated with areas within the building/structure, e.g., balconies and the GFA excludes the following: (a) Covered areas used for parking and driveways, services and utilities; (b) Vertical penetrations in parking floors where no residential or office units are present; and (c) Uncovered areas for helipads, air-conditioning cooling towers or air-conditioning condensing unit balconies, overhead water tanks, roof decks, laundry areas and cages, wading or swimming pools, whirlpool or jacuzzies, terraces, gardens, courts or plazas, balconies exceeding ten square meters, fire escape structures and the like
Grade A	Also referred to as premium buildings, which are buildings that have the highest standard in terms of (i) design, (ii) location, (iii) property management, and (iv) amenities
Government	The Philippine Government
IFC	International Finance Corporation
Issuer	Arthaland Corporation
ITAD	International Tax Affairs Division of the Bureau of Internal Revenue
ITH	Income Tax Holiday
IWBI	International Well Building Institute
Kashtha	Kashtha Holdings, Inc.
Lease Pool	Designated units in the Company's condominiums that form part of the CLS Program in Cebu Exchange and Savya Financial Center
Leasing Agent	ALCO in its capacity as the exclusive leasing agent of the units enrolled in the CLS Program whereby the owner authorizes ALCO to: a. Sign, execute and deliver on behalf of the unit owner the Contract of Lease and other necessary agreements and documents with the tenant/s in order to expedite and facilitate the lease transaction, including receiving related notices and other legal documents from the tenant/s and his/its duly authorized representative/s; b. Send billings and receive and/or sign for any and all payments due to the lessor, including, but not limited to, rent (including advance rent), security deposit, vetting fee, construction bond and similar amounts, as applicable;

c. Collect from the tenant/s the vetting fee and construction bond which will be charged prior to the turnover of the Unit (as defined in the relevant Consolidated Leasing Agreement) to the tenant/s;

d. Hold onto the security deposit received from the tenant/s in trust for the unit owner, apply the appropriate amount/s thereof in accordance with the lease contract with the tenant/s, and upon the expiration of the lease, remit the same to the tenant/s, if any remain;

e. Prior to remitting to the unit owner the amount/s received from the tenant/s which are due to the unit owner, with the exception of the security deposit, withhold the appropriate amount of taxes due from the unit owner as a consequence of the lease transaction, and remit/pay the same to the Bureau of Internal Revenue and/or the government for and on behalf of the lessor;

f. Handle any and all concerns of the tenant/s regarding the Unit and the management of Unit;

g. As payment for the service to be rendered by ALCO under the CLA, deduct annually from any and all amount/s received from the tenant for the benefit of the unit owner and prior to remitting the balance thereof to the unit owner, an amount equivalent to two percent (2%) of the annual rent for the Unit;

h. Annotate the CLA on the condominium certificate of title of the Unit as a lien thereto at the expense of the unit owner, and

i. In general, to do all other acts, deeds, matters and things whatsoever in or about the lease of the unit.

LEED	:	US Green Building Council's Leadership in Energy and Environmental Design Program, a world standard for green buildings and sustainable developments
LEED ND		LEED for Neighborhood Development
Lessee	:	A person who holds the lease of a property; a tenant
Lessor	:	A person who leases or lets a property to another; a landlord
Liv	:	A planned two-tower high-rise residential condominium development located on a 3,741.70-sqm lot along Katipunan Avenue, Barangay Loyola Heights, Quezon City,
Lucima	:	A high-rise residential development located at the corner of Samar Loop Road and Cardinal Rosales Avenue in Cebu Business Park, developed on a 2,245-sqm lot.
MCIT	:	Minimum Corporate Income Tax
MPI	:	Manchesterland Properties, Inc.
NAPOCOR	:	National Power Corporation
NHMFC	:	National Home Mortgage Finance Corporation

NLA	:	Net Leasable Area, which is the total leasable area that includes but not limited to all internal walls, mezzanines, bathrooms, pipe chases, columns and balconies depending on a specific project's terms of reference
NSA	:	Net Saleable Area, which is the total saleable area that includes but is not limited to all internal walls, mezzanines, bathrooms, pipe chases, columns and balconies depending on a specific project's terms of reference
OLSA	:	Omnibus Loan and Security Agreement
PAS	:	Philippine Accounting Standards
PD 957	:	Presidential Decree No. 957, as amended
PDEx	:	Philippine Dealing & Exchange Corp.
Pesos, ₱, PhP and Philippine Currency	:	The legal currency of the Republic of the Philippines
PEZA	:	Philippine Economic Zone Authority
PFRS	:	Philippine Financial Reporting Standards
PGBC	:	Philippine Green Building Council
Philippines	:	The Republic of the Philippines
PhilPass	:	Philippine Payments and Settlements System
PIFITA	:	Passive Income and Financial Intermediary Taxation Act
Pradhana	:	Pradhana Land, Inc.
Project	:	Cebu Exchange or Savya Financial Senter
Project Developer	:	Cebu Lavana Land Corp. or Savya Land Development Corporation
POC	:	Percentage of Completion
PSE	:	The Philippine Stock Exchange
PSE EDGE	:	Electronic Disclosure Generation Technology, the disclosure system of the PSE
Q1	:	First quarter
Q2	:	Second quarter
Q3	:	Third quarter
Q4	:	Fourth quarter
REIT Law	:	Republic Act No. 9856 or the Real Estate Investment Trust (REIT) Act of 2009
Relevant Contracts	:	The Consolidated Leasing Agreement entered into by the Company and the Unit Owner under the CLS Program

Rental Payment	:	Payment made periodically by a lessee to a lessor in return for the use of apartment, condominium, room or other property
Revised REIT IRR	:	SEC Memorandum Circular No. 1, Series of 2020 or the Revised Implementing Rules and Regulations of Republic Act No. 9856
SLC	:	Sotern Land Corporation
SLDC	:	Savya Land Development Corporation
SEAIMMO	:	SEAI Metro Manila One, Inc.
SEC	:	Philippine Securities and Exchange Commission
SEC Permit to Sell	:	The Permit to Sell issued by the SEC in connection with the Relevant Contracts
Sevina Park	:	an 8.1-hectare integrated, master-planned community located at the corner of Cecilia Araneta Parkway and University Road in Biñan, Laguna.
SIPP	:	Strategic Investment Priority Plan
Sqm	:	Square meters
SRC	:	The Securities Regulation Code of the Philippines (Republic Act No. 8799), as the same maybe amended or supplemented from time to time
Sondris	:	Formerly Makati CBD Residential Project 1, a planned high-rise luxury residential development by ZLDC, located on a 2,018-sqm lot along Antonio Arnaiz Avenue in Makati City.
Subsidiary	:	In respect of any Person, any entity: (i) over fifty percent (50%) of whose capital is owned directly by that Person; (ii) for which that Person may nominate or appoint a majority of the members of the BOD or such other body performing similar functions; or (iii) over which that Person is in possession, directly or indirectly, of the power to direct or cause the direction of its management and policies
Tax Code	:	Republic Act No. 8424, otherwise known as the National Internal Revenue Code of 1997, and its implementing rules and regulations, as amended from time to time
TTRA	:	Tax Treaty Relief Application
Unit Owner or Unit Buyer or, as the context may require, Investor	:	An owner of a Condominium Unit pursuant to the Relevant Contracts
UPHI	:	Urban Property Holdings, Inc.
USGBC	:	US Green Building Council
WELL	:	WELL Building Standards, the certification program of the International Well Building Institute
ZLDC	:	Zileya Land Development Corporation

EXECUTIVE SUMMARY

The following summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information and audited financial statements, including notes thereto, found in the appendices of this Prospectus.

Prospective investors should read this entire Prospectus fully and carefully, including the section on "Risk Factors". In case of any inconsistency between this summary and the more detailed information in this Prospectus, then the more detailed portions, as the case may be, shall at all times prevail.

Brief Background of the Company

ARTHALAND CORPORATION is a world-class boutique real estate developer of enduring and sustainable properties recognized internationally as the best residential and green developments.[1] ALCO is building its mark in the Philippine real estate market by its unwavering commitment to sustainability and innovation, and by its development and management of properties that adhere to global and national standards in green buildings.

ALCO is the recipient of various awards in the Philippines and in Asia. It was recognized as the *Best Boutique Developer (Philippines)* by the Asia Property Awards and the Philippines Property Awards in 2018. In 2019, the Company received three more recognitions from the Philippines Property Awards including *Special Recognition in Sustainable Development, Special Recognition in Design and Construction* and *Special Recognition in CSR*. In 2023, the Company was recognized as an EDGE Champion by the IFC in the EDGE Champions Summit Asia 2023 held in Singapore for accelerating the adoption of green building option in the Philippines.

In 2026, Arthaland received the award for Best Sustainability Linked Loan in the real estate category at The Asset Triple A Sustainable Finance Awards for its ₱2.5 billion pesos sustainability-linked loans. In 2025, Arthaland's follow-on offering of 4,964,860 Series F Preferred Shares was awarded the Best Sustainable Preferred Shares at The Asset Triple A Sustainable Finance Awards, successfully raising ₱2.5 billion. In 2023, Arthaland's ₱3 billion Tranche 2 ASEAN Green Bonds offering was awarded Green Project Deal of the Year under the category Best Deals – ASEAN in The Asset Triple A Sustainable Infrastructure Awards 2023. In 2020, Arthaland's ₱3 billion Tranche 1 ASEAN Green Bond offering was also awarded Best Local Currency Green Bond under the category Deal of the Year – Real Estate in The Asset Triple A Sustainable Capital Markets Regional Awards 2020.

ALCO's flagship projects likewise received recognition locally and internationally. *Cebu Exchange* was awarded *Best Office High Rise Development* by the Japan International Property Awards (2019). Furthermore, Savya Financial Center became the first office building in the Philippines to receive the WiredScore Gold Certification (2024).

ALCO was incorporated on August 10, 1994[2] for the primary purpose of engaging in the realty development business, including home building and development, and to deal, engage, invest and transact, directly or indirectly, in all forms of business and mercantile acts and transactions concerning all kinds of real property, including but not limited to the acquisition, construction, utilization and disposition, sale, lease, exchange or any mode of transfer of residential, industrial or commercial property.

In 2007, a group of investors led by AOCH1, an investment company specializing in investing in business opportunities in the Philippines, acquired 73.27% of ALCO's then outstanding capital stock, marking the beginning of its renewed focus in real estate development.

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[1] This statement is supported by the several local and international awards received by Arthaland as a developer as well as its residential and commercial projects which are detailed in the second and subsequent paragraphs of this section.
[2] ALCO was originally registered as Urbancorp Realty Developers, Inc. but was renamed in 2003 as EIB Realty Developers, Inc. On January 26, 2009, the SEC approved anew the change of the corporate name to ALCO.

The year 2011 marked the entry into ALCO of CPG, an affiliate of leading food manufacturer Century Pacific Food, Inc., which is listed with the PSE under the stock symbol "CNPF", through its acquisition of 1,800,000,000 ALCO common shares. In 2014, CPG further solidified its commitment by purchasing an additional 342,619,910 ALCO common shares.

As of December 31, 2025, CPG and AOCH1 are the largest shareholders of ALCO with 40.29%[3] and 26.02% respectively of ALCO's total issued and outstanding common shares.

The Company's common shares, and Series D and Series F Preferred Shares are traded on the PSE with the trading symbol ALCO, ALCPD and ALCPF, respectively, while the Company's Series A and Series E Preferred Shares which are held by a single shareholder remain unlisted. All Series B Preferred Shares were redeemed as of December 6, 2021 and were subsequently cancelled, while all Series C Preferred Shares were redeemed as of June 27, 2024 and subsequently cancelled on March 18, 2026.

ALCO'S Business and Summary of Projects under the CLS Program

ALCO's main business activity is the development of premium, enduring and sustainable properties by bringing together a brain trust of experts in property development and management. It is focused on pursuing its unique developments independently and with its joint venture partners, as exemplified by its key projects and developments in the pipeline.

The key details of Cebu Exchange and Savya Financial Center are summarized below:

Project Name	Total GFA (in square meters [sqm])	NLA/ NSA (in sqm)	Location	Development Type	Year of Completion
Cebu Exchange	108,564	89,018	Salinas Drive, Cebu City	Office	Q2 2022
Savya Financial Center	59,763	49,078	Arca South, Taguig City	Office	North Tower – Q2 2022 South Tower - Q4 2022

Cebu Exchange

Cebu Exchange is built on an 8,440 sqm property located along Salinas Drive across the Cebu IT Park in Cebu City. It is a 39-storey office building with retail establishments at the ground level and lower floors. It is one of the largest and tallest office developments in Cebu. Cebu Exchange has achieved LEED Gold certification and BERDE Design 5-Star and was awarded the WELL Health Safety Rating Seal. It is on-track to achieve EDGE Zero Carbon certification under the IFC's EDGE program.

Cebu Exchange was launched in 2016 and completed in 2023, with a GFA of 108,564 sqm, including four levels of retail. Handover of units was completed in phases, with areas from the basement to the 15th floor delivered beginning September 2020 and areas from the 16th floor to the roof deck delivered beginning April 2022. In 2022, 2023, and 2026, CLLC reclassified portions of Cebu Exchange from real estate inventories to investment properties, resulting in investment properties comprised of approximately 20,963 sqm of units and 2,462.5 sqm of parking slots, for lease to tenants and to generate recurring income. CLLC reflected pre-tax fair value gains of approximately ₱621 million in 2025 and ₱227 million in 2024 because of the revaluation of these office, retail and parking slots from their carrying cost to their respective fair values in accordance with financial reporting standards.

As of June 30, 2026, Php9.87 billion in reservation sales contracts have been executed for office and retail units in Cebu Exchange. These reservation contracts, together with the office and retail units that have been

[3] Includes 125,000,000 indirectly owned shares.

reclassified to investment properties, cover approximately 95% of the total NSA of Cebu Exchange. Meanwhile, 88% of CLLC's investment property is covered by lease contracts as of June 30, 2026.

Savya Financial Center

Savya Financial Center is a grade-A twin tower mid-rise office development with an integrated retail component. It is the new capital address for business and commerce in Arca South, Taguig City. The project is constructed on approximately 6,000 sqm of land with total GFA of approximately 60,000 sqm. Both the North and South towers of Savya Financial Center are designed and built with leading edge sustainable building features. Savya Financial Center has achieved LEED Pre-certified Gold, WELL Health-Safety Rated, and EDGE Advanced preliminary certification. It earned 5-star certification from BERDE, the highest distinction for green buildings in the country. It is on-track to achieve EDGE Zero Carbon certification.

The North Tower of the Savya Financial Center was launched in February 2019 and handover to buyers commenced in January 2022, consistent with pre-pandemic delivery dates. The South Tower was inaugurated in October 2022.

As of June 30, 2026, reservation contracts with a total value of approximately Php5.76 billion and covering approximately 88% of the NSA of the North Tower units have been executed.

Competitive Strengths

ALCO believes that its competitive strengths include:

- Strong brand equity resulting from a clear differentiation in sustainability and proven track record from recently completed projects
- Strong, hands-on and committed shareholders
- Highly professional and entrepreneurial management team with extensive experience
- Carefully assembled development portfolio
- Prudent financial management
- Strong fundamentals resulting in resilient pandemic response

Business Strategies

The Company's business strategies include the following:

- Growth and diversification strategy
- Focused mid-term land acquisition strategy
- Providing a superior value proposition by maintaining high quality of projects
- Matching of fixed costs with recurring income
- Establishing strategic partnerships

Risks of Investing

Prospective investors should consider the following risks of investing in the Relevant Contracts:

- Risks relating to ALCO and its subsidiaries (including specific risks related to land and real estate development businesses)

- No assurance of successful implementation of business plans and strategies
- The Company's business is inherently volatile
- The Company operates in a highly regulated environment, and it is affected by the development and application of regulations in the Philippines. The Company's failure to maintain regulatory licenses and permits could materially and adversely affect its operating and financial performance
- Ability to obtain financing at favorable terms and interest rates
- Possibility of a rapid increase of interest rate and fluctuation in foreign exchange rates
- Availability of land for use in the Company's future projects
- Significant competition in the real estate industry
- Titles over land owned by the Company may be contested by third parties
- Environmental laws may adversely affect the Company's business
- Delays in the completion of projects and failure to meet customers' expectation and standards could adversely affect the Company's reputation and its business and financial performance
- Cyclicality of property development
- Possible change in accounting principle for real estate may change the Company's revenue recognition for sale of its real estate developments, which in turn may adversely affect recognition of unrestricted retained earnings
- The Company's and its subsidiaries' loan agreements are subject to certain debt covenants
- No assurance that insurance rates and coverage will remain the same and the available coverage may not be adequate in the future
- The Company or its contractors may be subject to labor unrest, slowdowns and increased costs
- The Company is dependent on key suppliers and service providers to successfully implement its plans
- The Company is dependent on its management team and key employees to successfully implement its strategies
- The Company may be unable to attract and retain skilled professionals
- ALCO may be exposed to cybersecurity incidents and information security risks
- ALCO enters into transactions with its related parties and needs to be fully compliant with regulations on related party transaction disclosures
- ALCO is subject to foreign ownership limitations and needs to be fully compliant with these limitations when arranging the required funding sources
- ALCO is reliant on technology in certain business operations and uses technology to differentiate its developments from those of its competitors
- ALCO is subject to risk on substantial sale cancellations

- Changes in tax policies affecting tax exemptions and tax incentives could adversely affect the Company's results of operations

- The Company may be involved in legal and other proceedings arising out of its operations from time to time

- The Company is indirectly controlled by the Po Family and as such some of their other business interests may conflict with the business of the Company.

- Risks relating to the Philippines

  - The Company is exposed to risks related to the slowdown of the Philippine economy

  - Political instability may have a negative effect on the business, financial position or results of operations of the Company

  - Occurrence of natural catastrophes may adversely affect the business of the Company

  - Occurrence of a Philippine credit rating downgrade may adversely affect the business of the Company

  - The prospects of the Company may be influenced by major political and economic developments both locally and abroad

- Risks relating to the Relevant Contracts

  - No guaranteed returns or lease income

  - There is no existing market for the Relevant Contracts

Corporate Information

ALCO currently holds office at the 7th Floor Arthaland Century Pacific Tower, 5th Avenue Corner 30th Street, Bonifacio Global City, Taguig City. The Company's telephone number is (+632) 8403-6910.

The Company's website is http://www.arthaland.com.

RISK FACTORS

General Risk Warning

An investment in the Relevant Contracts involves several risks. The rental income from the Relevant Contracts may vary and are not guaranteed. It may not even materialize at all if there are no lessees. There is an inherent risk that losses may be incurred rather than profit made as a result of buying and selling units that form part of the CLS Program. Past performance is not a guide to future performance. The occurrence of any of the following events, or other events not currently anticipated, could have a material adverse effect on the business, financial condition, results of operations and cause the rentals to decline. Investors deal in a range of investments each of which may carry a different level of risk.

Prudence Required

The risk disclosure does not purport to disclose all the risks and other significant aspects of investing in these securities. Investors should undertake independent research and study Relevant Contracts before investing. Investors may request publicly available information on the Relevant Contracts and ALCO from the SEC.

Professional Advice

An investor should seek professional advice if he or she is uncertain of, or has not understood, any aspect of the securities to invest in or the nature of risks involved in trading of securities, especially high-risk securities.

Limited Resources/Losses

N/A	The Issuer has limited resources and will not be able to continue operating without the proceeds from this offering. It is possible that the proceeds from this offering and other resources may not be sufficient for the Issuer to continue to finance operations. The Issuer expects to continue to experience losses from operations and it cannot be predicted when or if the Issuer will become profitable. If the Issuer achieves profitability, it may not be sustainable.
N/A	The Issuer has incurred losses since inception and may incur future losses. The Issuer has not yet generated a profit from operations. As of the date of the most recent financial statements, the Issuer had an accumulated deficit of [N/A].

Key Personnel

Please refer to the footnote.	The Issuer's success depends substantially on the services of a small number of individuals.[4]
Please refer to the footnote.	The Issuer may be harmed if it loses the services of these people and it is not able to attract and retain qualified replacements.[5]
✓	The Issuer's officers, directors, managers and key persons will continue to have substantial ownership and control over the Issuer after the offering

[4] The Company is dependent on its management team and key employees to successfully implement its strategies.
[5] *Id.* The Company, however, is confident in its ability to attract and retain key personnel by continuing to provide competitive compensation as well as promoting a sustainable culture for its team. The Company likewise has a strong top and middle management bench which ensures a continuous stream of talent.

Please refer to the footnote.	The Issuer does not maintain key person life insurance on those individuals on whom the Issuer's success depends. The loss of any of these individuals could have a substantial negative impact on the Issuer and your investments.[6]

Inexperienced Management

N/A	None of the Issuer's officers, directors, and/or managers has managed a company in this industry. The Issuer's ability to operate successfully may depend on its ability to attract and retain qualified personnel, who may be in great demand.
Please see footnote.	None of the Issuer's officers, directors, and/or managers has experience in managing a hotel or resort or condotels or condo dorm.[7]
	Not Applicable

Past Failures

N/A	Prior to organizing the Issuer, one or more of the Issuer's officers, directors, and/or managers operated a business in which shareholders lost part or all of their investment. The Issuer's ability to operate successfully may depend on its officers, directors, and/or managers to succeed where they have failed before.

Government Regulations:
The Issuer must comply with local and national rules and regulations. If the Issuer fails to comply with a rule or regulation it may be subject to fines or other penalties, or its permit or license may be revoked or suspended. The Issuer may have to stop operation and you may lose your entire investment.

No Existing Market

✓	Because there is no market for the Issuer's securities, you may not be able to sell your securities or recover any part of your investment. You should not invest unless you can afford to hold your investment indefinitely.

The statement above refers only to the absence of an established secondary market for the Issuer's securities, such that investors may not be able to readily sell their securities or recover any part of their investment. This disclosure does not relate to the underlying condominium units. As discussed under "Target Market," under page [78] there is an existing market for the condominium units comprising the Lease Pool Floor, which are intended for investors seeking to generate passive income through lease arrangements, as well as for multinational and large corporate tenants seeking sustainable, certified green office spaces in Cebu Exchange and Savya Financial Center. Accordingly, while the securities themselves may lack liquidity due to the absence of a secondary trading market, the underlying real estate assets are supported by an identifiable and active market.

Offering Price

✓	The determination of the purchase price of units is based on prevailing market conditions, the project location, and the valuation made by the Developers. Rental rates under the Contracts of Lease are standardized on a per-pool basis and are subject to uniform lease terms.

[6] The Company provides group life insurance for its employees, including its management committee. However, the Company does not anticipate that the loss of any of the employees or any of the members of the management committee could have a substantial negative impact to the Company or the CLS Program.
[7] The projects covered by the CLS Program are commercial, not residential, condominiums. The CLS Program does not involve the management of hotels, resorts, condotel, or condo dorms.

Best-effort Offering:

✓	The Issuer is offering these securities on a "best-effort" basis. The Issuer has not contracted with an underwriter, placement agent, or other person to purchase or sell all, or a portion of its securities and there is no assurance that it can sell all or any of the securities.

Lack of Investor Control

✓	The Issuer's officers, directors, managers, and/or key persons will continue to have substantial control over the Issuer after the offering. As such, you may have little or no ability to influence the affairs of the Issuer.

RISKS RELATING TO BUSINESS

Licenses and Permits

The Company operates in a highly regulated environment, and it is affected by the development and application of regulations in the Philippines. The Company's failure to maintain regulatory licenses and permits could materially and adversely affect its operating and financial performance.

DHSUD

The Philippine property development industry is highly regulated. The development of office and commercial projects is subject to a wide range of government regulations, which, while varying from one locality to another, typically include zoning considerations as well as the requirement to procure a variety of environmental and construction-related permits. Presidential Decree No. 957, as amended, and Batas Pambansa Blg. 220 ("**BP 220**") are the principal statutes, which regulate the development and sale of real property as part of a condominium project or subdivision. PD 957 and BP 220 cover subdivision projects for residential, commercial, industrial or recreational purposes and condominium projects for residential or commercial purposes. The Department of Human Settlements and Urban Development ("**DHSUD**") is the administrative agency of the Government, which enforces these statutes.

In addition, owners of or dealers in real estate projects are required to obtain licenses to sell before making sales or other dispositions of condominium units. Project permits and any license to sell may be suspended, cancelled or revoked by the DHSUD based on its own findings or upon complaint from an interested party and there can be no assurance that the Company, its subsidiaries, associates or partners will in all circumstances, receive the requisite approvals, permits or licenses or that such permits, approvals or licenses will not be cancelled or suspended. Any of the foregoing circumstances or events could affect the Company's ability to complete projects on time, within budget or at all, and could have a material adverse effect on its financial condition and results of operations.

SEC

In 2024, the Securities and Exchange Commission released Memorandum Circular No. 12, Series of 2024 (SEC Rent Securities Circular) introducing a regulatory framework for real estate investment schemes involving rental pool or similar profit-sharing arrangements. The circular requires that rental pool agreements must be registered with the SEC. Prior to the issuance of the SEC Rent Securities Circular, the Company had in place CLS Program with the objective of improving the accessibility and leasing viability of smaller office units in Cebu Exchange and Savya Financial Center. Under the CLS Program, the Company acts as the exclusive leasing agent of multiple unit owners by consolidating units located on designated floors in these projects and offering them as a single leasable space to meet a prospective tenant's size and configuration requirements. The SEC mandated the Company to register the program in compliance with the SEC Rent Securities Circular. In compliance with this directive, In compliance with this directive, the registration application of the Company under the SEC Rent Securities Circular is currently undergoing evaluation by the SEC at this time and this Prospectus is being submitted for such purpose. In the course of the application and as required by the SEC, the Company amended its Articles of Incorporation to expand its secondary purpose to expressly authorize the offering of investment contracts, certificates of participation, profit-sharing agreements, and other forms of securities in connection with arrangements under which the Company sells or offers units in real estate projects on the condition that purchasers contribute such units, whether on a mandatory or optional basis, to a rental pool managed by the Company or by a property management company designated by the Company.

Failure to comply with the SEC RENT Securities Circular may expose the Company and responsible officers to administrative fines and criminal penalty, as discussed further under Effect Of Existing Government Regulations On The Business in page [53] of this Prospectus.

The SEC recently adopted a stricter stance under Memorandum Circular No. 7, Series of 2026, imposing a hard cap of nine (9) years on the cumulative tenure of independent directors in the same listed company. Independent directors are elected annually but may serve only up to this 9-year aggregate limit (whether continuous or intermittent). Once the cap is reached, they are permanently barred from re-election as independent director in that company, with no more extensions or shareholder-approved exceptions, though they may still serve in a non-independent capacity.

To comply with SEC Memorandum Circular No. 7, the Company initiated necessary changes in the constitution of its Board of Directors. In 2024, the Company had three independent directors, namely Ms. Denise de Castro, Mr. Hans Sicat, and Atty. Andres Sta. Maria. During the 2025 annual meeting, Atty. Sta. Maria was elected as a regular director as he has already served 9 years as independent director. His term as regular director expired on 26 June 2026. Mr. Sicat's 9-year term as independent director also ended on 26 June 2026. Thus, during the annual meeting of the Company's shareholders on June 26, 2026, Mr. Sicat was elected as a regular director, while two new independent directors were elected, namely Ms. Eleanor Hilado and Ms. Ma. Rowena Tan. Their respective backgrounds are reflected in the Information Statement filed with the SEC on June 2, 2026 and on page [92] of this Prospectus.

General

The Company's licenses and permits, and required for Cebu Exchange and Savya Financial Center, are subject to review, interpretation, modification or termination by the relevant authorities. These licenses and permits may not be renewed on terms commercially acceptable to the Company, or at all. The relevant government authorities have ultimate discretion over whether licenses or permits will be granted or revoked. Any loss or failure to renew, obtain and maintain the said licenses and permits or comply with the terms and conditions of such licenses and permits, may delay the development and expansions plans, expose the Company, CLLC, and SLDC to sanctions or require them to cease providing its services, any of which could materially and adversely affect its business, results of operations, financial condition and prospects.

To mitigate the risk of the development and application of regulations in the Philippines having an adverse effect on ALCO's projects, the Company's Legal Department and Engineering Department ensure that all projects are compliant with Government regulations and specifications. Furthermore, the Company closely monitors regulations, maintains open dialogue and communication with the appropriate regulatory authorities and endeavors to adequately and timely comply with all laws and regulations. Likewise, permits and approvals are regularly monitored by the Company to ensure that all are properly renewed and maintained.

<u>High fixed investment risk</u>

Investment in the Consolidated Leasing Solutions Program involves a significant and long-term commitment to real estate assets

Real estate investments are generally less liquid than other financial investments, and investors may not be able to sell their interest or recover their capital quickly or at their expected value. Returns depend on the performance of the leasing program, including occupancy levels, rental rates, tenant demand, and overall market conditions.

The properties also incur ongoing costs such as maintenance, repairs, insurance, taxes, association dues, utilities, and management fees. These expenses continue even during periods of low occupancy or lower rental income. As a result, decreases in occupancy or rental rates may reduce the income available for distribution to investors.

Arthaland manages these risks through regular property maintenance, active asset management, and sustainability-focused building operations to help preserve the quality, value, and competitiveness of the properties.

The premium nature of the Company's office portfolio attracts high-quality, established, local and multinational tenants. In addition, the superior design and unmatched sustainable features of Cebu Exchange and Savya Financial Center deliver measurable operating cost efficiencies for tenants, enhancing their occupancy experience. These attributes strengthen tenant demand and retention, thereby supporting stable occupancy levels and preserving long-term asset value.

Regulatory risks

Possible changes in accounting principle for real estate may change the revenue recognition for sale of its real estate developments of the Company, CLLC and SLDC, which in turn may adversely affect recognition of unrestricted retained earnings

Future changes in the PFRS accounting standards, mainly those related to revenue recognition, may adversely affect the Company's net income and may impact the availability of unrestricted retained earnings.

PFRS 15, Revenue from Contracts with Customers, replaced PAS 11, Construction Contracts, PAS 18, Revenue, and related interpretations. It establishes a single comprehensive framework for revenue recognition to apply consistently across transactions, industries and capital markets, with a core principle (based on a five-step model to be applied to all contracts with customers), enhanced disclosures, and new or improved guidance. Further, the amendments provide clarifications on the following topics: (a) identifying performance obligations; (b) principal versus agent considerations; and (c) licensing. The amendments also provide some transition relief for modified contracts and completed contracts.

Effective January 1, 2024, the Company adopted the PFRS 15 Revenue from Contracts with Customers on reporting a significant financing component when the timing of payments agreed with a customer provides a material benefit of financing to either party. When a contract contains a significant financing component, the transaction price is adjusted to reflect the time value of money. The resulting interest income or expense is recognized separately in profit or loss.

Following this, the adoption of PFRS 15 as of the beginning of 2024 is not expected to have a material effect on the consolidated financial statements of the group for the year given that its budgets for current projects as well as business plans for new projects were already prepared assuming the application of the new accounting policies. Measures have been taken to ensure that the Company, CLLC, and SLDC are able to comply with its obligations and meet its financial covenants with the implementation of the new accounting policies.

Further, the Company, CLLC, and SLDC will continue to engage in discussions and consultations with relevant groups to monitor further potential changes to accounting standards to assess possible impact of these on its financial results. In the event of the release of new accounting standards, the Company, CLLC, and SLDC will conduct a thorough review of its contracts with customers to determine proper application of such.

Landowners are subject to foreign ownership limitations and needs to be fully compliant with these limitations when arranging the required funding sources.

As of the date of this Prospectus, ALCO owns land and is therefore required by the Philippine Constitution and related statutes to be a Philippine national by limiting foreign ownership in the Company to a maximum of 40% of its outstanding capital stock.

Pursuant to Philippine SEC Memorandum Circular No. 8, Series of 2013, for purposes of determining compliance with the constitutional or statutory ownership requirement, the required percentage of Filipino ownership shall be applied to both: (i) the total number of outstanding shares of stock entitled to vote in the election of directors; and (ii) the total number of outstanding shares of stock, whether or not entitled to vote in the election of directors.

Therefore, to the extent that foreign investors' ability to invest in ALCO and its landholding subsidiaries is limited, ALCO and its subsidiaries must resort to other sources of capital raising and must structure their partnerships and joint ventures with foreign nationals in a manner that ensures that foreign ownership limitation is not breached.

ALCO is aware of this foreign ownership restriction and is actively monitoring its partnerships and shareholding structure to ensure that foreign participation is within the constitutional limits. ALCO maintains competent internal and external legal counsel to ensure that its transactions with foreign nationals are properly structured in order not to breach this foreign ownership limitation.

CLLC and SLDC have respectively conveyed the lots over which Cebu Exchange and Savya Financial Center are located to the duly constituted condominium corporations therein. Under The Condominium Act, no transfer or conveyance of a unit shall be valid if the concomitant transfer of the appurtenant membership or stockholding in the corporation will cause the alien interest in the condominium corporation to exceed the limits imposed by existing laws, or in this case 40%.

Changes in tax policies affecting tax exemptions and tax incentives could adversely affect the results of operations of the Company, CLLC, and SLDC.

The Company is registered with the PEZA as an Ecozone Facilities Enterprise at the E-Square Information Technology Park where ACPT is located and for Cebu Exchange, and benefits from certain incentives, including, among others, 5% preferential tax on gross income earned, in lieu of all national and local taxes ("**GIT**") and exemption from expanded withholding tax, and is eligible for VAT zero-rating of its transactions with its local suppliers of goods, properties and services related to its provision of services to PEZA-registered enterprises located within its facility. Availment of these incentives is subject to evaluation and requirements prescribed under the PEZA rules and regulations.

On March 26, 2021, Republic Act No. 11534 or the Corporate Recovery and Tax Incentives for Enterprise Act ("**CREATE Law**") was enacted into law and became effective on April 11, 2021. The CREATE Law aims to help businesses recover and attract more investors by immediately lowering corporate income taxes and modifying the sunset period for the fiscal incentives of corporations such as income tax holidays, special rates and custom duty exemptions. In view of the effectivity of the CREATE Law, the Company is now subject to regular corporate income tax of 25% beginning July 1, 2020. The imposition of the minimum corporate income tax ("**MCIT**") was reduced from 2% to 1% from July 1, 2020 to June 30, 2023. The MCIT reverted to 2% last July 1, 2023. The fiscal incentives that investment promotion agencies may grant to registered business enterprises have also been amended.

Further, under the CREATE Law, the Government will no longer grant perpetual fiscal incentives such as the 5% GIT. Registered business enterprises whose projects or activities were granted only an income tax holiday ("**ITH**") prior to the effectivity of the CREATE Law are given a transitory period and may continue to avail themselves of the ITH for the remaining period after CREATE Law takes effect, while those currently availing of the 5% GIT prior to the effectivity of the CREATE Law are allowed to continue availing themselves of the said tax incentive for ten (10) years from the effective date of CREATE Law. Existing activities may avail of the incentives under CREATE Law, provided that the activities are included in the Strategic Investment Priority Plan ("**SIPP**"), and subject to the criteria and conditions in the SIPP.

The SIPP will be formulated upon effectivity of CREATE Law by the Board of Investments, in coordination with the Fiscal Incentives Review Board, Investment Promotion Agencies (as defined under the CREATE Law, which includes PEZA), other government agencies administering tax incentives, and the private sector. The SIPP will be submitted to the President for approval and is subject to revision every three years. Pursuant to the Implementing Rules and Regulations of Title XIII of the Tax Code, as amended by the CREATE Law, which became effective on June 26, 2021 immediately upon its publication in a newspaper of general circulation, the 2020 Investment Priorities Plan promulgated under Memorandum Order No. 50 dated November 18, 2020 will serve as the SIPP until a new one is approved by the President. On May 24, 2022, the President signed Memorandum Order No. 61 which approved the 2022 SIPP. The 2022 SIPP became effective on June 11, 2022, after the 15th day of its publication in a newspaper of general circulation. On May 21, 2026, the President signed Memorandum Order No. 47 which approved the 2026 SIPP. The 2026 SIPP will become effective after the 15th day of its publication in the Official Gazette on June 2, 2026.

Under the CREATE Law, ACPT and Cebu Exchange may no longer have an advantage over other buildings that are not PEZA-registered beyond the period provided within which the benefit from the 5% GIT may still be enjoyed. However, this risk is mitigated by the superior design and unmatched sustainable features of ACPT and Cebu Exchange that allow their tenants to enjoy savings in operating costs. These will allow ACPT and Cebu Exchange to maintain their competitive advantage over other buildings despite the implementation of the CREATE Law.

Security risk

Political instability may have a negative effect on the business, financial position or results of operations of the Company, CLLC, and SLDC.

The Philippines has from time to time experienced political and military instability, including acts of political violence. In the last two decades, there has been political instability in the Philippines, including extra-judicial killings, alleged electoral fraud, impeachment proceedings against two former presidents, two chief justices of the Supreme Court of the Philippines, and public and military protests arising from alleged misconduct by previous administrations. In addition, some officials of the Philippine government are currently under investigation or have been indicted on corruption charges stemming from allegations of misuse of public funds, extortion, bribery, or usurpation of authority. There can be no assurance that acts of political violence will not occur in the future and any such events may negatively impact the Philippine economy.

No assurance can be given that the future political or social environment in the Philippines will be stable or that current and future governments will adopt economic policies conducive for sustaining economic growth. An unstable political or social environment, whether due to the imposition of emergency executive rule, martial law or widespread popular demonstrations or rioting, could negatively affect the general economic conditions and operating environment in the Philippines, which could have a material adverse effect on the business, operations, and financial condition of the Company, CLLC, and SLDC.

To mitigate this risk, the Company, CLLC, and SLDC have always remained politically neutral. Throughout changes in political leadership in the Philippines, it has been business as usual for the Company, CLLC, and SLDC because most, if not all of elected local or national leaders, are supportive of businesses in general and real estate developments as a means to spur economic growth, activate communities outside of Metro Manila and to provide housing for Filipinos.

ALCO, CLLC, and SLDC may be exposed to cybersecurity incidents and information security risks.

ALCO, CLLC, and SLDC independently and through third-party service providers, collects, processes, uses, transmits and stores on its networks, devices and equipment sensitive information, including intellectual property, proprietary business information and personally identifiable information of their customers, employees, suppliers, contractors and service providers, as applicable.

As cybersecurity vulnerabilities and threats continue to evolve, they may be required to allocate significant additional resources to continue to enhance its security measures or to investigate and remediate any cybersecurity vulnerabilities. The occurrence of any of these events may result in (i) business interruptions and delays; (ii) the loss, misappropriation, corruption or unauthorized access of data; (iii) litigation and potential liability under privacy, security, breach notification and consumer protection or other laws; (iv) reputational damage and (v) governmental inquiries or investigations, any of which may have a material, adverse effect on the financial position and results of operations of ALCO, CLLC, and SLDC, and harm their business reputation.

ALCO, CLLC, and SLDC have implemented security measures to protect the confidentiality, integrity and availability of sensitive information and the systems that store or transmit such data, and routinely monitors and tests its security measures. Each entity has appointed a Data Protection Officer who is accountable for ensuring the compliance by ALCO, CLLC, and SLDC with the provisions of the Data Privacy Act and its implementing rules and regulations, as well as the issuances of the National Privacy Commission, and other applicable laws and regulations relating to privacy and data protection. ALCO has also conducted privacy impact assessments and has data privacy policies in place to ensure that security risks are managed and that breaches will be adequately addressed. ALCO, CLLC, and SLDC also ensure that appropriate data privacy provisions are included in its contracts with customers, suppliers and service providers.

The Company or its contractors may be subject to labor unrest, slowdowns, and increased costs.

The Company has not experienced labor unrest in the past that resulted in the disruption of its operations. However, there can be no assurance that there will be no labor claims or that it or its contractors will not experience future disruptions in its operations due to labor disputes in the future. In addition, any changes in labor laws and regulations may result in the Company having to incur substantial additional costs.

To mitigate the risk, the Company strictly complies with labor laws, adopts policies to ensure a healthy working environment for its employees and engages contractors that practice the same. Further, substantially all its construction contracts are on fixed terms, thereby further reducing this risk.

Emergencies/disaster risks

Occurrence of natural catastrophes may adversely affect the business of the Company.

The Philippines has experienced a significant number of major natural catastrophes over the years, including typhoons, volcanic eruptions, earthquakes, storm surges, mudslides, fires, droughts, and floods related to El Niño and La Niña, respectively. For example, in November 2020, Typhoon Goni, locally known as Super Typhoon Rolly, brought severe flash floods and displaced thousands in the areas affected. In January 2020, the Taal Volcano erupted. In July 2022, a 7.0-magnitude earthquake occurred in Tayum, Abra, in December 2023, a 7.6-magnitude earthquake shook Mindanao, and in September 2025 a magnitude 6.9 earthquake struck off the coast of Bogo City, Cebu. These events have resulted in deaths, injuries and damage to public infrastructure and private property. Natural catastrophes will continue to affect the Philippines and the Company, CLLC, and SLDC may incur losses for such catastrophic events which could materially and adversely affect its business, financial condition and results of operations.

There is no assurance that the insurance coverage which the Company, CLLC, and SLDC maintain for these risks will adequately compensate it for all damages and economic losses resulting from natural calamities. However, insofar as the Company, it mitigates this risk through the geographic diversity of its projects which are located in key urban areas in Metro Manila, Cebu City and Laguna. In addition, the Company's projects, including Cebu Exchange and Savya Financial Center, implement structural designs which are generally stricter than mandated standards. These measures help to mitigate the impact of a potential natural catastrophe in one location.

Market Risk

The Company is subject to risk relating to its properties not being rented or leased out consistently.

ALCO's investment properties, including those in Cebu Exchange and Savya Financial Center, may not be leased out consistently, which could adversely affect rental income and cash flows. Despite generally observed improvement in occupancy in the office sector, vacancy rates remain elevated at approximately 19% in Metro Manila and 16% in Metro Cebu as of Q1 2026, as reported by Colliers Philippines.

There can be no assurance that current occupancy levels, lease renewals, or rental rates will be sustained. Changes in market conditions, increased competition, tenant downsizing, non-renewal of leases, or broader economic challenges may result in higher vacancy rates and reduced rental income.

To mitigate these risks, ALCO focuses on product differentiation, including for Cebu Exchange and Savya Financial Center, through high-quality, sustainability-oriented developments and competitive pricing strategies designed to attract and retain quality local and multinational tenants, particularly those with ESG-focused requirements.

Despite the intense competition in the office sector, ALCO's leasing portfolio has consistently outperformed market averages. Office units for lease in Cebu Exchange maintain an occupancy rate of approximately 90%.

In addition, the weighted average lease expiry (WALE) of ALCO's leasing portfolio is approximately three to five years, thereby providing a measure of income visibility and cash flow stability in the near term.

Exposure to risk related to the slowdown in the Philippine economy

All of the business operations and assets of the Company, CLLC, and SLDC are based in the Philippines. As a result, their income, results of operations and the quality and growth of its assets depend, to a large extent, on the performance of the Philippine economy.

The Philippine economy has experienced strong GDP growth in recent years prior to 2020, the stronger U.S. dollar, higher global interest rates and higher commodity prices may cause domestic inflation to increase and have an adverse impact on the future growth of the Philippine economy, which has previously experienced periods of slow or negative growth, high inflation, significant depreciation of the peso and the imposition of exchange controls. In 2025, the Philippine economy expanded by 4.4% y-o-y, slower than the 5.7% growth in 2024 and below the 5.5%–6.5% government target. The Philippine GDP growth further weakened to 2.8% y-o-y in the first quarter of 2026, below the government's 5% to 6% target for the year.

Factors that may adversely affect the Philippine economy include:

- decreases in business, industrial, manufacturing or financial activities in the Philippines, Southeast Asia or globally;
- scarcity of credit or other financing, resulting in lower demand for products and services provided by companies in the Philippines, Southeast Asia or globally;
- exchange rate fluctuations and foreign exchange controls;
- rising inflation or increases in interest rates;
- levels of employment, consumer confidence and income;
- changes in the Government's fiscal and regulatory policies and regulations, including tax laws and regulations that impact or may impact inflation and consumer demand;
- Government budget deficits;
- adverse trends in the current accounts and balance of payments of the Philippine economy;
- public health epidemics or outbreaks of diseases, such as COVID-19, monkeypox, re-emergence of Middle East Respiratory Syndrome- Corona virus (MERS-CoV), SARS, avian influenza (commonly known as bird flu), or H1N1, or the emergence of another similar disease (such as Zika) in the Philippines or in other countries in Southeast Asia;
- natural disasters, including but not limited to tsunamis, typhoons, earthquakes, fires, floods and similar events;
- political instability, terrorism or military conflict in the Philippines, in other countries in the region or globally; and
- other regulatory, social, political or economic developments in or affecting the Philippines.

Uncertainty surrounding the global economic outlook may cause economic conditions in the Philippines to deteriorate and there can be no assurance that current or future Government policies will continue to be conducive to sustaining economic growth. There can be no assurance that the Philippines will maintain strong economic fundamentals in the future. Any future deterioration in economic conditions in the Philippines may materially and adversely affect the Company's financial position and results of operations, including the Company's ability to implement its business strategies. Changes in the conditions of the Philippine economy may materially and adversely affect the Company's business, financial condition or results of operations.
To mitigate the abovementioned risks, the Company shall continue to adopt conservative or prudent financial and operational controls and policies within the context of the prevailing business and economic environment, taking into consideration the interests of its customers, stakeholders, and creditors.

Inherent volatility in Real Estate Development Business

The Company's primary focus has been the development and sale of real estate. While the Company has established recurring income resulting from leasing operations, including that of selected units in Cebu Exchange, recurring income is expected to account for less than 10% of the Company's overall expected revenues in the medium-term as revenues from development sales progress following the launch of major residential projects. Further, the Company's revenues, and consequently, its profits vary year-on-year, depending on several factors, including the completion and demand for its projects, as well as its available real estate inventory for sale. Prior year's financial performance does not guarantee the future financial performance of the Company.

To mitigate this risk, the Company ensures that its fixed overhead costs are covered by revenues from its leasing operations and project management fees across all active projects. To further address volatility in revenues and earnings, ALCO takes specific measures to enable it to launch and complete its projects on a timely basis.

Significant competition in the real estate industry

The Company's ability to sell or lease its projects, including Cebu Exchange and Savya Financial Center, may be adversely affected by the competition from other larger high-end real estate developers which already have established market bases and have been in the market for a longer amount of time, potentially allowing them to have greater flexibility in pricing and payment terms. This may adversely affect the Company's sales velocity.

ALCO considers two (2) direct competitors in the high-end residential market segment in terms of comparable quality of development and pricing of products – Ayala Land, Inc. and Rockwell Land Corporation. These companies have been in the business many years earlier than ALCO and they have strong brand equity, long track record, and big balance sheets. With the Company's entry into the broader mid-market segment, it recognizes key competitors such as Avida Land Corporation (a subsidiary of Ayala Land Inc.), DMCI Homes, Robinsons Land Corporation, and Megaworld Corporation. These established firms have a long-standing presence and strong brand recognition in the industry. ALCO aims to provide top-quality sustainable products within this market catering to the growing demand for eco-friendly products tailored to the needs of the mid-market consumers. In the office development front, ALCO competes with both large and medium-scale developers such as Ayala Land, Inc., The Net Group, Daiichi Properties, and other local developers, particularly in Cebu City. These companies are considered to have the greater share of the market now.

To mitigate this risk, the Company continues to focus on its identified market niches and highlights its strengths in sustainable and green developments to continue building a reputation of quality projects recognized internationally for superior architecture and interior design. ALCO benefits from the strategic placement of its properties and uses competitive pricing to continue serving its niche market.

Cyclicality of Property Development

The property development sector is cyclical and is subject to the Philippine economic, political, and business performance.

The office market has been largely driven by the Business Process Outsourcing ("**BPO**") sector which caters largely to US and European customers. It is important to note that while the US and Europe remain to be the largest client-base contributors to the country's information technology and business process management ("**IT-BPM**") sector, the industry is currently moving to high value and high potential markets in Australia, New Zealand and other neighboring countries in the region. Other than voice-based offshore services, the IT-BPM industry is also gearing towards high-value knowledge-based services including financial, legal, medical, architectural and animation sectors.

The BPO industry, organized under the IT-Business Process Association of the Philippines ("**IBPAP**"), comprises primarily of contact centers, back-office operations and medical transcription, among others. The BPO industry has experienced phenomenal growth since the mid-2000. In 2008-2009, however, demand for BPO office space dropped because of the global recession which led to a glut in office space and a reduction in rental rates. The industry saw a recovery in 2010 as BPO offices resumed their expansion plans which brought an upward adjustment in rental rates. The continued growth of this industry as well as its prospects for the next five to ten years in Metro Manila, Cebu and other emerging cities across the Philippines have become the major drivers of growth in the office sector of the property industry. The absorption rate of newly built office buildings in major central business districts and key cities is benefited by the continued requirements of these BPO companies.

Overall, the industry and, necessarily, ALCO and its subsidiaries, including CLLC and SLDC, contend with risks relating to volatility in overseas remittances, interest rates, credit availability, foreign exchange, political developments, costs and supply of construction materials, wages, changes in national and local laws and regulations governing Philippine real estate and investments. They are sensitive to (i) the political and security situations of the country since their sales come from both foreign and local investors, and (ii) the performance of overseas remittances and the BPO sectors as these inflows find their way into investments in housing and other real estates as well as the general economy.

To mitigate risks associated with the cyclicality of property development, ALCO employs the following broad strategies:

The Company's development portfolio was carefully assembled to achieve a diversified, well-balanced portfolio of projects that yield a target portfolio return on a risk-adjusted basis. Diversification is monitored to minimize risk concentration on any one product type, geographic location and target market segment. As a result, the Company is more resilient to changes in macroeconomic fundamentals because specific real estate sub-sectors will respond differently to these changes. For instance, the Company notes that the effect of work from home requirements issued by the Fiscal Incentives Review Board and/or Philippine Economic Zone Authority ("**PEZA**") did not have a significant impact on ALCO's business because of its diversified sources of revenues.

ALCO's commitment to sustainability provides a clear point of differentiation, resulting in a very strong brand equity which helps sustain demand for its products even in periods within an economic cycle where there may be a glut in supply. For instance, new lease contracts with major multinational BPO and finance companies were executed for its investment property in Cebu Exchange despite the recent elevated vacancy in Cebu because of Cebu Exchange's superior sustainability features and quality. As a result of strong demand for sustainable, high quality office space in Cebu, the Company decided to reclassify an additional 4,961 sqm of office units in Cebu Exchange from real estate for sale to investment property in the first quarter of 2026 to support its long-term goal of increasing recurring income from leasing operations.

The Company adheres to prudent financial management strategies even in periods of strong economic growth to survive downward economic turns. Even with the capital-intensive nature of real estate projects, the Company sets the capital structure for its projects to ensure that there is no over-reliance on debt to fund its growth. As a result, the Company's leverage ratios are well within its internal guidance cap and financial covenants.

The premium nature of the Company's development portfolio attracts high quality buyers as well as established multinationals as tenants. ALCO has a very rigid credit approval system to ensure that its buyers are financially capable of meeting their payment schedules.

The Company regularly monitors the economic performance of the country and global players through internal research and discussions with its property consultants to be able to timely adjust policies on pricing, payment schemes and timing of new project launches.

Occurrence of a Philippine credit rating downgrade may adversely affect the business of the Company

Historically, the Philippines' sovereign debt has been rated non-investment grade by international credit rating agencies. In 2019, the Philippines' long-term foreign currency-denominated debt was upgraded by S&P Global ("**S&P**"), to BBB+ with stable outlook, while Fitch Ratings ("**Fitch**") and Moody's Investors Service ("**Moody's**"), affirmed the Philippines' long-term foreign currency-denominated debt to the investment-grade rating of BBB and Baa2, respectively, with a stable outlook. On February 28, 2020, Fitch revised its rating of Philippines long-term foreign currency-denominated debt to BBB, with a positive outlook, following its expectation that sound macroeconomic management will continue to support high growth rates with stable inflation while ongoing tax reforms were expected to improve fiscal finances. On May 7, 2020, Fitch affirmed its rating of Philippines long-term foreign currency-denominated debt to BBB, but revised the outlook to stable, to reflect the deterioration in the Philippines' near-term macroeconomic and fiscal outlook as a result of the impact of the COVID-19 pandemic and domestic lockdown to contain the spread of the virus. In May 2020, S&P and Moody's affirmed its rating of BBB+ and Baa2, with stable outlook, respectively, for the Philippines' long-term foreign currency-denominated debt. On June 2024, Fitch once again affirmed the Philippines' credit rating as 'BBB' and its outlook as 'stable'.

In line with its earlier view, S&P affirmed the Philippines' BBB+ rating and with a "positive" outlook in November 2025, noting the country's strong long-term growth prospects despite temporary slowdown linked to the ongoing probe into anomalous flood control projects. Moody's likewise maintained its Baa2 rating with a stable outlook in February 2026, on the back of the country's stable banking system, ample foreign exchange reserves, and strong access to domestic and international funding markets. Fitch has also reaffirmed the Philippines' BBB rating but revised its outlook to "negative" from "stable" in April 2026 citing risks to the country's strong medium-term growth prospects from recent disruptions to public investment, exacerbated in the near-term by elevated exposure to the ongoing global energy shock.

The Philippine Government's credit ratings directly affect companies domiciled in the Philippines as international credit rating agencies issue credit ratings by reference to that of the sovereign. No assurance can be given that Fitch, Moody's, S&P, or any other international credit rating agency will not downgrade the credit ratings of the Philippine Government in the future and, therefore, Philippine companies. Any such downgrade could have a material adverse impact on the liquidity in the Philippine financial markets, the ability of the Philippine Government and Philippine companies, including the Company, to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available.

The prospects of the Company may be influenced by major political and economic developments both locally and abroad.

Territorial disputes concerning the Philippines and China's claims over the West Philippine Sea ("**WPS**") received renewed international interest in 2024 in the wake of reports citing that former President Rodrigo Duterte allegedly entered into a "gentleman's agreement" with Chinese President Xi JinPing, effectively ceding the country's claims over such economic zone's natural aquatic, oil, and gas resources. Incumbent President Ferdinand Marcos, Jr., on the other hand, was reportedly "horrified" that the Philippine government compromised the territory and sovereignty of Filipinos. At present, US and Philippines armed forces have begun joint military exercises in Laoag, Ilocos Norte, in a show of military force and strengthening ties, as regional tensions rise. US officials, including US President Joe Biden, have affirmed their "ironclad" commitment to defend the Philippines against any armed attack pursuant to the US-Philippines 1951 Mutual Defense Treaty.

Any political or economic developments of a local to a global scale could impact prices in general and disrupt supply chains, which could in turn increase the Company's costs for the construction of its future projects.

Furthermore, any decrease in investor confidence and disruptions of the credit and equity markets, may impede or prevent access to the capital markets for additional funding to expand the Company's business and may affect the availability or cost of borrowing. While the Company also seeks to obtain funding from counterparty banks through credit facilities other than capital markets, if the Company is unable to obtain the required funding, the Company will have to adjust its business plans and strategies, which may adversely affect the Company's future prospects, market value and results of operations. Nevertheless, the Company continuously monitors such developments and will assess any direct and indirect impact that the foregoing events may have on its current and future business.

Contractual obligation risks/Cancellation

The Company's and its subsidiaries' loan agreements are subject to certain debt covenants.

The Company's loan agreements for certain debts contain covenants that limit its ability to, among other things:

- incur additional long-term debt to the extent that such additional indebtedness results in a breach of financial covenants;

- declare dividends without the consent of the lending institutions;
- materially change the nature of its business;
- merge, consolidate, or dispose of substantially all its assets; and
- encumber, mortgage or pledge some of its assets.

Complying with these covenants may cause the Company to take actions that it otherwise would not take or not take actions that it otherwise would take. ALCO's failure to comply with these covenants would cause a default, which, if not waived, could result in the debts becoming immediately due and payable.

ALCO has historically taken a prudent stance in managing its debt obligations by ensuring that any corporate act, whether or not performed in the ordinary course of business, does not violate any existing debt covenant. If any significant corporate act or business transaction is seen to potentially affect its debt covenants that would lead to accelerating the payment of existing debt, ALCO shall endeavor to obtain the necessary waivers in accordance with relevant debt agreements.

The Company is required to maintain a debt-to-equity ratio of not more than 2.0x and current ratio of not less than 1.5x on a consolidated basis. For the periods ended December 31, 2023, December 31, 2024, December 31, 2025 and March 31, 2024, the Company was fully compliant with these debt covenants.

For the year ended December 31, 2025, in calculating its debt-to-equity ratio to test for compliance with its debt covenants, the Company included the following obligations to determine total debt: (1) bonds payable and loans payable from third party lenders and (2) amount payable for the purchase of land for its real estate developments. On the other hand, the Company included the following to determine total equity: (1) the consolidated equity and (2) advances from non-controlling interest who are shareholders in the Company's subsidiaries. Prior to this, advances from non-controlling interest who are shareholders in the Company's subsidiaries were included in determining total debt. Please see below the calculation for the years ended December 31, 2023, December 31, 2024 and December 31, 2025, and the three-month period ended March 31, 2026.

Amounts in million Pesos	**Three Months Ending March 2026**	**FY December 2025**	**FY December 2024**	**FY Decembe r 2023**
A. Debt to Equity Ratio				
Total Debt				
1. Bonds payable and loans from third party lenders	22,208	21,666	18,432	17,129
Bonds payable	*2,967*	*2,966*	*5,956*	*5,942*
Loans payable	*19,241*	*18,700*	*12,476*	*11,187*
	1,860	1,860	-	-
2. Advances from non-controlling interest	-	-	1,010	1,102
Total Equity				
1. Consolidated Equity	14,825	14,649	14,252	13,116
2. Advances from non-controlling interest	1,059	1,059	-	-
Total Debt	**24,068**	**23,526**	**19,442**	**18,230**
Total Equity	**15,884**	**15,707**	**14,252**	**13,116**
Debt to Equity Ratio for loan covenants	**1.52x**	**1.50x**	**1.36x**	**1.39x**

Amounts in million Pesos	Three Months Ending March 2026	FY December 2025	FY December 2024	FY Decembe r 2023
B. Current Ratio				
Current Assets	29,344	29,304	25,086	23,621
Current Liabilities	16,690	15,795	15,884	10,168
Current Ratio	**1.76x**	**1.86x**	**1.58x**	**2.32x**

For the periods ended December 31, 2023, December 31, 2024, December 31, 2025 and March 31, 2026, the Company was fully compliant with these debt covenants based on the above calculations.

In addition to monitoring for compliance with its financial covenants under its loan agreements, the Company strives to keep its debt-to-equity ratio to within its internal guidance cap of 1.50x at the consolidated level (refer to the section "ALCO's Competitive Strengths" under the heading "Prudent Financial Management"). In calculating its debt-to-equity ratio for internal guidance cap, the Company includes only bonds payable and loans payable from third party lenders in determining total debt and includes advances from non-controlling interests as part of equity. Please see below the calculation of the Company's debt-to-equity ratio for testing compliance with its internal guidance cap for the years ended December 31, 2023, December 31, 2024, and December 31, 2025 and the period ended March 31, 2026:

Amounts in million Pesos	Three Months Ending March 2026	FY December 2025	FY December 2024	FY December 2023
Debt (Bonds payable and loans from third party lenders)	**22,208**	**21,666**	**18,432**	**17,128**
Total Equity (Including advances from non-controlling interests)	**15,884**	**15,707**	**15,262**	**14,218**
Debt-to-Equity for internal guidance cap	**1.40x**	**1.38x**	**1.21x**	**1.20x**

Based on the above calculation, the Company's debt-to-equity ratio was within its internal guidance cap of 1.50x for the periods ended March 31, 2026, December 31, 2023, December 31, 2024, and December 31, 2025.

ALCO is subject to risk on substantial sale cancellations.

The Company faces certain risks related to the cancellation of sales involving its real estate projects and if the Company were to experience a material number of sales cancellations, the Company's reported revenues may be overstated.

As a developer and seller of real estate, the Company's business, financial condition and results of operations could be adversely affected in the event a material number of sales contracts for subdivision lots and condominium units are cancelled.

The Company is subject to R.A. 6552 (the "**Maceda Law**"), which applies to all transactions or contracts involving the sale or financing of real estate through installment payments for residential units (but excluding industrial and commercial lots). Under the Maceda Law, buyers who have paid at least two years of installments are granted a grace period of one month for every year of paid installments to cure any payment default. This right shall be exercised by the buyer only once in each year of the life of the contract and its extensions, if any. If the contract is cancelled, the buyer is entitled to receive a refund of at least 50% of the total payments made by the buyer, with an additional 5% per annum in cases where at least five years of installments have been paid (but with the total not to exceed 90% of the total payments). Buyers who have paid less than two years of installments and who default on installment payments are given a 60-day grace period to pay all unpaid installments before the sale can be cancelled, but without right of refund.

While the Company historically has not experienced a material number of cancellations to which the Maceda Law has applied, there can be no assurance that it will not experience a material number of cancellations in the future, particularly during slowdowns or downturns in the Philippine economy, periods when interest rates are high or similar situations. In the event the Company does experience a material number of cancellations, it may not have enough funds on hand to pay the necessary cash refunds to buyers or it may have to incur additional indebtedness to pay such cash refunds. In addition, particularly during an economic slowdown or downturn, there can be no assurance that the Company would be able to resell the same property or resell it at an acceptable price. Any of the foregoing events may have a material adverse effect on the Company's business, financial condition and results of operations.

In the event the Company experiences a material number of sales cancellations, investors are cautioned that the Company's historical revenues would have been overstated because such historical revenues would not have accurately reflected subsequent customer defaults or sales cancellations. Investors are also cautioned not to rely on the Company's historical income statements as indicators of the Company's future revenues or profits.

There can be no assurance that the Company will not suffer from substantial sales cancellations and that such cancellations will not have a material adverse effect on its financial condition and results of operations. Receivable balances are monitored by the Company on a regular basis.

The Company mitigates this risk by ensuring that it conducts proper procedures to obtain necessary information from prospective buyers to have reasonable assurance of their ability to pay for or obtain financing for their units to minimize payment default as a reason for sales cancellation. The Company likewise maintains a healthy client list to help with selling any previously cancelled units to other buyers.

Below is a summary of sale cancellations from 2023 to the first four months of 2026:

	Sales Cancellations	
	Value (in Php Millions)	**Percentage (%)**
As of December 31, 2023	1,248	4.8%
As of December 31, 2024	1,873	5.9%
As of December 31, 2025	796	2.3%
As of April 30, 2026	866	2.4%

Cancellations amounted to Php1.248 million as of December 31, 2023 and Php1.873 million as of December 31, 2024 representing approximately 4.8% and 5.9% of total reservations, respectively. While sales cancellations are considered normal in the industry, the cancellation 2024 is attributed to a single, non-recurring transaction which was subsequently resold in the same year. Notably, sales cancellation normalized in 2025 to 2.3%.

<u>Financial Risk</u>

Ability to obtain financing at favorable terms and interest rates

The Company and its subsidiaries obtain or plan to obtain medium-term and long-term financing at favorable terms to cover a portion of the capital expenditures needed to develop their projects and general corporate purposes. There is no assurance that the Company or its subsidiaries can continue to raise the additional financing needed to execute its future plans, including refinancing debt, at favorable terms. Aside from this, higher inflation and interest rates can have a material adverse effect on the Company's, its subsidiaries' and its customers' ability to obtain financing.

Higher interest rates, factors that affect interest rates, such as the Government's fiscal policy, inflation, foreign exchange rates, as well as government policy on limiting the exposure of financial institutions to real estate, can have a material adverse effect on the Company and on demand for its products.

The occurrence of any of the foregoing events, or any combination of them, or of any similar events can have a material adverse effect on the Company's business, financial condition and results of operations.

While these risks are inherently uncontrollable, the Company practices prudent financial management and has included provisions for higher borrowing rates in its plans given the current high-interest rate environment. The Company continues to enforce financial discipline by adhering to the following: (1) matching financing tenors to the projects' cash flows to minimize refinancing risk in the middle of the project; (2) limiting borrowings to peso-denominated loans to eliminate foreign exchange risk from its financing activities; (3) structuring the capitalization for each project to ensure that the debt-to-equity ratio of each is maintained at conservative levels well below industry averages and at acceptable debt-to-equity ratios for bank financing; (4) ensuring that cash flows from each of the projects are not commingled with other projects and (5) ensuring the project cost is fully funded, keeping reliance on collections from pre-selling at a low percentage of total revenues for each project.

No assurance that insurance rates and coverage will remain the same, and the available coverage may not be adequate in the future

The Company maintains comprehensive property and liability insurance policies with coverage features and insured limits that it believes are consistent with market practices in the real estate development industry in the Philippines. Nonetheless, the scope of insurance coverage that the Company can obtain or the Company's ability to obtain such coverage at reasonable rates may be limited.

Insurance policies and terms of coverage will be subject to renewals and negotiations on a periodic basis and there is no assurance that adequate insurance coverage will be available on commercially reasonable terms in the future. Any material increase in insurance rates, decrease in available coverage or any failure to maintain adequate insurance in the future could adversely affect the business, financial condition and results of operations.

To mitigate this risk, the Company regularly monitors the sufficiency of insurance coverage from its various insurance contracts and cultivates a healthy business relationship with various insurance companies.

<u>Litigation</u>

Titles over land owned by the Company may be contested by third parties.

While the Philippines has adopted a system of land registration which is intended to conclusively confirm land ownership, and which is binding on all persons (including the Government), it is not uncommon for third parties to claim ownership of land which has already been registered and over which a title has been issued. The Company's subsidiary, UPHI, is a party to cases involving quieting of title and expropriation involving a small portion of its property in Tagaytay City. Litigation may result in delays or suspension of development plans. (For a more detailed discussion, see "**Legal Proceedings**".)

The Company mitigates this risk by requiring comprehensive due diligence on potential properties for acquisition before consummating a binding offer to purchase the same.

The Company may be involved in legal and other proceedings arising out of its operations from time to time.

The Company may, from time to time, be involved in disputes involving the construction and operation of its properties such as, but not limited to, contractual disputes with contractors, suppliers, and clients, or disputes involving property damage or personal liability claims. If these disputes occur, it may result in delays in the Company's project development schedule, incurring substantial costs, and the diversion of Company resources and management's attention. In relation to this, the Company's subsidiary, Bhavana, is a party to arbitration proceedings before the CIAC involving its former general contractor, Monocrete, after Bhavana took over the construction site for its project Lucima following delays in the completion of the Project. (For a more detailed discussion, see "**Legal Proceedings**".)

In the course of its operations, the Company may also have disagreements with regulatory bodies, or local government units responsible for issuing the necessary permits or licenses for the Company's business, which may subject it to administrative proceedings and unfavorable decisions or result in fines or penalties and/or delay its projects. Should any of these occur, the Company's business, financial condition, results of operations and cash flows could be materially and adversely affected.

As a way to mitigate the risk, the Company strives to maintain good relationships with customers, suppliers, contractors, regulators, and other parties it regularly deals with. The Company also endeavors to amicably settle legal proceedings, resort to alternative methods of dispute resolution, and exhaust all legal remedies available and generally to take steps in the best interest of stakeholders in its projects.

There is a possibility that the Company's directors and officers may be involved in legal and other proceedings that may adversely affect the Company's operations, reputation, and/or financial standing.

To mitigate this risk, the Company has established the Manual of Corporate Governance which provides, among others, that a director's office is one of trust and confidence. The Nomination Committee vets the qualifications of each Director to ensure that ALCO directors shall at all times act in a manner characterized by transparency, accountability and fairness.

RISKS TO PURCHASERS ASSOCIATED WITH CORPORATE ACTIONS

Additional issuance of securities

Subject to registration with the SEC and compliance with the requirements of the SEC RENT Circular, additional units may be enrolled in the CLS Program and offered to the public for leasing through the CLS Program. The Company will act solely as the exclusive leasing agent of the respective unit owners and will not acquire ownership of the units. Accordingly, the enrollment of additional units in the CLS Program is not expected to result in any material risk to purchasers of units previously enrolled in the CLS Program.

Issuer repurchases of securities

The Company does not have the authority to repurchase the units sold to unit owners or retained by CLLC and SLDC as investment properties. Accordingly, issuer repurchases of securities are not applicable to the CLS Program and are not expected to give rise to any risk to purchasers.

A sale of the Issuer or of assets of the Issuers

The Company acts solely as the exclusive leasing agent of multiple unit owners and does not own the units enrolled in the CLS Program. Accordingly, a sale of the Company or of any of its assets would not affect the ownership of the units enrolled in the CLS Program. Any such sale is therefore not expected to result in any material risk to purchasers in respect of their units enrolled in the CLS Program.

Transactions with related parties

ALCO enters into transactions with its related parties and needs to be fully compliant with regulations on related party transaction disclosures.

In the regular conduct of business, ALCO and its wholly owned subsidiaries enter into intercompany transactions, primarily advances necessary to carry out their respective functions subject to liquidation and reimbursements for expenses and the provision of project development management services to oversee the operations of the projects in accordance with the business plans for each. ALCO ensures that while these transactions are made substantially on the same terms as with other individuals and businesses of comparable risks, they are fair and treated at arm's length.

ALCO also ensures compliance with BIR Revenue Regulations No. 19-2020 and BIR Revenue Regulation No. 34-2020 on related party transaction disclosures. To comply with the above BIR regulations and documentation, the Company has engaged Reyes Tacandong & Co. to assist in reviewing the intercompany transactions pursuant to the above regulations. The Company, likewise, submits BIR Form No. 1709 together with the Annual Income Tax Return on an annual basis.

OTHER RISKS

No assurance of successful implementation of business plans and strategies.

ALCO is susceptible to the possibility of not being able to implement its business plans and strategies, especially with respect to new projects and undertakings. While ALCO has successfully completed Arya, ACPT, Cebu Exchange and Savya Financial Center on time and within the budget, it has several ongoing projects such as Sevina Park Villas, Lucima, Eluria, Una Apartments, Liv and Sondris which still face uncertainty in terms of completion and revenue results. There is no assurance that the Company will be able to successfully launch projects in the pipeline, including Project Vanilla, despite the completion of land acquisition. Finally, there is no assurance that the Company can complete the necessary property acquisition for its planned projects which include Project Olive and other properties that the Company is currently exploring.

Real estate developments are subject to risks such as delays in obtaining financing, finalizing project plans, obtaining approvals, increases in construction costs, natural calamities, the inability of contractors and suppliers to complete their scope of work and market downturns. ALCO's future financial performance may be significantly affected by factors that limit its ability to finance and complete its current and future projects in a timely and cost-effective manner and to market them successfully. There is no guarantee that ALCO's future projects will be successfully completed and sold or leased as planned, replicating the outstanding outcome of Arya, ACPT, Cebu Exchange and Savya Financial Center. There is likewise no guarantee that the take-up for its new developments will remain robust.

However, the Company continues to capitalize on the extensive experience of its management team composed of highly experienced industry veterans carrying a wealth of cumulative management experience to execute its plans through a deep understanding of its market as well as the careful formation of its strategies. ALCO also banks on the success of Arya, ACPT, Cebu Exchange and Savya Financial Center as proof of its track record and capability to deliver quality projects on schedule and within budget.

Moreover, ALCO's ongoing developments which include Sevina Park Villas, Lucima, Eluria, Una Apartments, Liv and Sondris are grounded on sound business strategies that aim to develop projects which are very well-differentiated with a more resilient demand base. For instance, Una Apartments and Liv have demonstrated robust take-up despite heightened competition in the mid-market segment because they cater to a more defined demand in the residential academe niche market and the high quality and sustainability standards of Arthaland. Meanwhile, Eluria and Sondris benefit from the limited supply of upscale and luxury offerings in the Makati CBD.

The Company continually looks for growth opportunities in different market segments and geographic areas to diversify risk and to provide a steady revenue base.

Delays in the completion of projects and failure to meet customers' expectation and standards could adversely affect the Company's reputation and its business and financial performance

The Company's reputation may be negatively affected if any of its projects experiences construction or infrastructure failures, design flaws, significant project delays, and quality control issues. Any of these issues may consequently make it more difficult for the Company to attract new customers for its future projects. Any negative effect that may stain the Company's reputation may pose difficulties in selling or leasing its projects and may have an effect on its other current and future projects. The Company's subsidiary, Bhavana, is a party to arbitration proceedings before the Construction Industry Arbitration Commission ("**CIAC**") involving its former general contractor, Monocrete, after Bhavana took over the construction site for its project Lucima following delays in the completion of the Project. (For a more detailed discussion, see "**Legal Proceedings**".)

To mitigate this risk, the Company engages the services of reputable and experienced architects, designers, project managers and technical consultants, locally and internationally. The Company likewise engages the top general contractors in the Philippines to ensure that its projects are constructed in accordance with plans, specifications and agreed schedules. The Company actively takes the necessary legal and commercial steps to protect the best interest of stakeholders in its projects in the event of delays in construction timelines and potential quality issues. The selection of all third-party professionals, contractors, and suppliers passes through a prequalification process and competitive bidding. Contracts will include provisions for warranties, penalties, performance bonds and liquidated damages for delay and unsatisfactory workmanship. The Company likewise maintains its own technical team that monitors the progress and construction quality to ensure that the project is executed in accordance with set standards. Questions and/or requests from customers are addressed by the Company in a timely fashion.

To mitigate the effect on buyer's sentiment in the event of a change in handover schedules, the Company implements a clear communication strategy with its buyers to discuss changes in payment schedules and terms to align with handover schedules.

The Company is dependent on key suppliers and service providers to successfully implement its plans

The Company is dependent on certain key suppliers and service providers for substantial components of the Company's real estate developments. The Company relies on certain architecture and design firms as well as contractors for the execution of its plans.

The Company mitigates this risk primarily through its stringent screening process in relation to counterparty selection. When necessary, the Company also requires its suppliers and service providers to provide performance security including surety bond, advance payment bond, performance bond and guarantee bond which sufficiently allow ALCO to manage this risk.

The Company is dependent on its management team and key employees to successfully implement its strategies

The loss of key and management personnel may have a material adverse impact to the Company and its business plans. There is no guarantee that existing personnel will continue to serve in their current capacities.

The Company, however, is confident in its ability to attract and retain key personnel by continuing to provide competitive compensation as well as promoting a sustainable culture for its team. The Company likewise has a strong top and middle management bench which ensures a continuous stream of talent.

The Company may be unable to attract and retain skilled professionals

The Company's ability to plan, design and execute current and future projects depends on its ability to attract, train, motivate and retain highly skilled personnel. The Company believes that there is significant demand for such personnel not only from its competitors but also from companies outside the Philippines. Any inability on the part of Company in hiring and, more importantly, retaining qualified personnel could impair its ability to undertake project design, planning and execution activities in-house and could require the Company to incur additional costs by having to engage third parties to perform these activities.

To mitigate the risk, the Company regularly reviews its hiring policies to ensure that it remains competitive against other employers in terms of being able to attract and retain top talent.

The Company is indirectly controlled by the Po Family and as such some of their other business interests may conflict with the business of the Company.

Century Pacific Group, Inc. owns 100% of the shares of CPG Holdings, Inc.. CPG Holdings Inc. is the investment vehicle of the Po family and the registered owner of 37.94% of the shares of the Company. Century Pacific Group, Inc. is also the owner of 100% of the shares of Pacifica Homes Development Corporation ("**PHDC**"), a real estate developer of affordable houses with mid-market selling features at low-cost housing prices.

However, PHDC and the Company operate independently of and do not compete against each other as highlighted by the points below:

PHDC and the Company do not have common directors or officers. Mr. Ted Po and Mr. Leo Po of the Po are the Chairman of the Board of Directors and President of PHDC, respectively. Neither occupies any position in the Company's management nor its Board of Directors.

The Company and its subsidiaries do not have any transaction with PHDC.

The Company and PHDC do not compete against each other. PHDC's project, Hamana Homes, is a 15-hectare residential development located in Magalang-Mabalacat, Pampanga. Hamana Homes does not conflict with any of Arthaland's projects. Arthaland focuses on key urban CBDs in Metro Manila, such as Makati and BGC, and high-growth areas outside Metro Manila, such as Cebu and Binan, Laguna while PHDC's Hamana Homes is located in the emerging community of Pampanga. Further, Arthaland primarily caters to the upscale and luxury market and the broader mid-market segments, while PHDC's pricing strategy is geared towards low-cost housing segment.

ALCO is reliant on technology in certain business operations and uses technology to differentiate its developments from those of its competitors.

While ALCO aims to keep abreast of the latest technological developments related to property development, there are no significant barriers that prevent its competitors from adopting a similar technology for their own developments and projects. ALCO may also fail to implement any new technology in a timely manner or at all, putting it at a disadvantage to its competitors.

To mitigate this risk, ALCO ensures that it utilizes the latest enabling technologies as added features to its residential and commercial projects. As an example, Lucima and Una Apartments are equipped with Energy Recovery Ventilator and Dedicated Outside Air System that improves indoor air quality by bringing in fresh, filtered air for its residents as well as controlling the humidity for thermal comfort.

BUSINESS INFORMATION

The Registrant

The Issuer (select all that apply):

N/A	Has never conducted operations
N/A	Is in the construction development stage[8]
✓	Is currently conducting operations
✓	Has shown a profit in the last fiscal year

ARTHALAND CORPORATION is a world-class boutique real estate developer of enduring and sustainable properties recognized internationally as the best residential and green developments. ALCO is building its mark in the Philippine real estate market by its unwavering commitment to sustainability and innovation, and by its development and management of properties that adhere to the global and national standards in green buildings.

ALCO is the recipient of various awards in the Philippines and in Asia. It was recognized as the Best Boutique Developer (Philippines) by the Asia Property Awards and the Philippines Property Awards in 2018. In 2019, the Company received three more recognitions from the Philippines Property Awards including Special Recognition in Sustainable Development, Special Recognition in Design and Construction and Special Recognition in CSR. ALCO's flagship projects likewise received recognition locally and internationally. Arya was awarded Best Green Feature Development by the Japan International Property Awards (2018), Best Residential High-Rise Development (Philippines) by the Asia Pacific Property Awards (2014), and Best Condo Development (Philippines) by the South East Asia Property Awards (2012). ACPT likewise received awards including Best Office Development and Best Green Development from the Philippines Property Awards (2019), Best Commercial Green Development in Asia from the Asia Property Awards (2019) and Best Green Feature Development from the Japan International Property Awards (2019). Cebu Exchange, on the other hand, was awarded Best Office High Rise Development from the Japan International Property Awards (2019).

ALCO was incorporated on August 10, 1994[9] for the primary purpose of engaging in the realty development business, including home building and development, and to deal, engage, invest and transact, directly or indirectly, in all forms of business and mercantile acts and transactions concerning all kinds of real property, including but not limited to the acquisition, construction, utilization and disposition, sale, lease, exchange or any mode of transfer of residential, industrial or commercial property.

In 2007, a group of investors led by AOCH1, an investment company specializing in investing in business opportunities in the Philippines, acquired 73.27% of ALCO's then outstanding capital stock, marking the beginning of its renewed focus in real estate development.

The year 2011 marked the entry into ALCO of CPG, an affiliate of leading food manufacturer Century Pacific Food, Inc., which is listed with the PSE under the stock symbol "CNPF", through its acquisition of 1,800,000,000 ALCO common shares. In 2014, CPG further solidified its commitment by purchasing an additional 342,619,910 ALCO common shares.

As of December 31, 2025, CPG and AOCH1 are the largest shareholders of ALCO with 40.29%[10] and 26.02%, respectively, of ALCO's total issued and outstanding common shares. The Company's common shares and Series D and Series F Preferred Shares are traded on the PSE with the trading symbol ALCO, ALCPD and ALCPF, respectively, while the Company's Series A and Series E Preferred Shares, which are held by a single shareholder, remain unlisted. All of ALCO's Series B Preferred Shares were redeemed as of December 6,

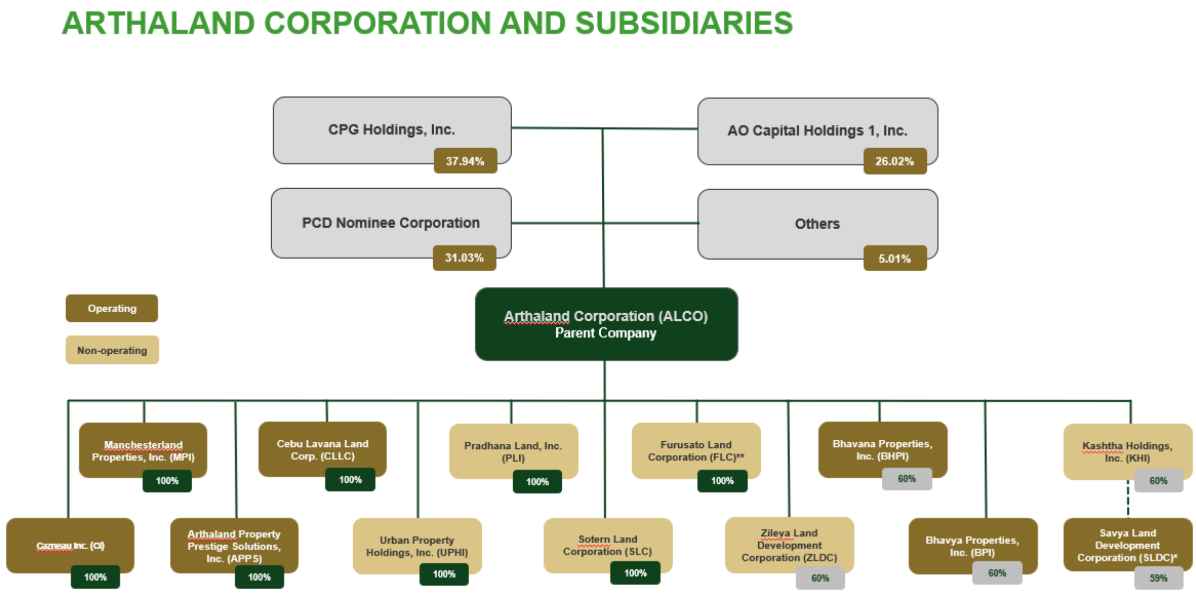
[8] This statement is accurate insofar as it pertains to the Company's other ongoing projects; however, Cebu Exchange and Savya Financial Center, which relate to the SEC RENT disclosures, have already been completed.
[9] ALCO was originally registered as Urbancorp Realty Developers, Inc. but was renamed in 2003 as EIB Realty Developers, Inc. On January 26, 2009, the SEC approved anew the change of the corporate name to ALCO.
[10] Includes 125,000,000 indirectly owned shares.

2021 and were subsequently cancelled. Its Series C Preferred Shares have also been fully redeemed as of June 27, 2024 and thereafter cancelled on March 18, 2026.

ALCO's developments are registered or are set to be registered under the USBGC's LEED program, a globally recognized green building rating system that warrants comprehensive, inclusive and calibrated measures in ensuring sustainability and environmentally sound practices, PGBC's BERDE program, IFC's EDGE program, and IWBI's Well program. In September 2019, ACPT, ALCO's flagship office development, was recognized as the first Net Zero Carbon Project in the world certified under the EDGE Green Building Program of the IFC. ALCO's adherence to these ratings for all its projects demonstrates its strong commitment to environmentally responsible building practices.

Up to 2021, a substantial portion of the Group's consolidated revenues came from the sale of units of Cebu Exchange and Savya Financial Center which contributed about 78% of total revenues in 2021. From 2022, revenues from Lucima and the sale of commercial lots in Sevina Park Arcades started to diversify source of revenues for the Group. For the full year 2023, the contribution of Cebu Exchange and Savya Financial Center to consolidated revenues went down to about 50% as Eluria initiated revenue recognition during this period. Revenues from development sales were supplemented by lease income from ACPT, retail units in Arya, the dormitory units in Courtyard Hall in Sevina Park, and the retained units for lease in Cebu Exchange. Revenues from the sale of residential units in Una Apartments contributed to consolidated revenues in 2024. New projects in the pipeline are expected to contribute to revenues from 2026 onward.

Corporate Structure



**indirectly owned through KHI*
***Incorporated on May 14, 2025*

Subsidiaries and Joint Ventures relative to the CLS Program

Cebu Lavana Land Corp. was incorporated on September 11, 2015 to principally engage in the realty development business. CLLC has an authorized capital stock of ₱200,000,000.00 and its total subscribed and paid-up capital is ₱83,333,300.00. All of CLLC's common and preferred shares are owned by ALCO.

CLLC owns the two parcels of adjacent land located along Salinas Drive, directly across the Cebu IT Park in Cebu City, Philippines, with a total area of 8,440 square meters (sqm) on which Cebu Exchange stands.

Savya Land Development Corporation was incorporated on February 10, 2017, principally to engage in the realty development business. It is the vehicle ALCO used to acquire Lots 9 and 10 in Arca South located in Barangay West Bicutan, Taguig City. In August 2019, the SEC approved SLDC's application to merge with

Arcosouth Development, Inc. ("Arcosouth"), the registered owner of Lot 11, i.e. the lot adjacent to SLDC's property, with SLDC as the surviving corporation and Arcosouth as the absorbed corporation. Lots 9,10 and 11 have been developed into Savya Financial Center, a two-tower commercial development designed and built with leading-edge sustainable building features.

SLDC's authorized capital stock is ₱200,000,000.00 with total subscribed capital consisting of ₱72,707,253.00 of Common Shares Class A and Class B, and ₱21,957,253.00 of Preferred Shares, while paid up capital consists of ₱12,750,000.00 of Common Shares Class A and Class B, and ₱21,957,253.00 of Preferred Shares. Kashtha Holdings, Inc., a joint venture company between ALCO and Mitsubishi Estate Company, Limited (MEC), owns 98.5% of SLDC's total outstanding common shares. However, in a shareholders' agreement among SLDC, ALCO, and the principal shareholder of Arcosouth, Help Holdings, Inc., it was agreed that SLDC will be owned 50:50 between Kashtha and Help Holdings, Inc., such that the former will have 100% economic interest in the North Tower of Savya Financial Center, while the latter will have 100% economic interest in the South Tower. Under this arrangement, Kashtha is entitled to all the profits from and is responsible for all the funding requirements of the North Tower of Savya Financial Center only.

Kashtha Holdings, Inc., a joint venture company incorporated on 01 October 2019, is 60% owned by ALCO and 40% by Mitsubishi Estate Company Limited (MEC), a corporation duly organized and existing under the laws of Japan. Kashta has an authorized capital stock of ₱50,000,000.00 with total subscribed and paid-up capital at ₱12,500,000.00.

Subject to matters disclosed under the section "Legal Proceedings" of this Prospectus, ALCO and the subsidiaries in the abovementioned corporate structure, including CLLC and SLDC, are not engaged in any bankruptcy, receivership, or similar proceedings. During the period covered by this Prospectus, neither of the CLLC, SLDC, or ALCO are parties to any transaction which involves material reclassification, merger, consolidation or purchase or sale of a significant amount of assets, with the exception of SLDC as explained above.

Furthermore, risks relating to ALCO and its subsidiaries including planned measures to identify, assess and manage such risks are disclosed in the section on "Risk Factors"" starting on page 5.

The revenue and net income contribution of ALCO and its subsidiaries are summarized below:

ARTHALAND CORPORATION AND SUBSIDIARIES
SUMMARY OF REVENUE AND NET INCOME
For the years ended December 31, 2023 – 2025

In ₱ millions	REVENUES (Audited)					
	2025		2024		2023	
Company	Amount	%	Amount	%	Amount	%
Arthaland Corporation	1,768	27%	731	11%	516	8%
Manchesterland Properties, Inc.	14	0%	16	0%	6	0%
Arthaland Prestige Property Solutions, Inc.	100	2%	133	2%	48	1%
Cazneau, Inc.	1,766	27%	1,947	29%	809	12%
Urban Property Holdings, Inc.	-	0%	-	0%	-	0%
Cebu Lavana Land Corp.	552	8%	1,408	21%	1,002	15%
Zileya Land Development Corporation	-	0%	-	0%	-	0%
Savya Land Development Corporation	273	4%	185	3%	2,393	35%
Bhavana Properties, Inc.	756	11%	1,499	22%	1,512	22%
Bhavya Properties, Inc.	1,373	21%	777	12%	566	8%
Pradhana Land, Inc.	-	0%	-	0%	-	0%
Kashtha Holdings, Inc.	-	0%	-	0%	-	0%
Sotern Land Corporation	-	0%	-	0%	-	0%
Furusato Land Corporation	-	0%	-	0%	-	0%
Total before consolidation	6,602	100%	6,696	100%	6,852	100%
Consolidation Entries	(1,458)		(472)		(213)	
Consolidated Revenues	5,144		6,224		6,639	

In ₱ millions	NET INCOME (LOSS) (Audited)					
	2025		2024		2023	
Company	Amount	%	Amount	%	Amount	%
Arthaland Corporation	1,252	132%	907	44%	413	16%
Manchesterland Properties, Inc.	18	2%	129	6%	23	1%
Arthaland Prestige Property Solutions, Inc.	(11)	-1%	41	2%	3	0%
Cazneau, Inc.	(6)	-1%	107	5%	62	2%
Urban Property Holdings, Inc.	167	18%	242	12%	(6)	0%
Cebu Lavana Land Corp.	144	15%	18	1%	441	17%
Zileya Land Development Corporation	(42)	-4%	(2)	0%	-	0%
Savya Land Development Corporation	(11)	-1%	56	3%	763	30%
Bhavana Properties, Inc.	(374)	-39%	125	6%	196	8%
Bhavya Properties, Inc.	165	17%	51	2%	107	4%
Pradhana Land, Inc.	(47)	-5%	-	0%	-	0%
Kashtha Holdings, Inc.	(3)	0%	388	19%	530	21%
Sotern Land Corporation	(62)	-7%	(2)	0%	-	0%
Furusato Land Corporation	(238)	-25%	-	0%	-	0%
Total before consolidation	952	100%	2,060	100%	2,532	100%
Consolidation Entries	(544)		(1,302)		(1,143)	

In ₱ millions	NET INCOME (LOSS) (Audited)		
	2025	2024	2023
Consolidated Net Income	408	758	1,389

Corporate History

ALCO was incorporated in the Philippines on August 10, 1994 originally as Urbancorp Realty Developers, Inc. (URDI). It was the real estate arm of then Urban Bank, Inc. (UBI) which was a universal bank at the time with full authority to engage in non-allied undertakings.

URDI conducted its initial public offering in 1996 with the listing of 701 million common shares. The proceeds thereof amounting to ₱835.00 million were used to fund the company's transactions and to settle its 1995 Notes Payable Account.

URDI developed Exportbank Plaza (previously Urban Bank Plaza) and the One McKinley Place Condominium, which is a 50:50 joint venture undertaking of URDI and the Philippine Townships, Inc. (formerly RFM Properties and Holdings, Inc.) through One McKinley Place, Inc. as the corporate vehicle.

On January 31, 2002, the SEC approved the merger among UBI, then Export and Industry Bank, Inc. (a development bank), and Urbancorp Investments, Inc. UBI was the surviving entity but it was renamed Export and Industry Bank, Inc. ("EIB"). Bangko Sentral ng Pilipinas also downgraded EIB's authority to a commercial bank with a directive to divest from its non-allied undertakings, which included URDI.

Around this time, URDI was renamed EIB Realty Developers, Inc. ("EIBR") and the par value of its shares of stock was reduced from ₱100.00 to ₱1.00. EIB held 70%, more or less, of the outstanding shares of EIBR. EIBR had minimal operations since 2004.

In January 2006, new investors came into EIB. Mr. Jaime C. González became the Chairman of the Board of EIB in May 2006.

On May 21, 2007, EIBR held its annual stockholders' meeting primarily for the purpose of electing the new members of its BOD who were expected to develop a proactive medium and long-term business plan for EIBR. Some directors of the EIB Board became directors of the new EIBR Board and Mr. González was also appointed Chairman thereof.

On May 24, 2007, the EIBR Board approved the quasi-reorganization of the Company by (i) decreasing the par value of EIBR's common shares from ₱1.00 to ₱0.18 per share, with the corresponding decrease in the authorized capital stock from ₱2.0 Billion to the paid-in capital stock of ₱246,257,136.00 only, and (ii) amending EIBR's Articles of Incorporation to reflect the proposed reorganization.

The foregoing corporate actions were approved at EIBR's Special Stockholders' Meeting held on July 2, 2007. Around the same time, EIBR's 50% equity investment in One McKinley Place, Inc. was sold, transferred and assigned to its joint venture partner in the said project, Philippine Townships, Inc.

On December 4, 2007, the SEC approved the amendment to the Articles of Incorporation of EIBR decreasing the par value of its common shares from ₱1.00 to ₱0.18 per share with the corresponding decrease in the authorized capital stock from ₱2.0 Billion to the paid-in capital stock of ₱246,257,135.82 only.

Following the reduction in the par value of its shares and decrease in authorized capital stock, EIBR undertook a recapitalization program as approved by the SEC in December 2008 which led to the entry of new investors with the ₱750.00 million subscription of AOCH1, Vista Holdings Corporation, The First Resources Management and Securities Corporation, and Elite Holdings, Inc.

On January 28, 2008, EIBR stockholders amended anew the Articles of Incorporation ("AOI") and approved the increase of the authorized capital stock by ₱2.70 Billion or 15.0 Billion common shares, i.e., from ₱246,257,135.82 divided into 1,368,095,199 common shares at a par value of ₱0.18 per share, to ₱2,946,257,135.82 divided into 16,368,095,199 common shares also at a par value of ₱0.18 per share. At this point, EIB's shareholdings in EIBR were reduced to approximately 19%.

With the SEC's approval on January 26, 2009, EIBR became Arthaland Corporation and it started using the symbol ALCO on the board of the PSE.

On April 26, 2011, CPG acquired a total of 1,800,000,000 ALCO common shares, or an equivalent of 33.847% of ALCO's total issued and outstanding common shares. In 2014, CPG purchased an additional 342,619,910 ALCO common shares.

On September 22, 2016, ALCO's authorized capital stock was increased to ₱2,996,257,135.82 divided into ₱2,946,257,135.82 of common shares (consisting of 16,368,095,199 common shares with a par value of ₱0.18 per share), and ₱50,000,000.00 of redeemable, non-voting and non-participating preferred shares (consisting of 50,000,000 preferred shares with a par value of ₱1.00 per share).

Of the ₱50,000,000.00 increase in capital stock, ALCO issued 12,500,000 cumulative, non-voting, non-participating, non-convertible Peso-denominated Preferred shares to MPI (the "Series A Preferred Shares"), and 20,000,000 Preferred shares which are likewise cumulative, non-voting, non-participating, non-convertible and Peso-denominated, among other conditions, to the public (the "Series B Preferred Shares").

In June 2019, ALCO again issued to the public 10,000,000 Preferred shares which are also cumulative, non-voting, non-participating, non-convertible, and Peso-denominated, among other conditions (the "Series C Preferred Shares").

On December 3, 2021, ALCO issued once more to the public 6,000,000 Preferred shares, which are similarly cumulative, non-voting, non-participating, nonconvertible, and Peso-denominated, among other conditions (the "Series D Preferred Shares").

On December 6, 2021, ALCO redeemed all of the outstanding 20,000,000 Series B Preferred Shares and these were initially recorded as treasury shares of the Company pursuant to the 2016 Terms of the Offer for the said shares.

During the Annual Stockholders' Meeting on June 24, 2022, ALCO approved the amendment of Article Seventh of its AOI by reducing the authorized capital stock by ₱20,000,000.00 resulting from the redemption (and subsequent cancellation) of the 20,000,000 Series B Preferred Shares.

With such approval, ALCO's authorized capital stock was in effect reduced from ₱2,996,257,135.82 to ₱2,976,257,135.82 divided into ₱2,946,257,135.82 of common shares consisting of 16,368,095,199 common shares with a par value of ₱0.18 per share, and ₱30,000,000.00 of preferred shares consisting of 30,000,000 preferred shares with a par value of P1.00 per share.

On January 31, 2024, stockholders representing at least 67% of the outstanding common and preferred shares which are entitled and qualified to vote approved and ratified the foregoing decrease of the authorized capital stock by ₱20,000,000.00, and subsequently approved the proposal to amend Article Seventh of the AOI anew by increasing ALCO's authorized capital stock by ₱50,000,000.00 with the creation of 50,000,000 preferred shares with a par value of ₱1.00 per share.

For purposes of implementing the foregoing increase of ALCO's authorized capital stock, the BOD, during a meeting also held on January 31, 2024, approved the issuance to MPI of 14,000,000 preferred shares which are cumulative, non-voting, non-participating, non-convertible and Peso-denominated, among other conditions, at an offer price of ₱1.00 per share (the "Series E Preferred Shares"), where 1,500,000 preferred shares came from the unissued capital stock, and 12,500,000 preferred shares issued from the increase of 50,000,000 preferred shares following the approval by the SEC of the amendment of Article Seventh of ALCO's AOI on August 14, 2024.

On June 27, 2024, ALCO redeemed all the outstanding 10,000,000 Series C Preferred Shares. These shares were subsequently cancelled on March 18, 2026.

Upon SEC's approval of ALCO's AOI Amendment on August 14, 2024, the total authorized capital stock of ALCO became ₱3,026,257,135.82 divided into ₱2,946,257,135.82 of common shares consisting of

16,368,095,199 common shares with a par value of ₱0.18 per share, and ₱80,000,000.00 of preferred shares consisting of 80,000,000 preferred shares with a par value of ₱1.00 per share.

At the Annual Stockholders' Meeting of ALCO on June 26, 2026, stockholders representing more than sixty-seven percent (67%) of all outstanding common and preferred shares of the Company entitled and qualified to vote approved the amendment of Article SECOND of the Articles of Incorporation of the Company to expressly include in its secondary purpose clause the authority to offer investment contracts, certificates of participation, profit-sharing agreements, and other forms of securities in relation to agreements whereby the Corporation sells or offers units in real estate projects on the condition that buyers shall contribute the units, whether mandatory or optional, to a rental pool managed by the Corporation or a property management company to be designated by the Corporation. On July 13, 2026, the SEC approved the foregoing amendment through the issuance of the Certificate of Filing of Amended Articles of Incorporation.

All of ALCO's issued and outstanding common shares and Series D and Series F Preferred shares are listed with and traded in the PSE with trading symbols "ALCO", "ALCPD" and "ALCPF", respectively. The PSE has delisted from its platform the Series B Preferred shares and Series C Preferred Shares with the trading symbols "ALCPB" and "ALCPC".

As of the date of this Prospectus, CPG and AOCH1 continue to be the largest stockholders of ALCO with 40.29%[11] and 26.02%, respectively, of the total issued and outstanding common shares.

Also as of the date of this Prospectus, the Company has issued ₱6 billion Bonds under its ASEAN Green Bonds Program, of which the first tranche amounting to ₱3.00 billion were issued on February 6, 2020 and the second tranche amounting to ₱3.00 billion were issued on December 22, 2022. On February 06, 2025, the first tranche was redeemed as scheduled for a total redemption amount of ₱3.0 billion.

ALCO'S COMPETITIVE STRENGTHS

Strong Brand Equity Resulting from a Clear Differentiation in Sustainability and Proven Track Record from Recently Completed Projects

ALCO sets itself apart from its competition by positioning itself as the foremost sustainable developer in the Philippines with a project portfolio which is composed entirely of certified sustainable projects. All of its projects adhere to global and national standards for green buildings through the LEED rating system of the USGBC and the BERDE rating system of the PGBC). In 2019 and 2020, ALCO expanded its sustainability commitment by pursuing additional green building rating tools, specifically the EDGE rating system of IFC, and the WELL rating system of the IBWI.

In addition to the certifications for all its projects, ALCO further cemented its commitment to sustainability in 2020 by being the first real estate developer in Asia and the first signatory from the Philippines to the Net Zero Carbon Building Commitment of the World Green Building Council (WorldGBC). As a signatory to this program, ALCO officially committed to decarbonizing its portfolio by 2030. In doing so, it has placed not only ALCO, but also the Philippines, in the forefront of the global initiative for climate action. ALCO's commitment to a fully decarbonized portfolio means that it will design all its projects based on two guidelines. First, the projects need to achieve at least 40% energy savings compared to a conventional building in the country (based on local standards such as EDGE and BERDE). Second, the energy that the project will need should come entirely from a renewable energy source. By adhering to undertake these, the Company will be able to achieve zero carbon operation footprint for all its tenants and residents in its buildings.

The Company continued to make substantial progress in 2025 on its commitment towards a fully decarbonized portfolio. For the full year ending December 31, 2025, the Company's operating development portfolio composed of fully operational projects, Arya, ACPT, Cebu Exchange, Savya Financial Center, and Sevina Park's Courtyard Hall, Villa Model Units, Sales Gallery, and Sevina Park Amenity Pavillion, were able to achieve 54% energy savings, 35% water savings, and 96% avoided in greenhouse gas emissions compared to conventionally designed buildings in the Philippines. Notably, the Company's energy and

[11] Certain shares of CPG are lodged with the Philippine Depository and Trust Corporation under PCD-Filipino.

water savings from its operational portfolio were well ahead of its targets of 40% energy savings and 20% water savings compared to a conventional building in the country. In terms of the reduction of greenhouse gas emissions, the Company is on track to achieve 100% reduction by 2030.

Arya, ALCO's multi-awarded real estate development, utilizes building features and design elements such as double-glazed glass facades as well as efficient air conditioning and water collection systems to achieve operational efficiencies resulting to significant savings in electricity and water costs that benefit the unit owner compared with conventionally designed buildings. In addition, the Company's projects are forward-looking and ready to adopt new technologies.

Arya is the Philippines' first residential condominium to achieve dual green building certification after receiving a LEED Gold certification from the USGBC and 4-star certification from the PGBC. Arya was also awarded with ANZ/PH 3-Star under the pilot program of PGBC Advancing Net Zero Philippines. In 2023, Arya's Residences Tower 1 and Tower 2 officially shifted to 100% offsite renewable energy.

ACPT, on the other hand, was recognized as the first Net Zero Carbon Project in the world certified under the EDGE Green Building Program of the IFC in addition to having achieved LEED Platinum rating and the BERDE 5-star certification which are the highest and most prestigious categories in green building rating standards. In 2021, ACPT was awarded the WELL Health-Safety Rating seal that certifies the building's safe operations even during the COVID-19 pandemic. Its Health-Safety Ratings were renewed in January 2022, 2023 and 2024.

Cebu Exchange was completed in 2022. It has achieved LEED Gold certification, BERDE Design 5-Star certification and was awarded the WELL Health-Safety Rating seal in 2022. Its Health-Safety Ratings were renewed in February 2023 and 2024. It achieved EDGE Advanced Preliminary Certificate exemplifying savings in energy use, water use and embodied energy in materials, and is on-track to achieve EDGE Zero Carbon certification under the IFC's EDGE program. Cebu Exchange is the single largest green office building in the southern Philippines with various environmentally sustainable and resource-efficient design features including an optimized building envelope, energy saving air-conditioning system and water saving system.

ALCO initiated the handover of the North Tower of Savya Financial Center in January 2022 and inaugurated the South Tower in October 2022. Savya Financial Center is a grade-A twin tower mid-rise office development with an integrated retail component. It is the new capital address for business and commerce in Arca South, Taguig City. The project is constructed on approximately 6,000 sqm of land with total GFA of approximately 60,000 sqm. Both the North and South Towers of Savya Financial Center are designed and built with leading edge sustainable building features. Savya Financial Center has achieved LEED Pre-certified Gold, WELL Health-Safety Rated, and EDGE Advanced preliminary certification. It earned 5-star certification from BERDE, the highest distinction for green buildings in the country. It is on-track to achieve EDGE Zero Carbon certification.

The Company's projects which are currently under construction are also registered under various certification programs and are on-track to achieve multiple certifications.

Sevina Park is a sustainable, innovative and highly integrated community, which will include students and faculty in the adjacent De La Salle University Science and Technology Campus and nearby schools. In 2022, Sevina Park received the distinction of being the first development to have been awarded BERDE 5-Star under the BERDE for Districts Rating scheme which applies to wide-scale horizontal development projects. Prior to that, Sevina Park was also recognized as the Philippines' first and only real estate development to have received the LEED Platinum pre-certification under the LEED ND category.

For the Sevina Park Villas, the Company was able to secure LEED Platinum certification for the 4-Bedroom Villa Model Unit and is on track for LEED Gold certification for all 4-Bedroom Villas. The project is on-track to achieve EDGE Advanced for all Villa types.

Una Apartments is the Company's first project catering to the broader mid-scale market. The project is on-track to achieve quadruple certification and is registered under the LEED, BERDE, EDGE and WELL certification programs.

Sevina Park Arcades was launched in the last quarter of 2022. This area in Sevina Park offers commercial lots for sale and retail spaces for lease to service the requirements of the Sevina Park community.

Lucima will be the first premier, multi-certified, sustainable residential condominium in Cebu City. The project is on-track to be the first in the country to achieve quadruple certification. It achieved LEED Gold pre-certification in 2020 and is registered under the BERDE, EDGE and WELL certification programs.

Eluria, ALCO's low-density, sustainable, luxury residential development in Legazpi Village in the Makati CBD, was launched in Q4 2022. It has achieved LEED Gold pre-certification and is registered under the BERDE, EDGE and WELL certification programs.

Liv, launched in August 2025, is designed as a sustainable residential community and is targeting LEED, EDGE, WELL, and BERDE certifications.

Sondris is designed as a sustainable development and is targeting LEED, EDGE, WELL, and BERDE certifications.

Because of its commitment to sustainability, the Company has been consistently featured locally and internationally.

ALCO was selected by the WorldGBC, in partnership with BBC StoryWorks, to share its vision, story, and values to the world, in a series entitled Building a Better Future. Among the 33 organizations featured, ALCO was the only one from the Philippines. The 6-minute film called Fighting Climate Change with Green Buildings is featured under the section Building Better Places for People and may be seen through this link: http://www.bbc.com/storyworks/building-a-better-future/arthaland.

The Company was also featured by the Business Reporter of the UK in their story entitled Green Buildings that don't cost the Earth. In this 6-minute video, ALCO has shown that it is possible to develop sustainable projects while still achieving profitability targets. Building sustainable legacies and taking care of the environment for future generations is a critical concept, and ALCO is committed to contributing to this cause. The feature can be accessed through this link: https://www.business-reporter.co.uk/responsible-business/green-buildings-that-dont-cost-the-earth.

ALCO was given the award for Special Recognition for Sustainable Development by the Philippines Property Awards and Best Eco Property Developer by CFI.CO in 2018 and was awarded the Best Boutique Developer (Philippines) by the Asia Property Awards and the Philippines Property Awards in 2018.

ALCO was also recognized as an EDGE Champion by IFC in the recent EDGE Champions Summit Asia 2023 held in Singapore. EDGE Champions are companies who collaborate with IFC to accelerate the adoption of green building options in the respective markets.

With the completion of its flagship projects, the recent completion of Cebu Exchange and Savya Financial Center on time and within budget, significant progress on Sevina Park, Lucima and Eluria and the successful launch of the first two towers of Una Apartments, ALCO has further reinforced its brand equity and track record of developing best in class projects.

Strong, Hands-On and Committed Shareholders

ALCO's largest shareholders, CPG and AOCH1 represent groups that have substantial financial resources and track record. CPG is the investment vehicle of the Po Family and is an affiliate of the Century Pacific Group which has been established for over 40 years in food manufacturing and restaurant operations. The group owns some of the most valuable brands including Century Tuna, 555 and Argentina that are present in many households, and popular restaurant chains such as Shakey's and Peri Peri. AOCH1 is an investment company which is part of the AO Capital Partners Group which was founded over 30 years ago and which was the financial advisor and arranger for over 80 major transactions in the Asia Pacific region including the US$1.0 billion AIG Infrastructure Fund, US$15.0 billion Metro Manila toll road projects, and ALCO itself.

Aside from the equity investment provided by ALCO's shareholders, Centrobless, an affiliate of CPG, also provided a non-interest-bearing loan to ALCO for ₱1.60 billion for the development of ACPT. Both CPG and

AOCH1 are well represented in ALCO's management team that deliberates on day-to-day decisions and executes its plans.

Highly Professional and Entrepreneurial Management Team with Extensive Experience

ALCO draws its strength from its management team consisting of highly experienced industry veterans from various real estate developers with a wealth of cumulative management experience in the Philippines and abroad. From its management team specializing in sales, development, design and engineering, ALCO draws a deep understanding of its customers and adapts best practices of established real estate developers to execute its plans.

Owing to this, ALCO's Arya, ACPT, Cebu Exchange and Savya Financial Center were constructed comfortably within budget, and its on-going projects are likewise expected to be completed within budget. Market reception was very strong across all projects. Its flagship projects Arya and ACPT are 100% sold and 100% leased out, respectively. Its completed projects, Cebu Exchange and Savya Financial Center are 87% and 86% taken up respectively as of December 31, 2025. Likewise, the Company's projects under construction including Lucima, Eluria and Una Apartments were received well by the market because of the careful planning designed to provide products that are unique and are superior in quality.

ALCO also engages best-in-class partners such as construction companies, architectural and design firms, and quantity surveyors. As such, ALCO's projects are excellently executed and are at the forefront of modernity and technology.

ACPT was designed by the world-renowned New York based architectural firm, Skidmore, Owens & Merrill (SOM). The same group designed some of the world's most iconic buildings such as the Burj Khalifa, the tallest man-made structure ever built, and One World Trade Center in New York City. Similarly, ALCO works with a team of consultants who are the best in their respective fields for all of its on-going projects.

Carefully Assembled Development Portfolio

ALCO's projects are well-thought out and deliberate. Its approach to the development of its projects is inherently tied to the unique characteristics of the properties as well as the specific needs of its target market for each of the locations of its projects.

ALCO's project portfolio is uniquely positioned in both prime and upcoming locations around the Philippines, thereby allowing it to both realize values from buoyant prices in the central business districts of Bonifacio Global City (Arya and ACPT), Makati CBD (Eluria and Sondris), Arca South (Savya Financial Center) and Cebu (Cebu Exchange and Lucima), while allowing it to develop properties in emerging communities such as Biñan (Sevina Park Villas and Una Apartments), Tagaytay, and Calamba which is part of the high growth Calabarzon area. Laguna's urbanization is well underway, given significant infrastructure development in the area through the Cavite-Laguna Expressway and the presence of key urbanization drivers such as multiple technology parks, auto manufacturing plants and some of the largest IT BPO companies.

With the completion of its capital-raising programs from 2020 to 2024, the Company was able to take a long-term view towards property acquisition for larger properties which the Company can masterplan and develop in phases to ensure a steady pipeline of projects over a period of 10 to 15 years. In August 2025, ALCO, through SLC, acquired a 3,700 sqm property in Barangay Loyola Heights, Quezon City and is now developing Liv North. ALCO has also concluded the acquisition of 50% interest in a 5-hectare property located in the middle of one of the most prime city centers in southern Philippines. It is in the final stages of acquiring a 3.6-hectare property located at the gateway of one of the most prime CBDs in Metro Manila which will benefit from new transportation infrastructure from the government. These properties will allow the Company to offer its unique, specially designed products to a broader market segment.

Prudent Financial Management

ALCO is taking the conservative path to growth through prudent financial management. ALCO's funding strategy for each of its projects uses a balanced approach which seeks to efficiently use financial leverage to optimize returns to its shareholders while ensuring that debt-to-equity ratios remain at conservative levels, i.e., well below industry averages and at ratios acceptable for bank financing. ALCO employs a very disciplined approach to ensure that each project is legally and financially ring-fenced from the other projects so that each project stands on its own merit. As a result, ALCO maintains a very strong financial position.

The Company exercises prudence in determining the capitalization structure for each of its projects. The average initial interest-bearing debt to equity for projects is between 1.5x to 1.86x and goes down as the projects start recognizing profit from the sale of units. Despite this range of interest-bearing debt to equity mix at the project level, the Company strives to keep this to within its internal guidance cap of 1.50x at the consolidated level. As a result of this very deliberate and relatively conservative approach to the management of our debt and overall risk profile, the Company's debt to equity ratio under the loan covenants as of December 31, 2025 was reported as 1.50x at the consolidated level.

The Company diligently monitors market conditions to enable it to raise funding from capital markets to fund its growth. Notably, the Company's first tranche offering of the ASEAN Green Bonds in 2020 was awarded Best Local Currency Green Bond under the category Deal of the Year – Real Estate in The Asset Triple A Sustainable Capital Markets Regional Awards 2020, while the second tranche issued in 2022 was awarded Green Project Deal of the Year under the category Best Deals – ASEAN in The Asset Triple A Sustainable Infrastructure Awards 2023. In 2025, the Company's follow-on offering of 4,964,860 Series F Preferred Shares was awarded the Best Sustainable Preferred Shares at The Asset Triple A Sustainable Finance Awards, successfully raising ₱2.5 billion. In 2026, Arthaland received the award for Best Sustainability Linked Loan in the real estate category at The Asset Triple A Sustainable Finance Awards for its ₱2.5 billion pesos sustainability-linked loans. For over 20 years, The Asset Triple A Awards have been regarded as one of the most prestigious awards in banking, finance and capital markets in the Asian region. The recognition marks the issuance as the Philippines' first non-bank corporate issuance of ASEAN Green Bonds and highlighted the Company's trailblazing efforts in capital raising.

To further manage risk from its growth strategy, ALCO actively seeks out joint venture partners who, apart from contributing capital to the projects, are able to contribute strategic advantages to the projects. ALCO was able to successfully complete strategic partnerships with Mitsubishi Estate Co., Ltd. for the North Tower of Savya Financial Center, Arch SPV for Cebu Exchange, Arch SPV 2 for Lucima and Eluria, and Help Holdings, Inc., for the South Tower of Savya Financial Center, and most recently, SEAIMMO for Sondris. These partnerships are also discussed under "Establishing Strategic Partnerships" under "ALCO's Business Strategy" below. ALCO continues to be in active discussions with other potential strategic partners for its upcoming projects to allow it to mitigate risk and to benefit from contributions from its strategic partners during period of high growth.

Strong Fundamentals Resulting in Resilient Pandemic Response

The COVID-19 pandemic highlighted the importance of ALCO's strong fundamentals which allowed the Company to effectively respond to the challenges of the COVID-19 pandemic. By maintaining sufficient flexibility in its timelines and by closely coordinating with its top tier general contractors, the Company was able to deliver Phase 1 and initiate the handover of Phase 2 of Cebu Exchange and the North Tower of Savya Financial Center based on pre-pandemic schedules. The Company's leadership in sustainability and wellness resulted in strong continued interest in its projects as the pandemic brought these features to the forefront when buyers selected their workplaces and homes. The premium nature of the Company's development portfolio attracts high quality of buyers as well as established multinationals as tenants. Given these, the Company saw manageable default, cancellation and pre-termination rates across its projects during and after the COVID-19 pandemic. The Company continues to have the strong support from its banking partners, allowing it to maintain high levels of construction activities and to accommodate longer timeline to close sales for all our projects.

As a result of the above, the Company was able to take a long-term view towards property acquisition and new launches. Prior to the full lifting of restrictions resulting from the COVID-19 pandemic, ALCO successfully launched Lucima in July 2021, Una Apartments in Sevina Park in September 2022, and Eluria in November 2022. Because of its decision to proceed with the launch of these residential projects, ALCO was able to broaden its sources of revenue generating projects. To note, Lucima, Eluria and Una Apartments started contributing to consolidated revenues in 2022 and 2023 and Q1 2024, respectively. By continuing to work on these projects during the pandemic, the Company was able to secure a steady pipeline that will contribute to its revenues going forward.

ALCO'S BUSINESS STRATEGY

Growth and Diversification Strategy

With the success of its flagship residential and office projects, Arya and ACPT, ALCO was able to firmly establish its track record and to buttress its position as the foremost sustainable developer in the Philippines. ALCO proceeded to focus on further building its brand by growing its real estate portfolio.

In 2024, ALCO substantially completed its growth objective of strengthening its portfolio and increasing the Company's GFA to approximately 456,000 sqm from the completed and current projects in its portfolio. Compared against the combined GFA of Arya and ACPT of approximately 110,000 sqm, this represents a growth multiple of 4.1x its portfolio in 2019 or an estimated compounded annual growth rate of 33%.

Projects included in the Company's high growth stage are Cebu Exchange and Savya Financial Center, which have been completed, and Sevina Park, Lucima and Eluria which are under construction and close to selling out.

The growth of the Company's development portfolio was pursued with the objective of arriving at a balanced mix of projects that will take advantage of opportunities brought about by the strong demand for commercial and residential space in established CBDs as well as opportunities in emerging high growth areas outside of Metro Manila.

Given these, ALCO uses a deliberate strategy of achieving an optimal mix of residential and commercial development in its portfolio. Of the expected 456,000 sqm portfolio, ALCO expects approximately 50% (about 228,000 sqm) to be in the commercial segment and the balance 50% in the broader mid-scale to ultra-luxury residential segment.

Within each of the commercial and residential sub-sectors, ALCO diversified its developments geographically increasing its presence in selected high growth urban areas. Of the approximately 228,000 sqm of planned developed GFA for the office segment, ALCO has deliberately allocated 59% to be outside Metro Manila through Cebu Exchange and the commercial component of Sevina Park. Of the rest of developments within Metro Manila, ALCO has allocated its planned office projects among the key business districts in Fort Bonifacio and Arca South.

Similarly, in the residential segment, about 60% of developed gross floor area are located outside Metro Manila through Sevina Park and Lucima while 40% of its residential portfolio is within BGC and the Makati CBD area through Arya and Eluria.

About 79% of its current product offerings cater to the upscale and luxury market segments, reflecting ALCO's core strength. However, ALCO has also established its presence in the broader mid-market segment through the launch of Una Apartments which offers sustainable and high-quality products at more affordable contract prices. This allows the Company to broaden the sources of demand for its portfolio.

Focused Mid-Term Land Acquisition Strategy

While the Company carefully executes the successful execution of its on-going projects, it is also preparing to ensure a steady pipeline of projects beyond 2025. To do this, the Company has put in place a focused land mid-term land acquisition strategy that will allow it to acquire larger properties in high growth urban areas which it can masterplan and develop in phases with the objective of maintaining a pipeline of projects beyond 2030. The land acquisition strategy also contains features that provide flexibility to the Company to allow it to manage the funding requirements for the acquisition over a comfortable period.

Over the past years, the Company engaged in negotiations with several landowners for this purpose. It has specifically identified three properties that meet its objectives. The Company is in the final stage of acquisition of a 3.6-hectare property located at the gateway to one of the most prime CBDs in Metro Manila and has concluded the acquisition of 50% interest in a 5-hectare property in the middle of the most prime

CBDs in southern Philippines. The development of these properties will allow the Company to have a steady progression of revenues over the long-term.

In addition to properties that will support multi-phase, master-planned community projects, the Company's mid-term plans include the development of Sondris (previously Makati CBD Residential 1) and Liv in northern Metro Manila, to develop single and dual-tower residential projects that will further add to revenues over the medium-term. Sondris and the first tower of Liv were successfully launched in 2025.With the acquisition of these properties, the Company is expected to achieve approximately 996,000 sqm of total GFA in its portfolio and it will have the flexibility to manage the timing of the launches of various components within each project to support revenue growth while keeping development risks at a manageable level.

Providing a Superior Value Proposition by Maintaining High Quality of Projects

ALCO is acutely particular about maintaining the high quality for which its flagship projects are known. As a central focus of its strategy, ALCO will continue to position itself as a premium developer of sustainable projects and is committed to achieving green building certification for all its future projects. All of ALCO's projects will adhere to the key principles as listed below:

Thoughtful Planning and Space Management

Every aspect of an ALCO development is well-planned and well thought-out. Where applicable, ALCO creates multi-use spaces, i.e., flexible features that may be adapted to possible changes in the future.

For example, Lucima is carefully planned with health, safety and security in mind and is the ideal address heading into the future as residents will benefit from lower electric and water bills and improved indoor air quality. Each unit will have an Energy Recovery Ventilator (ERV) that will improve indoor air quality by bringing in fresh, filtered air while controlling the humidity for thermal comfort. The ERV is equipped with highly efficient air filters, the same grade used for laboratories, to prevent harmful microbes and pathogens from entering the space. Lucima also features airtight units to prevent sound and odor transmission between spaces, promoting better acoustic and indoor air quality.

Eluria, on the other hand, is designed with a unique floor plan that will include a maximum of only two units per floor with the elevator opening directly to the units thereby allowing for higher efficiencies in the usage of the building's gross floor area. The floor plan, tall ceilings, generous balconies and premium finishes in this development highlight exclusivity and urbanity. Mindfully planned and carefully composed, Eluria will feature both passive and active building design to lessen energy consumption resulting in at least 40% savings in electricity bills and reduce water consumption to achieve at least 20% savings in water bills.

Unique Features

The Company ensures that it exceeds buyers' expectations with well thought-out extra features that anticipate what matters most to its buyers. By doing so, ALCO's projects stand out from its competitors.

For example, Eluria was conceptualized with a vision towards personalized white glove services and concierge solutions. Eluria will have internationally trained hospitality staff assigned to each unit that will provide unparalleled round-the-clock services to households. They will be trained with world-class professional skills, qualities, and knowledge to ensure the satisfaction, comfort, and convenience of the building's residents.

Another example is Una Apartments which are sold as completely furnished units. For this, ALCO also has collaborated with Ikea which will provide Ikea products for the bedroom, kitchen, living, dining, toilet and bath and utility areas. The Company looks forward to continued partnership with Ikea for its future projects.

Sevina Park will also be the first community to partner with The Medical City (TMC) so that the estate will have its own health and wellness clinic with a dedicated doctor and nurse available for free consultation.

This unique tie-up will provide trusted care from the expertise of TMC's medical practitioners for its residents right within their neighborhood.

Quality Assurance

ALCO ensures that its customers get the best value for what they pay. It is a preference for the exceptional that allows the Company to gain and keep customers. The Company's every decision, from site selection to handover to its buyers, centers around quality and value. Instead of outsourcing property management for its projects, ALCO manages all its properties through its wholly-owned property management company to ensure that these developments consistently adhere to high standards.

With the completion of Cebu Exchange and the North and South Tower of Savya Financial Center, the Company intensified its focus on its property management services and re-branded its property management company to APPS. It aims to personify the ALCO brand of excellence by delivering superior property management services through its team of experts from different fields and with a core mission of enhancing measures that can promote sustainability developments and communities.

Operating Efficiency

Mindfully planned and carefully composed, the Company's projects seamlessly employ both passive and active strategies that will effectively lessen energy consumption resulting in at least 40% savings in electricity bills and reduce water consumption to achieve at least 20% savings in water bills. By using these strategies, the Company will be able to deliver on its commitment to decarbonize 100% of its portfolio by 2030. For instance, the 4-bedroom units in Sevina Park Villas feature solar panels in addition to passive energy savings features such as using glass panels to ensure an efficient building envelope.

ALCO also focuses on water conservation in its overall operating efficiency strategy. The Company makes sure to build-in features in its developments to enable the residents and tenants to reduce water wastage and thereby save on utility costs.

Enabling Technology

The Company uses the latest applicable technology and anticipates future developments to provide its customers maximum flexibility. The Company keeps itself updated with features that the market and the industry may require. It incorporates technologies that are most valuable to the customers while maintaining the flexibility by making provisions to allow it to adapt to future upgrades.

Healthy Living and Working Experience

ALCO seeks a balanced, more meaningful, and healthier lifestyle for the customers. The Company incorporates sustainable designs that foster better health and improved comfort such as natural daylight, shading from direct sunlight, fresh air intake, generous green areas and landscapes. These not only help promote more comfortable environments but also decrease human dependence on energy to bring down operating costs. They also provide practical luxuries—features and amenities for recreation to deliver a well-rounded and a more complete development.

In 2020, the Company partnered with the IBWI which crafted the WELL Building Standard to set a global benchmark and to certify buildings that promote and enhance the health and well-being of occupants. ACPT and Cebu Exchange have been awarded with the WELL Health-Safety Rating seal that proves the buildings' safe operations particularly during the COVID-19 pandemic. Savya has achieved WELL pre-certification while other projects under construction including Sevina Park, Lucima and Eluria are WELL-Registered and on-track to obtain the WELL Health-Safety Rating seal. The Company intends for all future projects to obtain the WELL Health-Safety Rating Seal as well.

Matching of Fixed Costs with Recurring Income

To mitigate risk, ALCO maintains a leasing portfolio which is targeted to substantially covers its fixed overhead costs when fully leased out. ALCO's leasing portfolio as of 31 December 2025 is currently composed of its retail units in Arya, the office units in ACPT, Courtyard Hall, and 16,003 sqm of office and retail units in Cebu Exchange.

As part of its mid-term goal of growing its recurring revenues from leasing operations to 30% of its net income, ALCO will allot funds to further retain retail or office units in its projects. This is expected to provide additional lease revenues to its current portfolio of properties for lease.

Establishing Strategic Partnerships

As a key component to manage risks associated with its growth strategy, ALCO actively seeks out strategic partners for its projects. Apart from providing ALCO access to capital for its projects, the strategic partnerships provide access to additional capital and the development expertise of its partners. While the Company benefits from these, it continues to have control over the projects by maintaining majority representation in the BOD for each project company and by executing project management agreements between ALCO and each project company. As such, ALCO is the project development manager which provides services across all areas of the development including planning, design, construction, procurement, capital structuring, financing, customer accounts management, treasury and controllership.

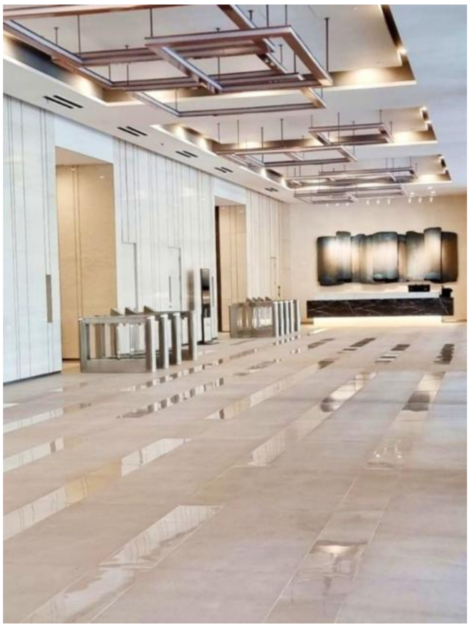
In August 2019, ALCO signed an agreement with Mitsubishi Estates Co. Ltd. ("MEC"), one of the largest real estate developers in Japan, for MEC's first venture in the Philippines. The agreement gives MEC a 40% stake in the North Tower of Savya as the initial project in what ALCO and MEC intend to be a continuing partnership over the long term.

ALCO also established strategic partnerships with Arch SPV 1 for Cebu Exchange, Help Holdings Inc., a strong local partner for the South Tower of Savya, Arch SPV 2 for Eluria and Lucima, and SEAIMMO for Sondris. Following the terms of the shareholder agreement between ALCO and Arch SPV for Cebu Exchange, ALCO acquired the 40% share of Arch SPV in CLLC's common and preferred shares upon the substantial completion of Cebu Exchange in December 2021. This transaction allowed Arch SPV 1 to realize returns from its investment in Cebu Exchange while allowing the Company to consolidate full ownership over the project company given its further plans to strengthen its recurring income from leasing revenues by retaining units in Cebu Exchange.

In addition to the strategic partners which provide capitalization for the projects, the Company also builds partnerships with institutions to provide its buyers access to financing. For example, the Company's partnership with the Balai Berde financing program of NHMFC allows its buyers to finance up to ₱6.0 million of the purchase price of their residential units with up to 30-year loans at a fixed preferential rate for as low as 3.0% pa on the condition that the projects in which these units are located have attained EDGE certification. Given that the Company's current residential projects are all registered and on-track to achieve EDGE certification, the partnership with NHMFC will potentially benefit all of the Company's buyers for its residential projects.

PROJECTS RELATIVE TO THE CLS PROGRAM

Cebu Exchange



Cebu Exchange is built on an 8,440 sqm property located along Salinas Drive across the Cebu IT Park in Cebu City. It is a 38-storey office building with retail establishments at the ground level and lower floors. It is one of the largest and tallest office developments in Cebu with total NSA of almost 90,000 sqm. Cebu Exchange has achieved LEED Gold certification, BERDE Design 5-Star and was awarded the WELL Health Safety Rating Seal. It officially transitioned into 100% renewable energy in 2024 and it achieved EDGE Zero Carbon certification in 2025 under the IFC's EDGE program, making it the world's largest building to have achieved the certification and setting a global benchmark for sustainable office developments.

ALCO's design for Cebu Exchange gives it the flexibility to serve the varying needs of locators in Cebu: (i)the Cebu Exchange has a lower office zone of three levels with floorplates of around 5,900 sqm each and which is targeted to cater to larger BPOs that may benefit from consolidating their operations; (ii) it has a middle zone of nineteen levels with floorplates of approximately 3,400 sqm each, catering to conventional offices and BPOs; and (iii) a high zone of eight levels with floorplates of approximately 2,200 sqm each to cater to start-up businesses.

The development of the Cebu Exchange was initially undertaken by the Company in partnership with Arch SPV. In January 2016, Arch SPV subscribed to 40% of the outstanding shares of CLLC, ALCO's investment vehicle for the Cebu Exchange Project. Arch SPV is the investment vehicle of Arch Capital Cebu Exchange is built on an 8,440 sqm property located along Salinas Drive across the Cebu IT Park in Cebu City. It is a 38-storey office building with retail establishments at the ground level and lower floors. It is one of the largest and tallest office developments in Cebu with total NSA of almost 90,000 sqm. Cebu Exchange has achieved LEED Gold certification, BERDE Design 5-Star and was awarded the WELL Health Safety Rating Seal. Cebex has officially transitioned into 100% renewable energy in 2024 and it achieved EDGE Zero Carbon certification in 2025 under the IFC's EDGE program, making it the world's largest building to have achieved the certification and setting a global benchmark for sustainable office developments.

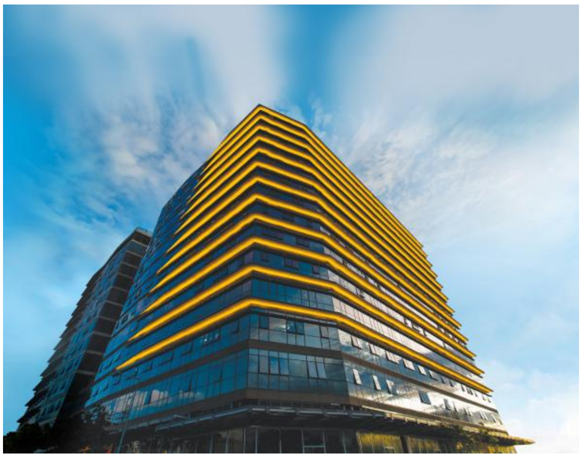
Phase 1 of Cebu Exchange, covering areas from the basement to the 15th level and Phase 2, covering areas from the 16th level to the roof deck, successfully initiated handover to buyers in September 2020 and April 2022 respectively in accordance with their pre-pandemic delivery dates. On January 4, 2023, the Company obtained the certificate of completion issued by DHSUD for Cebu Exchange.

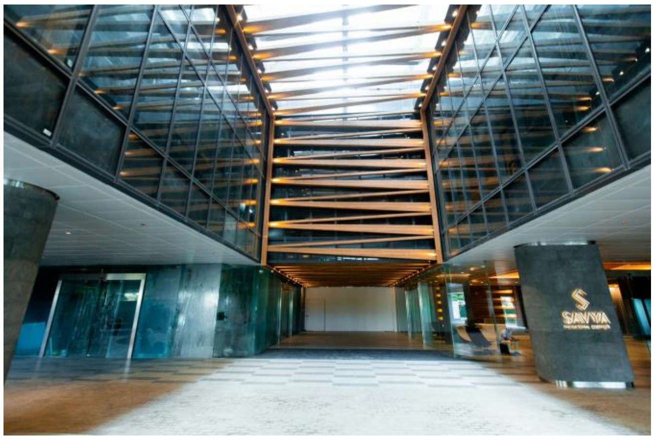
Out of the approximately 90,000 sqm of NSA in Cebu Exchange, CLLC has reclassified 20,964 sqm from real estate for sale to investment property. In 2022, CLLC reclassified 8,059 sqm of office units, 2,628 sqm of retail units and 36 non-appurtenant parking slots from real estate for sale to investment properties following its intention to retain these units to generate recurring income from their lease to locators in Cebu Exchange. In 2023, CLLC identified an additional 5,316 sqm of office units from its inventory of real estate for sale to investment properties. In Q1 2026, CLLC further reclassified an additional 4,961 sqm of office units and 43 parking slots from its inventory of real estate for sale to investment properties. The reclassifications support the Group's long-term objective of increasing revenues from recurring lease income. CLLC reflected pre-tax fair value gains of approximately Php227 million in 2024, Php621 million in 2025 and Php742 million in Q1 2026 because of the revaluation of these office, retail and parking slots from their carrying cost to their respective fair values in accordance with financial reporting standards.

As of June 30, 2026, Php9.86 billion in reservation sales contracts have been executed for office and retail units in Cebu Exchange. These reservation contracts, together with the office and retail units that have been reclassified to investment properties, cover approximately 95% of the total NSA of Cebu Exchange. Meanwhile, 88% of CLLC's investment property is covered by lease contracts as of June 30, 2026.

The price range of units for sale in Cebu Exchange range from PhP247,000.00 per square meter to PhP260,000.00 per square meter.

Savya Financial Center





Savya Financial Center is a grade-A twin tower mid-rise office development with an integrated retail component. It is the new capital address for business and commerce in Arca South, Taguig City. The project is constructed on approximately 6,000 sqm of land with total GFA of approximately 60,000 sqm. Both the North and South towers of Savya Financial Center are designed and built with leading edge sustainable building features. Savya Financial Center has achieved LEED Pre-certified Gold, WELL Health-Safety Rated, and EDGE Advanced preliminary certification. It earned 5-star certification from BERDE, the highest distinction for green buildings in the country. It is on-track to achieve EDGE Zero Carbon certification.

In 2024, it was awarded as the first office building in the country to achieve WiredScore Gold certification. WiredScore is the leading building technology company assessing digital connectivity and smart technology within offices worldwide. Savya Financial Center's's WiredScore gold certification is awarded to buildings with reliable and diverse internet connectivity, while also providing adequate infrastructure for future upgrades. Savya Financial Center officially shifted into 100% renewable energy in 2024.
The North Tower of the Savya Financial Center was launched in February 2019 and handover to buyers was initiated in January 2022, consistent with pre-pandemic delivery dates. The South Tower was

inaugurated in October 2022. SLDC obtained the certificates of completion on December 13, 2023 for both the North Tower and the South Tower of Savya Financial Center.

The building provides various common areas, facilities, and amenities for the use and benefit of its occupants, including the ground floor main lobby and breezeway, drop-off areas, elevator and service elevator lobbies, common male, female, and PWD toilets, hallways and other circulation areas, refuse holding areas, mechanical, electrical, and ELV rooms, janitor's closets, and other building support and back-of-house facilities.

Each tower is served by seven (7) passenger elevators and one (1) service elevator. Other common facilities and amenities include the 5th Floor Bridgeway Deck and Garden, roof deck potager garden, bicycle racks, LEFEV parking slots, cafeteria, atrium areas, escalator lobby, and four (4) levels of basement parking served by two (2) carpark elevators. The building's common areas and facilities are supported by safety, security, and life-safety systems, including access control, closed-circuit television (CCTV), smoke detectors, sprinklers, fire hose cabinets, emergency lighting, fire exit signs, speakers, manual pull stations, and smoke extraction systems. The common toilets are equipped with low-flow and touchless fixtures to promote water efficiency and minimize surface contact.

Savya Financial Center also incorporates sustainability and wellness features, including energy-efficient lighting, operable windows, double-glazed glass, water- and energy-saving systems, MERV 13 air filtration, green open spaces, a potager garden, gender-inclusive and PWD facilities, emergency notification systems, touchless building features, and a smoke-free building policy.

As of June 30, 2026, reservation contracts with a total value of approximately Php5.76 billion and covering approximately 88% of the NSA of the North Tower units have been executed.

The price range of units for sale in Savya Financial Center range from PhP310,000.00 per square meter to PhP 340,000.00 per square meter.

CLS PROGRAM PROCESS

Units enrolled under the CLS Program are designated as belonging to the "Lease Pool Floors" under the following process which involves the execution of the Relevant Contracts:

1. the Contract to Sell, which is between the Project Developer and a buyer of a unit that is part of the CLS Program (the "**Unit Buyer**"), provides for the sale and purchase of the unit as well as the agreement by the Unit Buyer that the unit is part of the CLS Program;

2. the Consolidated Leasing Agreement, which is between Arthaland and a Unit Buyer, that formalizes ALCO's appointment as the exclusive leasing representative of such Unit Buyer; and

3. the Contract of Lease, which is between a Unit Buyer (as the lessor and represented by the Company) and third party lessee, that sets out the standard lease terms in respect of the lease of identified units in a project.

Upon execution of a <u>Contract to Sell</u> over a commercial unit that belongs to a Lease Pool Floor, a Unit Buyer is considered to have automatically enrolled such commercial unit into the CLS Program. Legal title and ownership remain with the Project Developer until the Unit Buyer has fully paid the purchase price for the commercial unit and complied with all contractual obligations. The execution of a Deed of Absolute Sale, and in turn, the conveyance of the Developer's title and interest in the unit, shall only occur once (a) the Unit Buyer has fully paid the purchase price and any applicable penalties, interest, and advances; (b) the Unit Buyer has complied with all obligations under the contract; and (c) the relevant Register of Deeds has issued the title to the Seller. The Unit Buyer's failure to meet any of these conditions entitles the Project Developer to withhold title and delivery of the commercial unit.

Together with the execution of a Contract to Sell, a Unit Buyer is also required to sign a Consolidated Leasing Agreement, by virtue of which ALCO acts as the exclusive leasing representative of the Unit Buyer, empowered to negotiate lease terms, execute leases on their behalf, collect rent and deposits, withhold applicable taxes, and charge service fees and commissions.

Once the Company has found a third party lessee for the Lease Pool Floor, a Contract of Lease is executed between the Company on behalf of the Unit Buyers owning the relevant commercial units belonging to such Lease Pool floor, and such lessee. The Contract of Lease sets out the standard lease terms between the Unit Buyers (as the lessors) and the third party lessee, with the Company acting as the leasing representative of each Unit Buyer/lessor, responsible for billing, collection, and administration.

Under the Relevant Contracts, investors are not assured of fixed or guaranteed returns. Distributions depend on the actual performance of the leasing pool and may vary depending on occupancy, prevailing market conditions and other operational factors. Should existing lessees decide to pre-terminate or not renew their lease contracts or should existing lessees default on their payment obligations under the lease contract, unit buyers enrolled under the CLS Program will not receive any rental proceeds. Depending on market conditions, it may take time for the units be leased anew.

In the same vein, payments under the Relevant Contracts are not fixed obligations of ALCO but are contingent on available distributable amounts from the leasing pool. Investors may receive lower than expected returns or no returns at all for certain periods.

The ability of the leasing pool to generate sufficient revenue depends on the demand for the units in said leasing pool, and ALCO's ability to secure tenants for them. Market downturns, changes in consumer preferences, and adverse economic conditions could negatively affect occupancy levels and rental rates, and consequently, the returns available for distribution.

EFFECT OF EXISTING GOVERNMENT REGULATIONS ON THE BUSINESS

In 2024, the Securities and Exchange Commission released Memorandum Circular No. 12, Series of 2024 (SEC Rent Securities Circular) introducing a regulatory framework for real estate investment schemes involving rental pool or similar profit-sharing arrangements. The circular requires that rental pool agreements must be registered with the SEC. Prior to the issuance of the SEC Rent Securities Circular, the Company had in place the CLS Program with the objective of improving the accessibility and leasing viability of smaller office units in Cebu Exchange and Savya Financial Center. With the issuance of the SEC Rent Securities Circular, the SEC mandated the Company to register the program in compliance with the SEC Rent Securities Circular. The registration application of the Company under the SEC Rent Securities Circular is currently undergoing evaluation by the SEC at this time and this Prospectus is being submitted for such purpose.

If the SEC ultimately denies the Company's application, the Company and the responsible officers may be subject to: (i) a fine ranging from Php50,000.00 to Php5,000,000.00; and (ii) imprisonment of not less than seven (7) years nor more than twenty-one (21) years, or both, at the discretion of the court.[12] The SEC also has the power to: (i) impose administrative fines ranging from Php10,000.00 to Php1,000,000.00, plus not more than Php2,000.00 for each day of delay of continuing violation; and (ii) issue a cease-and-desist order.[13]

COST AND EFFECT OF COMPLIANCE WITH ENVIRONMENTAL LAWS

Expenses relating to Savya Financial Center's LEED, BERDE, EDGE, and WELL certifications from inception to June 30, 2026 amounted to ₱18.8 million. For Cebu Exchange, the corresponding amount was ₱23.2 million. These expenses include certification fees paid to local and international certifying bodies, as well as consultancy fees for services such as sustainability consulting and building commissioning.

MARKET FORCES SIGNIFICANT IMPACT ON THE RENTAL PROPERTY, SUCH AS CHANGES IN CLIMATE CHANGE, CHANGES IN CONSUMER TASTE THAT ALTERS WHAT PRODUCTS ARE GROWN OR RAISED, GLOBAL COMPETITION

The Company's projects are subject to potential material disruptions in supply chain for key components in its projects as a result of the Middle East conflict.

[12] SRC, Section 73.
[13] RCC, Section 158.

The Company's projects are exposed to possible tightening of supply for critical components which are global commodities or which are globally traded. While projects that have been completed or which are near structural top-off are more insulated from this risk, new projects, including Liv and Sondris, for which general construction contracts will be awarded within the next twelve months, are exposed to possible increase in construction costs. Particularly, the cost of cement and steel rebars, for which spot prices have increased immediately after the Middle East conflict started in the first quarter of 2026, may drive up construction costs.

To mitigate this, the Company completed stress testing analysis on costs that may be brought about by foreign exchange fluctuations on supply chain disruptions to explore the effect of these on profitability and cash flows based on similar experience for previous projects during the Russia-Ukraine conflict. Based on the results, adequate additional contingencies are included in the plans to take into account the pattern of awarding contracts over the four to five-year construction period of projects. The Company further enhanced its procurement strategies to allow flexibility in potentially directly purchasing some components in tranches rather than awarding or purchasing all upfront if studies indicate that supply constraints will stabilize over time.

Possibility of a rapid increase of interest rates and fluctuation in foreign exchange rates

The Company currently operates in an increasing interest rate environment. The *Bangko Sentral ng Pilipinas* recently increased policy rates by 25 basis points to 4.5%, the highest in recent years. This follows high reported inflation in the first quarter of 2026 during which the government declared a national energy emergency resulting from the Middle East crisis. The markets likewise saw the depreciation of the Philippine Peso to more than Php61.00: USD1.00 following uncertainties in global markets.

There is no guarantee that interest rates, in general, will not increase further. Interest rates may continue to increase and foreign exchange rates may continue to fluctuate because of developments both in the global and the domestic stage. A significant number of ALCO's customers rely on bank financing. An increase in interest rates may adversely affect the take up of ALCO's future projects resulting from the lack of affordable financing. While ALCO's construction contracts are peso denominated and any dollar denominated elements of construction cost are priced in pesos by its contractors and sub-contractors upfront, ALCO noted that in recent years, contractors generally included a larger allowance for movements in component parts due to foreign exchange fluctuations and potential disruptions in the supply chain, among other factors.

To mitigate the effect of higher bank financing costs on demand for its products, the Company took steps to establish itself in the market segment which has shown greater holding power, and which has generally demonstrated flexibility in accessing alternative funding sources for their real estate purchases. The Company's internal processes include a system for vetting the identities and credit standing of its potential buyers. As a result, ALCO's customers are less likely to default on their financial commitments notwithstanding an increase in interest rates.

The Company saw minimal default, cancellation rates and pre-termination rates across all its projects. As of April 30, 2026, the scheduled collections amounted to Php19.30 billion and the actual collections amounted to Php18.70 billion, resulting in a default rate of 3.2%, which, although slightly higher than the default rate of 2.3% as of December 31, 2024, remains very manageable for the Company.

As part of internal policy, the Company generally considers an account to be in default upon the client's failure to pay the scheduled amortization on its due date and the lapse of the prescribed collection and remediation 60-day period without the resolution of the initial default by way of collection or an approved restructuring agreement as the case may be.

The Company computes its default rate by dividing the uncollected scheduled amortization of accounts classified in default by the total scheduled collections for the applicable reporting period.

To support the financing requirements of its buyers in the broader mid-market segment, ALCO executed an agreement with the National Home Mortgage Finance Corporation ("**NHMFC**") to allow ALCO's buyers to avail of the NHMFC's Balai Berde financing program under which buyers may finance up to Php6.00 million of the purchase price of their residential units with up to 30-year loans at fixed preferential rates that are as low as 3.0% per annum on the condition that the project for which the units are purchased has attained certification under the IFC's EDGE program. Given that our residential projects are all registered and on-track to achieve EDGE certification, the partnership with the NHMFC will potentially benefit qualified buyers of our residential projects and will mitigate risks associated with higher financing costs from standard housing loans from banks.

The Company's past decision to opt for fixed interest rates for its medium-term facilities helps mitigate the effect of rising interest rates. The financing costs on these facilities have been considered in developing the pricing strategy for existing projects. To mitigate the risk of increasing interest rates for new loans, the Company explores alternative structures that can give it flexibility to re-price in the near-term.

To mitigate risks due to foreign exchange fluctuations, the Company conducts periodic thorough reviews of prevailing costs of imported components and adjusts its procurement strategies to generate cost savings. The Company also decided to include additional contingencies for foreign exchange fluctuations especially for new projects. With the additional uncertainties brought about by the Middle East crisis, the Company conducts stress-testing analysis to simulate the effects of potential increases in costs of imported components due to foreign exchange fluctuations and interest rates on group-wide profitability and cashflows. By doing so, the Company can anticipate steps it needs to take to mitigate the effects on liquidity on the Company.

RELATIVE CONTRIBUTION TO REVENUES PER PRODUCT

The following shows the relative contribution of each Cebu Exchange and Savya Financial Center as described above to the total revenues of ALCO as of June 30, 2026 and for the full year ended 2025, 2024 and 2023:

Amounts in ₱ million	June 2026	2025	2024	2023
Real Estate Sales:				
Savya Financial Center	97	151	185	2,393
Cebu Exchange	200	368	1,378	986
Total Real Estate Sales[14]	2,014	4,310	5,758	6,252
Lease Revenues[15]	333	705	415	366
Interest on real estate sales[16]	32	90	15	-
Project Management Fees [17]	19	38	35	21
Total Revenues[18]	2,398	5,144	6,224	6,639

The percentage contribution to revenues and net income of foreign sales in ALCO's projects is not significant for the period ended June 30, 2026 and as of full year December 31, 2023, 2024, and 2025.

ESTIMATED REVENUES PER PROJECT

The following table shows the estimated revenues per project for various periods. These estimates are forward-looking statements based on assumptions regarding ALCO's present and future business strategies and may be subject to significant risks and uncertainties.

Amounts in ₱ million	Period Covered	Estimated Revenues in ₱ million
Cebu Exchange	2018 to 2028	12,562.1
Savya Financial Center	2019 to 2027	5,930.3

[14] Including from other projects of ALCO.
[15] *Ibid.*
[16] *Id.*
[17] *Id.*
[18] *Id.*

VALUE OF INVENTORY AVAILABLE FOR SALE

The table below summarizes the status, the estimated value of inventory available for sale as of June 30, 2026, and the percentage ownership of ALCO in each of CLLC and SLDC which undertake its projects as abovementioned. These estimates are forward-looking statements based on assumptions regarding ALCO's present and future business strategies on pricing and may be subject to significant risks and uncertainties.

Project Company	Project	% Ownership of ALCO in Project Company	% Completion	Value of inventory remaining as of June 30, 2026
CLLC	Cebu Exchange	100%	100%	1,100
Kashtha and SLDC	Savya North Tower	60%	100%	976
	Savya South Tower	0%*	100%	NA
Total[19]				2,076

*98.5% of the shares of SLDC is currently registered under Kashtha pending the completion of the capital reorganization of SLDC which will result in Kashtha owning 50% of SLDC's common shares. The shareholders' agreement for SLDC states that the 50% ownership of Kashtha in SLDC represents 100% of the economic interest in the North Tower of Savya while the 50% common shares held by Help Holdings, Inc. represents 100% economic interest in the South Tower of Savya.

STATUS PER PROJECT

The following table summarizes the status of Cebu Exchange and Savya Financial Center as of June 30, 2026:

	Project Status	Availability of Funds Required for the Project
Cebu Exchange	Overall physical accomplishment: 100% Phase 1 (Basement to Level 15) • Handover to buyers started in September 2020 as scheduled Phase 2 (Basement to Level 16 to top floor) • Handover to buyers completed in September 2020 as scheduled	NA
Savya Financial Center	• North Tower ○ Initiated handover to buyers in January 2022 ○ Physical accomplishment: 100% • South Tower ○ Physical accomplishment: 100% ○ Initiated handover in December 2022	Debt and equity funding required to complete the project are in place

OCCUPANCY RATE FOR THE PAST TWO (2) YEARS

The following shows the annual average occupancy rates as of June 30, 2026 and for the full year ended 2025 and 2024:

[19] *Id.*

	As of 30 June 2026	2025	2024
Cebu Exchange	53.5%	49.2%	45.7%
Savya Financial Tower			
North Tower	15.10%	6.70%	5.12%
South Tower	25.71%	17.62%	17.12%

Permits and Licenses

Detailed below are all the major permits and licenses necessary for the Company to operate its business, the failure to possess any of which would have a material adverse effect on our business and operations.

CORPORATE PERMITS

Arthaland Corporation

Name of Permit	Issuing Agency	License/ Permit No.	Issue Date	Expiry Date
1. Certificate of Registration- BIR Forms 2303	Bureau of Internal Revenue (BIR)	OCN 126RC20240000000286 TIN 004-450-721-000	July 6, 1998	N/A
2. Business Permit	City of Taguig	LCN-20-004292	March 19, 2026	December 31, 2026
3. Barangay Business Clearance	Barangay Fort Bonifacio, City of Taguig	Serial No. 101700 s. 2025	March 30, 2026	December 31, 2026
4. Sanitary Permit to Operate	Office of the City Health Officer, Taguig City	A4260319-24103	March 25, 2026	December 31, 2026
5. Certificate of Employer's Registration	Pag-IBIG	Employer No. 204213480002	August 31, 2016	N/A
6. Certificate of Employer's Registration	Social Security System (SSS)	SSS Employer No. 03-9211531-5-000	August 23, 2016	N/A
7. Certificate of Employer's Registration	PhilHealth	PhilHealth Employer No. 001000014010	August 23, 2016	N/A
8. Certificate of Registration	Philippine Economic Zone Authority (PEZA)	Certificate of Registration No. 08-10-F (IT)	April 16, 2009	N/A

Cebu Lavana Land Corp.

Name of Permit	Issuing Agency	License/ Permit No.	Issue Date	Expiry Date
1. Certificate of Registration- BIR Forms 2303	Bureau of Internal Revenue (BIR)	OCN 044RC20210000006437 TIN 009-129-450-000000	October 2, 2015	N/A
2. Business Permit	City of Taguig	LCN-20-019642	March 17, 2026	December 31, 2026

Name of Permit	Issuing Agency	License/ Permit No.	Issue Date	Expiry Date
3. Barangay Business Clearance	Barangay Fort Bonifacio, City of Taguig	Serial No. 101019	March 30, 2026	December 31, 2026
4. Sanitary Permit to Operate	Office of the City Health Officer, Taguig City	A4260317-23979	March 25, 2026	December 31, 2026
5. Locational Clearance	City Planning and Development Office, Cebu	LC16-02-03-02	April 21, 2016	N/A
6. Certificate of Registration	Philippine Economic Zone Authority (PEZA)	Certificate of Registration No. EZ 22-17	June 22, 2022	N/A

Savya Land Development Corporation

Name of Permit	Issuing Agency	License/ Permit No.	Issue Date	Expiry Date
1. Certificate of Registration- BIR Forms 2303	Bureau of Internal Revenue (BIR)	OCN 044RC20230000005342 TIN 009-559-200-000	February 23, 2017	N/A
2. Business Permit	City of Taguig	LCN-20-023117	March 17, 2026	December 31, 2026
3. Barangay Business Clearance	Barangay Fort Bonifacio, City of Taguig	Serial No. 101018	March 30, 2026	December 31, 2026
4. Sanitary Permit to Operate	Office of the City Health Officer, Taguig City	A4260317-23878	March 25, 2026	December 31, 2026

PROJECT PERMITS

Cebu Exchange

No.	Permit of License	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
1.	Barangay Clearance	Barangay Lahug, City of Cebu	N/A	January 13, 2016	N/A
2.	Locational Clearance	City Planning and Development Office, City of Cebu	Locational Clearance No. LC16-02-03-02	April 21, 2016	N/A

No.	Permit of License	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
3.	Zoning Certification	City Planning and Development Office, City of Cebu	N/A	March 8, 2013	N/A
4.	Development Permit	Housing and Land Use Regulatory Board (HLURB)	CVR-016-0397	July 20, 2016	N/A
5.	HLURB Preliminary Approval and Locational Clearance	HLURB	CVR-016-0647	July 20, 2016	N/A
7.	Environmental Compliance Certificate	Department of Environment and Natural Resources - Environmental Management Bureau (DENR-EMB)	ECC-R07-06060009	June 29, 2016	N/A
8.	Environmental Compliance Certificate (Amendment)	DENR-EMB	ECC-R07-06160009	February 17, 2021	N/A
9.	Fire Safety Evaluation Clearance	Cebu City Fire Station, Cebu Provincial Office, Bureau of Fire Protection	FSEC No. R 07-1038256	November 07, 2024	N/A
10.	Permit/License to Sell	HLURB Central Visayas	License No. 032788	September 11, 2017	N/A
11.	Certificate of Registration	HLURB Central Visayas	No. 028434	September 11, 2017	N/A
12.	PEZA Board Resolution	PEZA	Resolution no. 16-726	December 19, 2016	N/A
13.	Building Permit	Office of the Building Official, Cebu City	Permit No. B01-2017-500-420	August 23, 2017	N/A

No.	Permit of License	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
14.	Certificate of Completion	Department of Human Settlements and Urban Development (DHSUD)	COC No. R7-023-0001	January 04, 2023	N/A
15.	Occupancy Permit	Office of the Building Official, Cebu City	No. OC-2022-0421	October 10, 2002	N/A

Savya Financial Center

No.	Permit of License	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
1.	Barangay Clearance	Barangay Western Bicutan, City of Taguig	N/A	June 20, 2018	N/A
2.	Locational Clearance	City Planning and Development Office, Taguig City	Decision No. 4-1515-18	October 24, 2018	N/A
3.	Certificate of Site Zoning Classification	HLURB	N/A	July 9, 2018	N/A
4	Building Permit	Office of the Building Official, City of Taguig	BP-0143	February 22, 2019	N/A
5.	Development Permit	HLURB	D.P. No. 18-10-070	October 23, 2018	N/A
6.	Environmental Compliance Certificate (ECC) North Tower	DENR EMB NCR	ECC-OL-NCR-2018-0190	August 24, 2018	N/A
7.	Environmental Compliance Certificate (ECC) South Tower	DENR EMB NCR	ECC-OL-NCR-2018-0213	September 11, 2018	N/A
8.	Fire Safety Inspection Certificate	Taguig City Fire Station	FSEC No. R 16-6857483	September 19, 2024	N/A
9.	Certificate of Registration	HLURB	CR No. 029476	February 11, 2019	N/A

No.	Permit of License	Issuing Agency	Permit & License No.	Issue Date	Expiration Date
10.	License to Sell (North Tower)	HLURB	License to Sell No. 139	February 11, 2019	N/A
11.	License to Sell (South Tower)	DHSUD	License to Sell No. 140	October 19, 2023	N/A
12.	Laguna Lake Development Clearance	Laguna Lake Development Authority (LLDA) – DENR	LLDA No. 01610	November 9, 2018	N/A
13.	Certificate of Completion (North Tower)	DHSUD	COC 0000033	December 13, 2023	N/A
14.	Certificate of Completion (South Tower)	DHSUD	COC 0000034	December 13, 2023	N/A
15.	Occupancy Permit (North Tower)	Office of the Building Official, Taguig City	No. 15-2021-0380	December 29, 2021	N/A
16.	Occupancy Permit (South Tower)	Office of the Building Official, Taguig City	No. 15-2022-0428	November 08, 2022	N/A

Competition

The Philippine property development industry is highly competitive and characterized by significant barriers to entry, including substantial capital requirements for land acquisition and development, access to financing, technical expertise, regulatory compliance, and the ability to attract and retain experienced management and personnel.

ALCO competes with various domestic property developers, including the office, and mixed-use property sectors. Competition is based primarily on location, product quality, pricing, design, sustainability features, brand recognition, customer service, and access to capital. The Company also competes for construction materials, contractors, brokers, sales agents, and other skilled personnel.

In the office segment, ALCO competes with developers such as Ayala Land, Inc. (ALI), The Net Group, Daiichi Properties, and other local developers, particularly in Cebu City.

Many of ALCO's competitors have broader geographic reach, larger development portfolios and landbanks, longer track record, and higher level of capitalization.

Despite its comparatively smaller scale, ALCO has established a differentiated market position through its focus on sustainability, wellness, innovation, design excellence, and disciplined project execution. Rather than competing primarily on size, the Company strategically focuses on selected market segments and locations where it believes it can create value through distinctive products, superior development quality, and long-term community-building initiatives. The Company has also focused on delivering best in class products to its highly targeted market instead of aiming for a target market share in any segment.

A key component of ALCO's strategy is its disciplined approach to project development and capital allocation. The Company generally adopts deliberate project launches that are aligned with market conditions, demand trends, and absorption capacity within its target segments. This measured approach allows ALCO to manage development risks, preserve pricing discipline, and optimize the deployment of capital while maintaining flexibility to respond to changing market conditions.

ALCO also focuses on niche and underserved market segments where sustainability, wellness, quality of design, and environmental responsibility are increasingly valued bytenants, and investors. The Company believes that this targeted approach enables it to compete effectively against larger developers while maintaining a differentiated value proposition.

The Company is a recognized pioneer in sustainable real estate development in the Philippines and is the first and only publicly listed Philippine property developer with a portfolio of residential and office projects that are 100% certified under internationally recognized sustainability standards, including LEED, BERDE, EDGE, and WELL certification programs. This track record reflects ALCO's long-standing commitment to responsible development and provides a distinctive competitive advantage in an increasingly sustainability-conscious market.

ALCO's sustainability leadership also supports its capital management strategy. By integrating recognized environmental and sustainability standards into its developments, the Company is able to pursue innovative financing solutions, including sustainability-linked loans, green financing facilities. These financing alternatives may provide access to diversified funding sources and potentially more favorable financing terms for qualified projects, enhancing the Company's financial flexibility and supporting future growth initiatives.

The Company believes that its established track record in sustainable development, strategic project locations, disciplined execution, differentiated product offerings, strong management expertise, and access to sustainable financing opportunities position it favorably within its target markets.

The table below provides a summary of comparison of ALCO with its listed competitors:

Amounts in Php Bn	Arthaland Corporation (ALCO)	Megaworld Corporation (MEG) Robinsons Land Corporation (RLC) Rockwell Land Corporation (ROCK) Shang Properties, Inc. (SHNG)	Ayala Land, Inc. (ALI)
Market capitalization	<5	10 to 100	>100
Level of Revenues	<10	10 to 100	>100
Asset Size	<50	80 to 500	>500
Landbank (in ha)	40	100 to 10,000	>10,000

Employees

The Issuer:

N/A	Has existing Labor Union in the company
N/A	Has existing Collective Bargaining Agreement
N/A	Has existing labor strike

As of June 30, 2026, neither CLLC nor SLDC engages any employees. The common areas of Cebu Exchange and Savya Financial Center are owned and managed by their respective condominium corporations, Cebu Exchange Condominium Corporation and Savya Financial Center Condominium Corporation, which likewise have no employees, as all service requirements relating to the management, maintenance, and operation of the buildings are outsourced to independent contractors. Accordingly, there is likewise no collective bargaining agreement in place for these projects.

As of June 30, 2026, ALCO had a total of 165 personnel, 73 of whom are in management and 93 are non-managers[20]. As of the same period, ALCO also engaged 362 sales agents. The above personnel are not covered by any collective bargaining agreement.

Additional employees will be hired for the succeeding year months but the same will be closely aligned with ALCO's actual and programmed growth.

The above information as well as a summary of benefits and incentives for each employee class is summarized below:

Classifications	Headcount as of June 30, 2026	Estimated additional employees over the next 4 months	List of Benefits and Incentives
STAFF	92	8	Uniform Allowance Communication Allowance HMO Group Life and Accident Insurance Retirement Program
MANAGER	54	4	Car Plan Gas Allowance Communication Allowance HMO Group Life and Accident Insurance Retirement Program
SENIOR MANAGEMENT	19	0	Car Plan Gas Allowance Communication Allowance HMO Group Life and Accident Insurance Retirement Program
TOTAL	165	12	

Properties

The Issuer, insofar as Cebu Exchange and Savya Financial Center:

Property	Own	Lease
Land/Building/Real Estate	N/A	N/A
Equipment and other long term assets	N/A	N/A
Intangible property such as patents, licenses, copyrights, trademarks, etc.	N/A	N/A

ALCO does not own lots over which Cebu Exchange and Savya Financial Center are located, nor the equipment and other long-term assets therein. All common areas and equipment, including the lot upon which the buildings are located, are owned by the respective condominium corporations of the projects pursuant to the Republic Act No. 4726 (otherwise known as The Condominium Act).

Cebu Exchange

Description and Condition of Property

Cebu Exchange is built on an 8,440 sqm property located along Salinas Drive across the Cebu IT Park in Cebu City. It is a 38-storey office building with retail establishments at the ground level and lower floors. It is one of the largest and tallest office developments in Cebu with total NSA of almost 90,000 sqm.

Cebu Exchange has achieved LEED Gold certification, BERDE Design 5-Star and was awarded the WELL Health Safety Rating Seal. It officially transitioned into 100% renewable energy in 2024 and it achieved EDGE Zero Carbon certification in 2025 under the IFC's EDGE program, making it the world's largest building to have achieved the certification and setting a global benchmark for sustainable office developments.

ALCO's design for Cebu Exchange gives it the flexibility to serve the varying needs of locators in Cebu: (i)the Cebu Exchange has a lower office zone of three levels with floorplates of around 5,900 sqm each and which is targeted to cater to larger BPOs that may benefit from consolidating their operations; (ii) it has a middle zone of nineteen levels with floorplates of approximately 3,400 sqm each, catering to conventional offices and BPOs; and (iii) a high zone of eight levels with floorplates of approximately 2,200 sqm each to cater to start-up businesses.

The property also features three (3) landscaped outdoor amenity areas distributed throughout the building. These include the 12th Floor Terrace Garden, the 33rd Floor Sky Park, and the Penthouse Deck. These landscaped areas provide open-air spaces within the development and serve as common amenity areas for building occupants, subject to applicable building rules and regulations.

The common areas of the property include building entrances and lobbies, hallways, elevators, stairs and other life-safety facilities, landscaped areas, and other facilities necessary to support the operation, accessibility, and use of the retail and office components of the development.

Mortgage, Lien or Encumbrance over the Property and Limitations on Ownership or Usage

Pursuant to The Condominium Act, all units in Cebu Exchange are subject to the Master Deed with Declaration of Restrictions of the building which is annotated in each of the condominium certificates of titles of the units and constitutes a lien thereon. Under the said Master Deed, the condominium units and common areas comprising Cebu Exchange are held and shall be held, transferred, conveyed, sold, hypothecated, encumbered, mortgaged, used, eased, occupied and improved subject to the covenants, conditions and restrictions of the Master Deed.

The Condominium Act provides that any transfer or conveyance of any unit or an apartment, office or store or other space, shall include the transfer or conveyance of the undivided interests in the common areas, or, in a proper case, the membership or shareholdings in the condominium corporation. Where the common areas in a condominium project are held by a corporation, no transfer or conveyance of a unit shall be valid if the concomitant transfer of the appurtenant membership or stockholding in the corporation will cause the alien interest in such corporation to exceed the limits imposed by existing laws, or in this case 40%. Accordingly, ownership by foreign nationals of the condominium units shall be subject to the applicable foreign equity ownership limitation.

There is no mortgage on the lots over which Cebu Exchange is located.

Of the units retained by CLLC as investment property and enrolled in the CLS Program, 15 units were mortgaged in favor of China Banking Corporation (Chinabank) in March 2025 in relation to the Php1.0 billion Sustainability-Linked Loan granted to CLLC under the Omnibus Loan and Security Agreement.

The loan was priced at 7.4683% p.a., which included a spread reflecting an incentive compared to regular term loans for Arthaland and is fixed for the duration of the loan for as long as Arthaland complies with the Sustainability Performance Targets agreed with Chinabank. The loan has a tenor of five (5) years from drawdown date and is secured by a third-party accommodation mortgage executed by CLLC over 10,126 sqm of office units in Cebu Exchange. Interest is payable quarterly and the principal amortization is as follows: 10% quarterly payments starting on the fourth year of the loan with 30% balloon payment at maturity date. The loan was fully drawn in May 2025.

Further, there are also nine (9) units retained by CLLC as investment properties and forming part of the CLS Program which were mortgaged in favor of Union Bank of the Philippines in relation to a term loan facility granted to CLLC in the amount of Php610 million. The proceeds of the loan were used to refinance short-term loans availed during the development of Cebu Exchange. The facility has a tenor of three (3) years and bears interest at a rate equivalent to BVAL plus 200 bps, subject to annual repricing. Principal repayment is set at Php40 million annually for the first two years (i.e., 2026 and 2027), with the remaining outstanding balance due at maturity in 2028. Interest is payable on a quarterly basis. As of April 2026, the term loan has been fully availed.

In sum, the following units forming part of the CLS Program and retained by CLLC as investment properties are currently mortgaged as follows:

China Banking Corporation	16A, 16C, 16E, 16F, 16G, 16L, 26A, 26B, 26E, 26F, 26L, 30A, 30B, 30C, 30E, 30L
Union Bank of the Philippines	15A, 15F, 15G, 17F, 17G, 27D, 27F, 27G, 27L

Properties it intends to acquire in the next 12-months, acquisition cost, mode of acquisition

CLLC does not intend to acquire additional property in the next 12 months. ALCO does not intend to acquire property in Cebu Exchange in the next 12 months.

Properties it leases, amount of lease payment, expiration dates and terms of renewal options

Neither ALCO nor CLLC are lessees of any units or space in Cebu Exchange.

Savya Financial Center

Description and Condition of Property

Savya Financial Center is a grade-A twin tower mid-rise office development with an integrated retail component. It is the new capital address for business and commerce in Arca South, Taguig City. The project is constructed on approximately 6,000 sqm of land with total GFA of approximately 60,000 sqm. Both the North and South towers of Savya Financial Center are designed and built with leading edge sustainable building features. Savya Financial Center has achieved LEED Pre-certified Gold, WELL Health-Safety Rated, and EDGE Advanced preliminary certification. It earned 5-star certification from BERDE, the highest distinction for green buildings in the country. It is on-track to achieve EDGE Zero Carbon certification.

In 2024, it was awarded as the first office building in the country to achieve WiredScore Gold certification. WiredScore is the leading building technology company assessing digital connectivity and smart technology within offices worldwide. Savya Financial Center's's WiredScore gold certification is awarded to buildings with reliable and diverse internet connectivity, while also providing adequate infrastructure for future upgrades. Savya Financial Center officially shifted into 100% renewable energy in 2024.

The North Tower of the Savya Financial Center was launched in February 2019 and handover to buyers was initiated in January 2022, consistent with pre-pandemic delivery dates. The South Tower was inaugurated in October 2022. SLDC obtained the certificates of completion on December 13, 2023 for both the North Tower and the South Tower of Savya Financial Center.

The building provides various common areas, facilities, and amenities for the use and benefit of its occupants, including the ground floor main lobby and breezeway, drop-off areas, elevator and service elevator lobbies, common male, female, and PWD toilets, hallways and other circulation areas, refuse holding areas, mechanical, electrical, and ELV rooms, janitor's closets, and other building support and back-of-house facilities.

Each tower is served by seven (7) passenger elevators and one (1) service elevator. Other common facilities and amenities include the 5th Floor Bridgeway Deck and Garden, roof deck potager garden, bicycle racks, LEFEV parking slots, cafeteria, atrium areas, escalator lobby, and four (4) levels of basement parking served by two (2) carpark elevators. The building's common areas and facilities are supported by safety, security, and life-safety systems, including access control, closed-circuit television (CCTV), smoke detectors, sprinklers, fire hose cabinets, emergency lighting, fire exit signs, speakers, manual pull stations, and smoke extraction systems. The common toilets are equipped with low-flow and touchless fixtures to promote water efficiency and minimize surface contact.

Savya Financial Center also incorporates sustainability and wellness features, including energy-efficient lighting, operable windows, double-glazed glass, water- and energy-saving systems, MERV 13 air filtration, green open spaces, a potager garden, gender-inclusive and PWD facilities, emergency notification systems, touchless building features, and a smoke-free building policy.

Mortgage, Lien or Encumbrance over the Property and Limitations on Ownership or Usage

Pursuant to The Condominium Act, all units in Savya Financial Center are subject to the Master Deed with Declaration of Restrictions of the building which is annotated in each of the condominium certificates of titles of the units and constitutes a lien thereon. Under the said Master Deed, the condominium units and common areas comprising Savya Financial Center are held and shall be held, transferred, conveyed, sold, hypothecated, encumbered, mortgaged, used, eased, occupied and improved subject to the covenants, conditions and restrictions of the Master Deed.

The Condominium Act provides that any transfer or conveyance of any unit or an apartment, office or store or other space, shall include the transfer or conveyance of the undivided interests in the common areas, or, in a proper case, the membership or shareholdings in the condominium corporation. Where the common areas in a condominium project are held by a corporation, no transfer or conveyance of a unit shall be valid if the concomitant transfer of the appurtenant membership or stockholding in the corporation will cause the alien interest in such corporation to exceed the limits imposed by existing laws, or in this case 40%. Accordingly, ownership by foreign nationals of the condominium units shall be subject to the applicable foreign equity ownership limitation.

Properties it intends to acquire in the next 12-months, acquisition cost, mode of acquisition

SLDC does not intend to acquire additional property in the next 12 months. ALCO does not intend to acquire property in Savya Financial Center in the next 12 months.

Properties it leases, amount of lease payment, expiration dates and terms of renewal options

Neither ALCO nor SLDC are lessees of any units or space in Savya Financial Center.

Legal Proceedings of Company, its Subsidiaries and/or Affiliates

As of June 30, 2026, with the exception of the following cases, neither ALCO nor any of its subsidiaries is a party to any legal action arising from the ordinary course of their respective businesses:

1. **Termination of Trust Account**

   In February 2015, ALCO filed a claim before the Regional Trial Court of Makati City, Branch 149 in relation to the petition for liquidation of Export and Industry Bank (EIB) represented by the Philippine Deposit Insurance Corporation (PDIC). ALCO maintained a Trust Account with EIB prior to its closure in April 2012 and had demanded from PDIC the termination of said account and the release of the owner's duplicate copies of three (3) transfer certificates of title (the "Titles") which had been placed in the custody of the EIB Trust Department. These Titles belong to ALCO and UPHI. ALCO does not have any interest in EIB's remaining assets to be liquidated, but it was constrained to make this claim before the liquidation court, given that PDIC refused to act on the matter.

   In an Order dated 08 May 2017, ALCO was directed to file the necessary complaint and for PDIC to submit its Answer in order that there is a separate docket and hearing of the same and thereby enable the court to have a full and complete resolution of the issues presented by ALCO.

   However, in view of Administrative Matter No. 19-12-02 or the *Rules on Liquidation of Closed Banks* issued on 16 April 2020, ALCO, upon advice of counsel, deemed it more appropriate to have all its claims against EIB ventilated before the liquidation court itself, *i.e.* the Regional Trial Court of Makati City, Branch 149, and for this purpose, filed an Urgent Motion before said court on 13 February 2023 for it to give due course to its foregoing claim.

On 20 October 2023, ALCO and UPHI filed a Motion to Resolve the *Entry of Appearance with Urgent Motion to Give Due Course to the Claim of ALCO and UPHI* stating that PDIC did not include or even mention the Titles in its recent Partial Asset Distribution Plan, which is the reason why it cannot yet file the Final Asset Distribution Plan.

Despite filing a Second Motion to Resolve reiterating the foregoing claim on 15 February 2024, ALCO and UPHI are still awaiting resolution of the matter to date.

2. Quieting of Title

UPHI filed a complaint for quieting of title, among other reliefs, before the Regional Trial Court of Calamba, Laguna, Branch 36 because of the erroneous issuance of tax declarations to several individual defendants by the City of Tagaytay covering UPHI's 33-hectare property registered in Calamba City. It also wanted to seek clarification with respect to which city UPHI is under legal obligation to pay real property taxes, *i.e.,* Calamba City or Tagaytay City.

In a Decision dated 16 December 2019, the court dismissed the complaint for being premature considering both cities claim territorial jurisdiction over the property but there is no pending territorial dispute between them, and that said dispute may only be resolved through a joint session between their respective *Sangguniang Panlalawigan* (should be *Panlungsod*) pursuant to the Local Government Code. There is no cloud over the title and the court ruled that UPHI should continue paying real property tax to Calamba City because of the admission of Tagaytay City that UPHI's property is titled under the Torrens System which categorically states that it is located in Calamba City. Also, both cities had stipulated that the title to the property is in the custodial jurisdiction and safe keeping of the Register of Deeds of Calamba City, and Tagaytay City did UPHI filed a Motion for Partial Reconsideration of the foregoing Decision. The court granted the same in an Order dated 05 June 2020 and declared, among others, that UPHI is the true and lawful owner of the 33-hectare property registered in its name and enjoined it to continue paying for the real property taxes in Calamba City. Further, in the event the local government of the City of Tagaytay insists that the subject property is within its territorial jurisdiction, the court directed the cities of Calamba and Tagaytay to take the initiative through their respective *Sangguniang Panlungsod* and through a joint session, resolve any territorial dispute between them in accordance with the Local Government Code of 1991. The City of Tagaytay and one of the individual defendants[21] filed an appeal before the Court of Appeals which affirmed the 05 June 2020 Order of the trial court on 31 July 2023 and denied their separate Motions for Reconsideration on 15 February 2024. Both filed petitions for review under Rule 45 of the Rules of Court before the Supreme Court in April 2024 while UPHI submitted its Comment/Opposition to the same in October 2024.

The Supreme Court rendered its Decision on 11 August 2025 (copy received on 13 March 2026) denying the consolidated petitions for review and affirmed the Order of the trial court dated 31 July 2023 and the Resolution of the Court of Appeals dated 15 February 2024. The City of Tagaytay and the lone individual defendant filed their respective Motions for Reconsideration on 07 March 2026 and 24 March 2026.

3. Expropriation

Petitioner National Power Corporation ("**NAPOCOR**") filed in November 1995 before the Regional Trial Court of Calamba, Laguna, Branch 34, a Petition for Expropriation of Properties to be affected by the Tayabas-Dasmariñas 500 kV transmission line right, which included a portion of UPHI's property with an area of about one (1) hectare. The court issued a Writ of Possession in favor of NAPOCOR in 1996.

In July 1999, NAPOCOR and UPHI agreed to refer to commissioners the determination of just compensation for UPHI. UPHI did not question the propriety of expropriation any further but continued to participate in the proceedings, having found NAPOCOR's valuation unreasonable, and to enable it to submit evidence as and when the commissioners required the same. The matter was eventually elevated before the Court of Appeals in 2015 and is still pending resolution to date.

[21] The lone defendant who appealed is Ms. Rosalinda Reyes.

UPHI and the National Transmission Corporation (successor-in-interest of NAPOCOR) instead agreed to enter into an amicable settlement and in April 2024, jointly sought the approval thereof by the trial court but the same was denied because allegedly, the latter had already lost jurisdiction over the main case and no longer has possession nor access to the records, all of which were transmitted to the Court of Appeals. The parties were enjoined to re-file their motion to approve their compromise agreement when the records of the case are remanded back to the trial court.

4. Claim for Refund

a. A buyer[22] offered to purchase a unit in Arya Residences in November 2012, paid the reservation fee but failed to pay the final amortization and other charges which became due in January 2014, on the ground that a viewing of the unit was not allowed beforehand, notwithstanding that pursuant to the Contract to Sell signed, full payment of the account is required prior to turnover of the unit. A viewing of the unit is not scheduled until the account is fully paid since inspection is the initial step of the turnover process. All buyers of Arya Residences were treated in the same manner. In November 2017, the buyer filed a complaint before the Housing and Land Use Regulatory Board ("**HLURB**")[23] and demanded the return of all payments made in a span of one (1) year amounting to P942,718.53. In a Decision dated 05 April 2019, ALCO was directed to refund this amount to the buyer and pay attorney's fees and actual damages in the total amount of P70,000.00.

   On 15 May 2019, ALCO appealed the foregoing Decision before the Office of the President arguing, among others, that Republic Act (R.A.) No. 6552 should have been applied as it is the special law governing transactions that involve, subject to certain exceptions, the sale on installment basis of real property. However, the adverse Decision was affirmed in a Resolution dated 01 October 2021 on the ground of lack of jurisdiction per Section 42 of the Implementing Rules and Regulations of R.A. No. 11201 , i.e. the matter should have been brought before HLURB Arbiters and Commissioners and thereafter, to the Court of Appeals, and not the Office of the President.

   In July 2022, ALCO filed before the Court of Appeals a Petition for Certiorari under Rule 65 of the Rules of Court to annul and reverse the Resolution of the Office of the President as it acted with grave abuse of discretion amounting to lack of jurisdiction, and there being no plain, speedy and adequate remedy in the ordinary course of law available to ALCO. Notwithstanding R.A. No. 11201, HLURB itself had stated in its Notice that "Since the Resolution was promulgated by the Board xxx, appeal therefrom shall still be brought to the Office of the President in accordance with Section 5 of Executive Order No. 648, series of 1981". With this instruction from the quasi-judicial body itself the appeal of whose resolution is sought, ALCO had to follow the said quasi-judicial agency's directive to file its appeal before the Office of the President. The merits of the case should have been looked into and the appeal not denied on a mere technicality.

   The Court of Appeals denied ALCO's Petition for Certiorari in a Decision dated 11 September 2023, and its Motion for Reconsideration on 26 March 2024. ALCO filed before the Supreme Court a Petition for Review on Certiorari under Rule 45 of the Rules of Court on 10 May 2024 and is awaiting resolution of the matter.

b. In March 2019, a husband and his wife[24] agreed to purchase (6) condominium units in Savya Financial Center North Tower, paid the initial downpayment of P20,416,226.20 but defaulted in the rest of their obligations. The sale was duly cancelled, and all payments made were forfeited pursuant to the provisions in the contracts to sell they have executed with SLDC.

   The buyers filed a complaint before the Human Settlements Adjudication Commission ("**HSAC**") on 15 October 2023 demanding a refund of all payments made, as well as interests,

[22] The complainant is Ms. Anita Medina-Yu.
[23] Now Department of Human Settlements and Urban Development.
[24] The complainants are Spouses Cecilia Cuevas and Roger Cuevas.

damages, and attorney's fees against SLDC and certain ALCO officers, claiming that SLDC failed to comply with its undertaking to complete the development and delivery of their units in December 2021.

After undergoing mediation, the spouses agreed to apply their payments to SLDC to the acquisition of another property of ALCO in Cebu City. The Regional Adjudication Branch-National Capital Region of the HSAC rendered judgment based on the said compromise agreement on August 29, 2024.

5. Labor

On 28 June 2022, a former Sales Agent[25] of CLLC filed a complaint against ALCO before the National Labor Relations Commission Regional Arbitration Branch No. VII, Cebu City ("**NLRC**") claiming illegal suspension and demanding payment of back wages, separation pay, 13th month pay, incentive and damages.

The complainant filed on 07 December 2023 before the Court of Appeals a Petition for Certiorari under Rule 65 of the Rules of Court to set aside the foregoing decisions of the Labor Arbiter and the NLRC, which was later dismissed in a Decision dated 31 January 2024.

On 13 February 2024, an Entry of Judgement was issued by the NLRC stating that the Resolution dated 28 September 2023 has already become final and executory on 11 November 2023.

6. Liquidation Proceedings of Lessee

On 15 November 2021, Common Ground Works Philippines, Inc. (CGWPI), a former lessee of ALCO in ACPT (the "Leased Premises"), filed a Petition for Voluntary Liquidation with the Regional Trial Court of Taguig City, Branch 271 seeking to be declared insolvent and praying for the issuance of a liquidation order. ALCO was impleaded as a creditor for unpaid rentals, CUSA, other dues and penalties arising from the leased premises. The Court issued a Liquidation Order dated 19 November 2021 declaring CGWPI insolvent and dissolved.

ALCO filed its Statement of Claims on 14 September 2022 against CGWPI amounting to ₱172,666,437.23 as of 29 July 2022.

On 03 July 2023, the appointed liquidator filed a Motion for Leave of Court to conduct an inventory of CGWPI's assets allegedly being held by ALCO, which Motion was granted *ex parte* in an Order dated 14 July 2023. ALCO filed a Motion for Reconsideration on 31 July 2023 on the ground that all improvements and fixtures introduced by CGWPI in the Leased Premises have already become ALCO's property pursuant to the Contract of Lease given CGWPI's default. The parties are awaiting resolution of the matter.

7. Theft

On 8 October 2025, APPS and Cazneau filed a criminal complaint with the Office of the City Prosecutor of Biñan, Laguna against a former APPS employee[26] hired as Property Management Administrative Assistant and assigned to Courtyard Hall. Investigation revealed that said former employee unlawfully collected rent from dormers and deliberately did not remit the same to Cazneau at the time and despite formal demand to do so.

By virtue of a Resolution dated 15 December 2025, fifty-four (54) Information for theft pursuant to Article 308 in relation to Article 39 of the Revised Penal Code, as amended by Republic Act No. 10951, and in relation to Section 6 of Republic Act No. 10175, were filed before the Regional Trial Court of Biñan City, Laguna, Branch 152.

[25] The complainant is Ms. Ella Dior O. Abad.
[26] Ms. Mariel P. Galenzoga

A warrant of arrest was subsequently issued, and the accused was arraigned on 26 February 2026. Trial is ongoing.

8. **Construction Industry Arbitration Commission**

   Monocrete Construction Philippines, Inc. filed a complaint dated 20 January 2026 before the Construction Industry Arbitration Commission in relation to the alleged unpaid obligations of Bhavana Properties, Inc. arising from the Construction Agreement for its project Lucima. Proceedings are ongoing.

The potential effect of the foregoing cases on the financial statements of ALCO and its subsidiaries cannot be determined at the moment. However, it is believed that the effect thereof, if there is any, is not significant.

As of the date of this Prospectus, ALCO and its subsidiaries are not a party to any pending tax assessments and proceedings.

Transactions with and/or dependence on related parties

Related party transactions are transfer of resources, services or obligations between the Company and its related parties, regardless of whether a price is charged.

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. These include: (a) individuals owning, directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Company; (b) associates; and (c) individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the Company and close members of the family of any such individual. In considering each possible related party relationship, attention is directed to the substance of the relationship and not merely on the legal form.

In the regular conduct of its business, ALCO and its wholly-owned subsidiaries enter into intercompany transactions, primarily advances necessary to carry out their respective functions subject to liquidation and reimbursements for expenses.

ALCO ensures that these transactions are made substantially on the same terms as with other individuals and businesses of comparable risks, and that they are fair and treated at arm's length.

Transactions between ALCO and its subsidiaries, CLLC and SLDC

A summary of related party transactions, between ALCO and its subsidiaries, CLLC and SLDC, for March 31, 2026 and the years ended December 31, 2025, 2024 and 2023 are summarized below:

Subsidiary		**As of December 31 (Audited)**		
	March 2026	**2025**	**2024**	**2023**
CLLC	2,511,995,930	2,611,995,930	2,936,995,930	3,336,796,699
SLDC	200,000,000	200,000,000	-	-

In the normal course of the business, the Company provides management and financial support to its subsidiaries. The financial support is given in the form of cash advances to fund certain financial obligations. ALCO has advances for project development to its subsidiaries such as CLLC to finance the construction of its projects with an annual fixed interest rate of 3.5%-10% p.a. Outstanding balances are unsecured, unguaranteed, interest-bearing, and to be settled in cash. All other remaining advances received that are not covered by the agreement are unsecured, unguaranteed, noninterest-bearing, payable on demand and to be settled in cash.

While there have been no guarantees provided or received relating to these amounts, no impairment losses were recognized. This assessment is undertaken each financial year through a review of the subsidiaries' financial position and the perceived condition, existing and prospective, of the market they operate in. These amounts are eliminated to arrive at the consolidated financial statements of ALCO and its subsidiaries.

Advances for Project Development from Non-controlling Interests

The Group has the following transactions with the non-controlling interests:

	December 31, 2025	December 31, 2024	December 31, 2023
HHI	417,919,597	495,919,597	495,919,597
MEC	13,400,000	103,000,000	195,000,000
TOTAL	431,319,597	598,919,597	690,919,597

SLDC and KHI received advances from related parties. All outstanding balances are unsecured, payable on demand and in cash, and interest-bearing except for advances from HHI.

In 2025, KHI and SLDC paid advances to MEC and HHI amounting to 89.6 million and 78.0 million, respectively. In 2024, KHI paid advances to MEC amounting to 92.0 million.

USE OF PROCEEDS

As of the date of this Prospectus, only the Lease Pools in Cebu Exchange are covered by executed Contracts of Lease with third parties. The units enrolled in the CLS Program of Savya Financial Center are not yet leased to third parties.

ALCO estimates that the net proceeds from the Relevant Contracts for enrolled units in Cebu Exchange will amount to approximately ₱16,008,554.56 consisting of service fees for the entire term of the executed contracts of lease of third-party lessees, computed as follows:

No.	Lease Pool	Gross Rent	Service Fee
Cebu Exchange			
1.	Lease Pool 1	₱656,335,340.62	₱9,030,891.49
2.	Lease Pool 2	₱147,856,108.03	₱2,884,470.76
3.	Lease Pool 3	₱158,704,364.76	₱3,078,864.68
4.	Lease Pool 4	₱27,071,087.16	₱525,179.09
5.	Lease Pool 5	₱25,213,862.75	₱489,148.94
Savya Financial Center			
1.	None	N/A	N/A
	Total	₱1,015,180,763.32	₱16,008,554.96

Pursuant to the Relevant Contracts, the service fee is equivalent to two percent (2%) of the total rent payable over the entire term of each Contract of Lease executed with third-party lessees. The total service fee indicated above is net of VAT and creditable withholding tax.

The amounts indicated above as total Gross Rent and total Service Fee are mere estimates only based on the assumptions that there will be no early termination of the Contracts of Lease and no default in the payment of rentals by the lessees. Accordingly, the total Gross Rent and total Service Fee may be lower than as indicated in the table above.

For both Cebu Exchange and Savya Financial Center, the proceeds from the Relevant Contracts are intended to cover taxes and administrative fees relating to the CLS Program.

None of the proceeds will be used to reimburse any officer, director, employee, or shareholder for service rendered, assets previously transferred, money loaned or advance or otherwise.

All units subject of the CLS Program have been previously sold, except for units which CLLC has retained as investment property and do not form part of inventory for sale. For both Cebu Exchange and Savya Financial Center, the following sales agents are authorized to offer units under the CLS Program should they become available for sale and/or should CLLC opt to convert its leasing assets into inventory for sale:

Name	Relationship to ALCO	Address	Tel. No.	E-mail Address
Michelle T. Tuason	Employee	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09175078437	mttuason@arthaland.com
Anna B. Marco	Employee	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09175342139	abmarco@arthaland.com
Steven Dexter T. Chan	Employee	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09178400315	sdchan@arthaland.com

Name	Relationship to ALCO	Address	Tel. No.	E-mail Address
Richelle B. Santiago	Accredited / Contracted Seller	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09178682678	rsantiago@partners.arthaland.com
Kaira Ysabelle Golez	Accredited / Contracted Seller	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09173002874	kygolez@partners.arthaland.com
Ricardo Dizon, Jr.	Accredited / Contracted Seller	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09177111582	rdizon@partners.arthaland.com

SUMMARY OF THE RELEVANT CONTRACTS

The following information does not purport to be a complete listing of all the rights, obligations, and privileges attaching to or arising from the CLS Program. It is taken from, and is qualified in its entirety by, the remainder of this Prospectus and the underlying documentation (Contract to Sell, Consolidated Leasing Agreement, and Contract of Lease). Prospective participants are enjoined to perform their own independent investigation and analysis of ALCO and the Relevant Contracts. Each prospective participant must rely on its own appraisal of Arthaland and the CLS Program and its own independent verification of the information contained herein and any other investigation it may deem appropriate for the purpose of determining whether to participate, and must not rely solely on any statement or the significance, adequacy, or accuracy of any information contained herein.

Description of the Consolidated Leasing Solutions Program

The securities being offered are (select all that apply):

	Investment Contract
	Certificate of Interest
	Participation in a profit sharing agreement
✓	Others (specify): Relevant Contracts under the Consolidated Leasing Solutions Program

Set forth below is information relating to the CLS Program and the features of the contractual arrangements among ALCO, the Developers CLLC and SLDC, and the Unit Buyers. This information is only a summary and is further qualified by reference to the applicable laws and regulations within the Philippines, the Articles of Incorporation and By-laws of ALCO, as may be amended from time to time, and the Master Deed for Cebu Exchange and Savya Financial Center, as may be amended from time to time.

Company	ALCO
Projects and Developers	Cebu Exchange of Cebu Lavana Land Corp. Savya Financial Senter of Savya Land Development Corporation
Structure	Under the CLS Program, certain (but not all) commercial units in Cebu Exchange and Savya Financial Center are designated as belonging to the "Lease Pool Floors". The following are the agreements executed in connection with the CLS Program: 1. the Contract to Sell, which is between the Project Developer and a buyer of a unit that is part of the CLS Program (the "Unit Buyer"), that provides for the sale and purchase of the unit as well as the agreement by the Unit Buyer that the unit is part of the CLS Program; 2. the Consolidated Leasing Agreement, which is between Arthaland and a Unit Buyer, that formalizes ALCO's appointment as the exclusive leasing representative of such Unit Buyer; and 3. the Contract of Lease, which is between a Unit Buyer (as the lessor and represented by the Company) and third party lessee, that sets out the standard lease terms in respect of the lease of identified units in a project. Upon execution of a <u>Contract to Sell</u> over a commercial unit that belongs to a Lease Pool Floor, a Unit Buyer is considered to have automatically enrolled such commercial unit into the CLS Program. Legal title and ownership remain with the Project Developer until the Unit Buyer has fully paid the purchase price for the commercial unit and complied with all contractual obligations. The

<table>
<tr><td></td><td>execution of a Deed of Absolute Sale, and in turn, the conveyance of the Developer's title and interest in the unit, shall only occur once (a) the Unit Buyer has fully paid the purchase price and any applicable penalties, interest, and advances; (b) the Unit Buyer has complied with all obligations under the contract; and (c) the relevant Register of Deeds has issued the title to the Seller. The Unit Buyer's failure to meet any of these conditions entitles the Project Developer to withhold title and delivery of the commercial unit.

Together with the execution of a Contract to Sell, a Unit Buyer is also required to sign a <u>Consolidated Leasing Agreement</u>, by virtue of which ALCO acts as the exclusive leasing representative of the Unit Buyer, empowered to negotiate lease terms, execute leases on their behalf, collect rent and deposits, withhold applicable taxes, and charge service fees and commissions.

Once the Company has found a third party lessee for the Lease Pool Floor, a Contract of Lease is executed between the Company on behalf of the Unit Buyers owning the relevant commercial units belonging to such Lease Pool floor, and such lessee. The <u>Contract of Lease</u> sets out the standard lease terms between the Unit Buyers (as the lessors) and the third party lessee, with the Company acting as the leasing representative of each Unit Buyer/lessor, responsible for billing, collection, and administration.</td></tr>
<tr><td>CLS Units</td><td>CLS Units shall refer to:

1. The following units in Cebu Exchange and Savya Financial Center which have been sold to third parties and for which CLAs have been executed:

<table>
<tr><td>Cebu Exchange | Sold Units</td></tr>
<tr><td>GF-I, GF-H, GF-J, 15F-B, 15F-C, 15F-D, 15F-H, 15F-I, 15F-J, 15F-K, 15F-L, 16F-H, 16F-I, 16F-J, 16F-K, 17F-B, 17F-C, 17F-D, 17F-E, 17F-H, 17F-I, 17F-J, 17F-K, 18F-A, 18F-B, 18F-C, 18F-D, 18F-E, 18F-F, 18F-G, 18F-H, 18F-I, 18F-J, 18F-K, 18F-L, 19F-A, 19F-B, 19F-C, 19F-D, 19F-E, 19F-F, 19F-G, 19F-I, 19F-J, 19F-L, 19F-M, 19F-N, 19F-O, 19F-P, 19F-R, 22F-A, 22F-B, 22F-C, 22F-D, 22F-E, 22F-F, 22F-G, 22F-H, 22F-I, 22F-K, 22F-L, 22F-M, 22F-N, 22F-O, 22F-P, 22F-Q, 22F-R, 26F-C, 26F-D, 27F-A, 27F-J, 27F-K, 28F-A, 28F-B, 28F-C, 28F-D, 28F-E, 28F-F, 28F-G, 28F-H, 28F-I, 28F-J, 28F-K, 28F-L, 30F-D, 31F-B, 31F-C, 31F-G, 31F-H, 31F-I, 31F-J, 31F-K, 32F-A, 32F-B, 32F-C, 32F-D, 32F-E</td></tr>
<tr><td>TOTAL: 98</td></tr>
</table>
<table>
<tr><td>Savya Financial Center | Sold Units</td></tr>
<tr><td>9F-902, 9F-903, 9F-904, 9F-908, 9F-909, 10F-1007A, 10F-1007B, 10F-1008, 10F-1009, 10F-1010, 10F-1011, 12F-1202, 12F-1203, 12F-1204, 12F-1208, 12F-1209, 12F-1210, 12F-1205A, 12F-1205B, 12F-1206B, 12F-1207A, 12F-1207B, 12F-1212A, 12F-1212B</td></tr>
<tr><td>TOTAL: 24</td></tr>
</table>
2. The following units in Cebu Exchange which have not been sold to third parties but form part of Lease Pools with existing Lessees (hereinafter, the "CLS Inventory"):

<table>
<tr><td>Cebu Exchange | CLS Inventory</td></tr>
<tr><td>27F-H and 27F-I</td></tr>
<tr><td>TOTAL: 2</td></tr>
</table></td></tr>
</table>

<table>
<tr><td></td><td>There are units in Cebu Exchange which have been retained as leasing assets by CLLC and are excluded from sale inventory. They form part of the Lease Pools with existing Lessees.[27]</td></tr>
<tr><td>Eligibility Requirements</td><td>Participants who have qualified and shall qualify to participate in the CLS Program are:

(1) Unit Buyers of CLS Units who, as of the date of this Prospectus, have executed (i) Contracts to Sell, and (ii) CLAs with ALCO; and
(2) Any qualified buyer under Philippine law who will execute a (i) Contract to Sell for the purchase of CLS Inventory, and (ii) CLA with ALCO. Unit Buyers become lessors under the CLS Program and authorize the Company to act as leasing agent.

There are no classes of certificates or participation interests to be issued.</td></tr>
<tr><td>Payments to the Company (as Exclusive Leasing Agent)</td><td>Under the Consolidated Leasing Agreement, a Unit Buyer undertakes to pay the Company a commission fee when the commercial unit is leased out at the following rates:

<table>
<tr><th>Lease Term</th><th>Amount Equivalent to the Rent Below</th></tr>
<tr><td>Three-year lease term</td><td>One-month rent</td></tr>
<tr><td>Four to five-year lease term</td><td>1.5-month rent</td></tr>
<tr><td>More than five-year lease term</td><td>Two-month rent</td></tr>
</table>

Commission fee is payable by the Unit Buyer upon the execution of the Contract of Lease with the lessee. 90% of the Commission Fee is remitted by the Company to third party brokers, while 10% is remitted to APPS for account management.

The Company is compensated through a two percent (2%) annual service fee which is intended to cover tax and administrative fees. Since the Company is subject to tax both on pass thru collections of Rental Payments (tax real estate sellers pay 75% of 1% [0.075%]) of gross sales/receipts) and on the service fee (tax on other income), the two percent (2%) annual service fee is intended to cover these taxes, as well as administrative fees.</td></tr>
<tr><td>Payment terms for Joining Fee, if applicable</td><td>The Company does not collect a separate “joining fee”.</td></tr>
<tr><td>Payments to the Unit Buyers (as Lessors); Ownership and Title</td><td>Unit Buyers are entitled to their pro-rata share in net rental income actually received from tenants leasing the Lease Pool Floor where their unit is located.

Under the Contract of Lease, the lessee is obligated to pay the amount equivalent to three-month rent in advance, within the first seven (7) calendar days of each calendar quarter. Distribution to the Unit Buyers of their share in the net rental income is made within five (5) working days from receipt by the Company of the rent from the lessee.

Unit Buyers retain ownership and title to their units.</td></tr>
<tr><td>Conditions to Receipt of Distributions</td><td>Distributions depend on the Lease Pool Floor being actually leased to third-party tenants and the Company receiving the rent. If a Lease Pool Floor remains</td></tr>
</table>

[27] Units 15F-A, 15F-E, 15F-F,15F-G, 16F-A, 16F-B, 16F-C, 16F-D, 16F-E, 16F-F, 16F-G, 16F-L, 17F-A, 17F-F, 17F-G, 17F-L, 19F-H, 19F-K, 19F-Q, 22F-J,26F-A, 26F-B, 26F-E, 26F-F, 26F-G, 26F-L, 27F-B, 27F-C, 27F-D, 27F-E, 27F-F, 27F-G, 27F-L, 30F-A, 30F-B, 30F-C, 30F-E, 30F-L, 31F-A, 31F-D, 31F-E, 31F-F, and 31F-L.

	vacant, no distribution accrues to Unit Buyers. ALCO does not guarantee rental income or occupancy. Under the CLA executed between ALCO and the Unit Buyer, the distribution of rental income to the Unit Buyer is subject to (i) acceptance of the Unit, (ii) full payment of the purchase price and all miscellaneous charges attendant to the acceptance of the Unit, and (iii) execution of the Deed of Absolute Sale.
Rights of Participants in CLS Program	Subject to the Relevant Contracts, Unit Buyers: (1) Retain full ownership of the unit, provided they have fully paid for the purchase price; (2) Have all the rights of a lessor under the Contract of Lease, including the right to receive rent upon lease of the unit to a third party; (3) Have the right to participate in Lease Pool Floors subject to the availability of a lessee; and (4) Have all the rights as members in the condominium corporation of the projects, subject to the Articles of Incorporation and By-laws of such condominium corporations.
Restrictions on Ownership	Units in Lease Pool Floors are deemed automatically included in the CLS Program. Transfers of ownership are subject to annotation of the Consolidated Leasing Agreement on the condominium title and continuation of obligations thereunder.
In case of sale or transfer of the Unit Buyer, disclose the condition set to be qualified for joining the CLS Program	See the eligibility requirements above. In addition, if a Unit Buyer sells, assigns, conveys, or otherwise transfers the Unit to a third party, the Unit Buyer is required to provide the Company with at least 60 calendar days' prior written notice. The Unit Buyer is likewise required to ensure that, upon the transfer of the Unit to a third-party buyer (the **"Buyer"**), the Buyer shall (i) assume all rights and obligations under any existing Contract of Lease covering the transferred Unit, and (ii) execute a Consolidated Leasing Agreement with the Company containing substantially the same terms and conditions as the CLA. The CLA allows the Company to cause the Consolidated Leasing Agreement to be annotated on the condominium certificate of title of the Unit as a lien, at the expense of the Unit Buyer. In the event of a sale or transfer of the Unit to a third-party Buyer, such lien shall remain annotated on, and be carried over to, the title of the Buyer.
Ownership in the common area and any third party contractors	Pursuant to the Condominium Act, the common areas of Cebu Exchange and Savya Financial Center have been conveyed to their respective condominium corporations. There are no material third-party contractors engaged specifically in connection with the CLS Program, as both projects have been completed.
If Certificates were already issued prior to registration, provide a breakdown on the number of certificate issued per class/units sold	No certificates have been issued under the CLS Program.
Term	Below are the standard lease terms for units in a Lease Pool Floor:

	(1) All the unit owners in a Lease Pool Floor will share the rent income and the expense (service fee and commission) *pro-rata* regardless of the area leased in said Lease Pool Floor. (2) The minimum area to be leased out to a tenant per Lease Pool Floor shall be not less than one fourth of the total Net Saleable Area of the said floor. (3) Lease rentals of pooled office units shall be uniform with no premium or discounts given for any particular unit in the same floor. Premium or discount, if any, shall only be applied when the lease is on a per floor basis. (4) Rent (including advance rent), security deposit, vetting fee and construction bond shall be paid directly to the Company and its duly authorized officers only. (5) Only the Company and its duly authorized officers shall be responsible in assisting the tenant/s in fit-outs and moving in. (6) The Lessor/Unit Buyer may not lease or sublease the Unit separately from the pooled office units in the same Lease Pool Floor. The Consolidated Leasing Agreement is valid for 10 years from acceptance by the Unit Buyer of the unit, and in case there is an existing Lease Contract upon the expiry of the original 10-year period, it will be subject to an automatic extension equivalent to the unexpired term of such Lease Contract.
Offer Size and Price	Not applicable. Under the Relevant Contracts, no separate fee or price was imposed on Unit Buyers for their enrollment in or participation in the CLS Program. The Unit Buyers paid only the purchase price as consideration for the sale of the Units. Further, as of the date of this Prospectus, the Relevant Contracts, including the CLAs between the Company and the Unit Buyers, have already been executed.

a. **Terms of Issuance and Transfer**

The terms of issuance and transfer under the Relevant Contracts are governed by the Contract to Sell and related agreements. Unit Buyers pay the purchase price pursuant to the Contract to Sell, and the transfer of title occurs only upon full payment and compliance with all contractual obligations.

No certificates or securities are issued under the Relevant Contracts. Ownership transfers are effected through the Register of Deeds, with the annotation of the Consolidated Leasing Agreement, if any, carried forward on the condominium title. Fees are limited to ALCO's service fees and leasing commissions, as provided in the Consolidated Leasing Agreement.

Except for the CLS Inventory of Cebu Exchange, the Company is not doing any other current offering under the CLS Program. The CLS Program is also not being registered under a delayed or continuous offering.

b. **Are these securities are to be registered under a delay or continuous offering?**
_____Yes ✓No

Target Market

The target market of the condominium units belonging to the Lease Pool Floor comprised of investors seeking to own commercial units and earn passive income in the form of rent from such assets.

On the tenant side, the target market comprises of multinational and large corporate tenants seeking sustainable, certified green office spaces in Cebu, through Cebu Exchange, and in Taguig, through Savya Financial Center.

Determination of the Offer Price

The determination of the purchase price of units is based on prevailing market conditions, the project location, and the valuation made by the Developers. Rental rates under the Contracts of Lease are standardized on a per-pool basis and are subject to uniform lease terms.

Investor Restrictions

c. **Is the offering subject to any other Investor restrictions?**
_____ Yes ✓No

There are no additional investor restrictions imposed under the Relevant Contracts, as participation is limited to purchasers of units that are enrolled in the program.

d. **Are the securities subject to any resale restrictions by the Issuer?**
✓ Yes _____ No

Transfers of units that form part of the Relevant Contracts are subject to the annotation of the Consolidated Leasing Agreement on the condominium title and the continuation of obligations thereunder.

PLAN OF DISTRIBUTION

Except for the CLS Inventory of Cebu Exchange, the Company is not doing any current offering under the CLS Program. The CLS Program is also not being registered under a delayed or continuous offering.

For the CLS Inventory of Cebu Exchange, ALCO will make the Relevant Contracts available to qualified Unit Buyers through the direct selling efforts of its in-house sales and marketing team and through accredited real estate brokers and agents engaged by the Company and its Project Developer CLLC. The Relevant Contracts will not be offered internationally and will be limited to prospective buyers in the Philippines.

All units subject of the CLS Program have been previously sold, except for the CLS Inventory and the units which CLLC has retained as investment properties and do not form part of inventory for sale. For both Cebu Exchange and Savya Financial Center, the following sales agents are authorized to offer units under the CLS Program should they become available for sale and/or should CLLC opt to convert its investment property into inventory for sale:

Name	Relationship to ALCO	Address	Contact No.	E-mail Address
Michelle T. Tuason	Employee	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09175078437	mttuason@arthaland.com
Anna B. Marco	Employee	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09175342139	abmarco@arthaland.com
Steven Dexter T. Chan	Employee	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09178400315	sdchan@arthaland.com
Richelle B. Santiago	Accredited / Contracted Seller	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09178682678	rsantiago@partners.arthaland.com
Kaira Ysabelle Golez	Accredited / Contracted Seller	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09173002874	kygolez@partners.arthaland.com
Ricardo Dizon, Jr.	Accredited / Contracted Seller	7/F Arthaland Century Pacific Tower, 5th Avenue cor. 30th Street, BGC, Taguig	09177111582	rdizon@partners.arthaland.com

The foregoing authorized agents receive only regular salaries as employees and commission arising from the sale of the units. They do not receive a separate commission insofar as the enrollment of the units into the CLS Program upon execution of the Relevant Contracts. The plan of distribution consists of direct marketing to prospective Unit Buyers, including presentations, project briefings, and client referrals.

CAPITALIZATION

Capital Stock of the Company

Authorized Capital Stock as of June 30, 2026

Type of Shares	Number of Shares	Par Value	Amount	% of Ownership
Common Shares	16,368,095,199	₱0.18	₱2,946,257,135.82	Various owners
Preferred Shares	70,000,000	₱1.00	₱ 70,000,000.00	Various owners
		Total	₱3,016,257,135.82	

Subscribed Capital Stock as of June 30, 2026

Type of Shares	Number of Shares	Par Value	Amount	% of Ownership
Common Shares	5,318,095,199	₱0.018	₱ 954,324,411.48	Various owners
Series A Preferred Shares	12,500,000	₱1.00	₱12,500.000.00	
Series D Preferred Shares	6,000,000	₱1.00	₱6,000,000.00	
Series E Preferred Shares	14,000,000	₱1.00	₱14,000,000.00	
Series F Preferred Shares	4,964,860	₱1.00	₱ 4,964,860.00	
		Total	₱ 991,789,271.48	100%

OUTSTANDING LEASE POOLS AND PRINCIPAL SHAREHOLDERS

Consolidated Leasing Agreements

For Cebu Exchange, a total of **99** Consolidated Leasing Agreements were executed, **55** of which were executed with corporate entities and **44** of which were executed with individuals. Except for two (2) units which have no existing tenants, contracts of lease with third party lessees have been executed based on **97** Consolidated Leasing Agreements.

Insofar as Savya Financial Center, a total of **24** Consolidated Leasing Agreements were executed, eight (**8**) of which were executed with corporate entities, and **16** of which were executed with individuals. No units have been leased to third party tenants based on these Consolidated Leasing Agreements.

Cebu Exchange

No.	Lease Pool	No. of Units	No. of Units for Sale
1.	Lease Pool 1	108	2
2.	Lease Pool 2	18	0
3.	Lease Pool 3	8	0
4.	Lease Pool 4	3	0
5.	Lease Pool 5	3	0
	TOTAL	140	2

Savya Financial Center

No.	Lease Pool	No. of Units	No. of Units for Sale
1.	No Existing Lease Pool	24	0
	TOTAL	24	0

SHARE CAPITAL

As of June 30, 2026, the Company has a total authorized capital stock of 3,026,257,135.82, of which 5,318,095,199 common shares were issued and outstanding, and 80,000,000 preferred shares, of which 12,500,000 of the Series A Preferred Shares, 6,000,000 of the Series D Preferred Shares, and 14,000,000 of the Series E Preferred Shares, and 4,964,860 of the Series F Preferred Shares were issued and outstanding, while 10,000,000 Series C Shares had been redeemed and were recorded as treasury shares.

Top 20 Stockholders

Common Shares (as of June 30, 2026)

Name of Shareholders	No. of Shares	Shares	%
1. CPG Holdings, Inc.	2,017,619,910	Common	37.938
2. PCD Nominee Corporation – Filipino	1,653,298,649	Common	31.088
3. AO Capital Holdings I, Inc.	1,383,730,000	Common	26.019
4. Elite Holdings, Inc.	119,809,996	Common	2.253
5. Tina Keng	25,000,000	Common	0.470
6. EQL Properties, Inc.	14,671,125	Common	0.276
7. PCD Nominee Corporation – Non-Filipino	14,567,460	Common	0.274
8. Urban Bank Trust Department – A/C No. 625	4,838,488	Common	0.091
9. RBL Fishing Corporation	4,350,000	Common	0.082
10. Veronica D. Reyes	3,799,272	Common	0.071
11. Veronica D. Reyes and/or Cecilia D. Reyes	2,654,061	Common	0.050
12. Theodore G. Huang and/or Corazon B. Huang	2,501,250	Common	0.047
13. Anito Tan and/or Lita Tan	2,027,049	Common	0.038
14. Kwan Yan Dee and/or Christina Dee	1,631,250	Common	0.031
15. Dante Garcia Santos	1,631,250	Common	0.031
16. Luciano H. Tan	1,505,950	Common	0.028

Name of Shareholders	No. of Shares	Shares	%
17. Josefina Tan Cruz	1,488,000	Common	0.028
18. Samuel Uy	1,087,500	Common	0.020
19. Datacom Systems Corp.	1,004,394	Common	0.019
20. Mitsu Machine Phils. Inc.	998,313	Common	0.019
Total	**5,258,213,91**		**98.873**

There have been no changes to the shareholders of the Company following the execution of the Relevant Contracts.

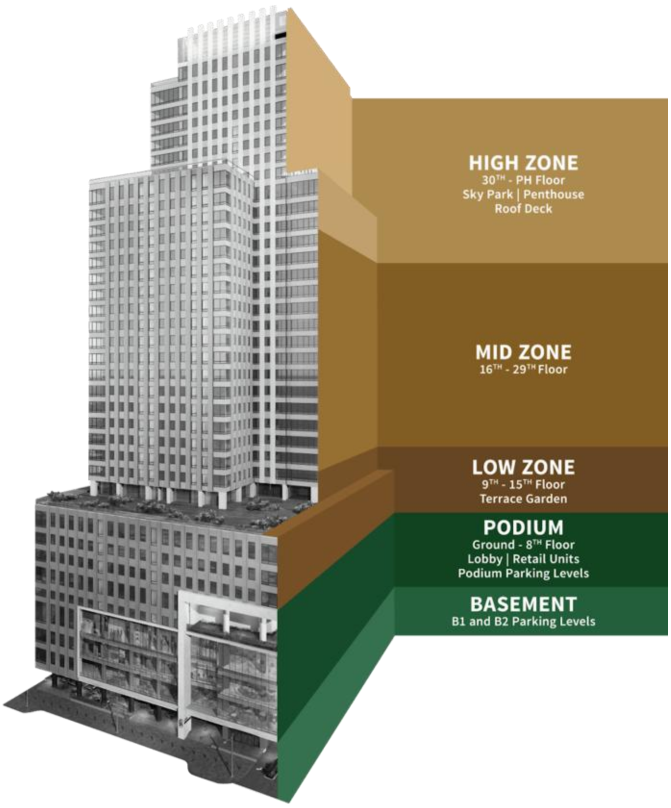
DESCRIPTION OF PROPERTY

Cebu Exchange

NLA/ NSA (in sqm)	Total Number of Units	Total Number of Units under the CLS Program	Location	Development Type	Year of Completion
89,018	365	142	Salinas Drive, Cebu City	Office	Q2 2022

CLLC was the owner of two (2) parcels of adjacent land in Barangay Lahug, Cebu City, Philippines with a total area of 8,440 sqms, which had been developed as Cebu Exchange, a 39-storey office building with retail establishments, poised to be one of Cebu's largest and tallest office developments that will cater to Cebu's booming office space market. The said lots have been conveyed to Cebu Exchange Condominium Corporation.

Cebu Exchange has the following structure: (i) it has a lower office zone of three levels with floorplates of around 5,900 sqm each and which is targeted to cater to larger BPOs that may benefit from consolidating their operations; (ii) it has a middle zone of nineteen levels with floorplates of approximately 3,400 sqm each, catering to conventional offices and other types of BPOs; and (iii) a high zone of eight levels with floorplates of approximately 2,200 sqm each to cater to start-up businesses. There are units enrolled in the CLS Program from the ground to the high zone (see section on Condominium Certificates of Title below).



As of June 30, 2026, of the 142 units enrolled under the CLS Program, 140 are currently leased to third party lessees under executed Contracts of Lease, as summarized below. Moreover, of the foregoing 142 units, 45 have been retained by CLLC as leasing assets and do not form part of its sale inventory.

The relevant information on existing the Contracts of Lease is as follows:

No.	Lease Pool	Estimated Gross Rent	Duration (Commencement to Expiry)
Cebu Exchange			
1.	Lease Pool 1	₱656,335,340.62	19 Jun 2023 to 18 Jun 2028
2.	Lease Pool 2	₱147,856,108.03	01 Jul 2024 to 30 Apr 2029
3.	Lease Pool 3	₱158,704,364.76	01 Mar 2025 to 28 Feb 2035
4.	Lease Pool 4	₱27,071,087.16	01 Sep 2023 to 31 Aug 2028
5.	Lease Pool 5	₱25,213,862.75	01 Jul 2024 to 30 Jun 2030

Condominium Certificates of Title (CCTs)

CCTs covering various units in Cebu Exchange have been issued. These CCTs pertain to commercial and office units developed by CLLC. The CCTs substantiate the units included in the Company's leasing operations and provide the basis for lease arrangements undertaken in these projects. A summary of these CCTs is set out below for reference.

CEBU EXCHANGE					
No.	**Floor**	**Unit No.**	**CCT No.**	**Area (sqm.)**	**Year Issued**
1.	Ground	GF-1-I	107-2024007304	99.51	2024
2.		GF-1-H	107-2021005329	128.44	2021
3.		GF-1-J	107-2021005331	88.76	2021
4.	15th	15-A	107-2021005351	303.98	2021
5.		15-B	107-2024006031	160.73	2024
6.		15-C	107-2024006030	160.75	2024
7.		15-D	107-2024006029	160.13	2024
8.		15-E	107-2021005355	344.20	2021
9.		15-F	107-2021005356	317.75	2021
10.		15-G	107-2021005357	464.97	2021
11.		15-H	107-2024005465	160.01	2024
12.		15-I	107-2024005467	160.62	2024
13.		15-J	107-2025001363	160.36	2025
14.		15-K	107-2023006957	173.26	2023
15.		15-L	107-2025001365	346.29	2025
16.	16th	16-A	107-2022000724	304.87	2022
17.		16-B	107-2022000725	160.18	2022
18.		16-C	107-2022000726	160.33	2022
19.		16-D	107-2022000727	160.43	2022
20.		16-E	107-2022000728	336.10	2022
21.		16-F	107-2022000729	352.45	2022
22.		16-G	107-2022000730	468.20	2022
23.		16-H	107-2024003478	160.58	2024
24.		16-I	107-2024005569	160.19	2024
25.		16-J	107-2025002818	161.13	2025
26.		16-K	107-2025001368	173.27	2025
27.		16-L	107-2022000735	346.35	2022
28.	17th	17-A	107-2022000604	304.86	2022
29.		17-B	107-2024003477	160.52	2024
30.		17-C	107-2024003398	161.68	2024
31.		17-D	107-2023010182	160.57	2023
32.		17-E	107-2024000966	336.32	2024
33.		17-F	107-2022000609	353.42	2022

CEBU EXCHANGE					
No.	**Floor**	**Unit No.**	**CCT No.**	**Area (sqm.)**	**Year Issued**
34.		17-G	107-2022000610	468.13	2022
35.		17-H	107-2024005571	160.55	2024
36.		17-I	107-2023010183	160.37	2023
37.		17-J	107-2024005462	160.49	2024
38.		17-K	107-2024005561	173.19	2024
39.		17-L	107-2022000615	347.52	2022
40.	18th	18-A	107-2024005078	305.07	2024
41.		18-B	107-2024005079	160.89	2024
42.		18-C	107-2024005080	161.27	2024
43.		18-D	107-2024005081	161.02	2024
44.		18-E	107-2024005076	336.31	2024
45.		18-F	107-2024005077	353.67	2024
46.		18-G	107-2024005074	467.10	2024
47.		18-H	107-2024005073	161.32	2024
48.		18-I	107-2024005072	161.20	2024
49.		18-J	107-2024005083	161.20	2024
50.		18-K	107-2024005082	175.09	2024
51.		18-L	107-2024005075	346.43	2024
52.	19th	19-A	107-2022000748	158.99	2022
53.		19-B	107-2022000749	164.56	2022
54.		19-C	107-2022000750	160.89	2022
55.		19-D	107-2022000751	160.89	2022
56.		19-E	107-2022000752	161.16	2022
57.		19-F	107-2024000962	175.16	2024
58.		19-G	107-2025002817	174.89	2025
59.		19-H	107-2022000755	184.20	2022
60.		19-I	107-2024006032	125.89	2024
61.		19-J	107-2022000757	158.36	2022
62.		19-K	107-2022000758	169.50	2022
63.		19-L	107-2024006083	161.30	2024
64.		19-M	107-2022000760	160.50	2022
65.		19-N	107-2024005024	160.55	2024
66.		19-O	107-2022000762	171.43	2022
67.		19-P	107-2022000763	167.06	2022
68.		19-Q	107-2022000765	189.70	2022
69.		19-R	107-2022000764	130.12	2022
70.	22nd	22-A	107-2023008293	159.71	2023
71.		22-B	107-2025000032	164.38	2025
72.		22-C	107-2022000768	160.56	2022
73.		22-D	107-2023008295	160.72	2023
74.		22-E	107-2023008296	160.31	2023
75.		22-F	107-2024007254	174.65	2024
76.		22-G	107-2024006398	174.81	2024
77.		22-H	107-2022000773	182.05	2022
78.		22-I	107-2024006277	125.81	2024
79.		22-J	107-2022000775	156.79	2022
80.		22-K	107-2025004101	169.98	2025
81.		22-L	107-2022000777	160.59	2022
82.		22-M	107-2022000778	160.65	2022
83.		22-N	107-2024005463	160.03	2024
84.		22-O	107-2024000064	170.40	2024
85.		22-P	107-2024006278	165.78	2024
86.		22-Q	107-2023010185	189.25	2023
87.		22-R	107-2024000066	130.13	2024
88.	26th	26-A	107-2022000820	304.96	2022

CEBU EXCHANGE					
No.	Floor	Unit No.	CCT No.	Area (sqm.)	Year Issued
89.		26-B	107-2022000821	161.29	2022
90.		26-C	107-2024006297	162.02	2024
91.		26-D	107-2024006298	167.74	2024
92.		26-E	107-2022001615	328.81	2022
93.		26-F	107-2022000823	352.74	2022
94.		26-G	107-2022000824	467.18	2022
95.		26-L	107-2022000829	346.01	2022
96.	27th	27-A	107-2022000640	304.62	2022
97.		27-B	107-2022000641	160.94	2022
98.		27-C	107-2022000642	160.72	2022
99.		27-D	107-2022000643	161.13	2022
100.		27-E	107-2022000644	336.76	2022
101.		27-F	107-2022000645	352.81	2022
102.		27-G	107-2022000646	467.04	2022
103.		27-H	107-2022000647	162.03	2022
104.		27-I	107-2022000648	161.24	2022
105.		27-J	107-2024006401	161.45	2024
106.		27-K	107-2024005029	173.79	2024
107.		27-L	107-2022000651	346.32	2022
108.	28th	28-A	107-2022000844	304.30	2022
109.		28-B	107-2022001616	160.41	2022
110.		28-C	107-2022001617	160.42	2022
111.		28-D	107-2022001618	160.31	2022
112.		28-E	107-2022001619	334.92	2022
113.		28-F	107-2022001620	353.39	2022
114.		28-G	107-2022001621	466.01	2022
115.		28-H	107-2022001622	162.10	2022
116.		28-I	107-2022001623	161.99	2022
117.		28-J	107-2022001624	162.38	2022
118.		28-K	107-2024006399	174.13	2024
119.		28-L	107-2022001626	346.28	2022
120.	30th	30-A	107-2022001627	304.54	2022
121.		30-B	107-2022001628	160.29	2022
122.		30-C	107-2022001629	160.54	2022
123.		30-D	107-2022001630	160.53	2022
124.		30-E	107-2022001631	343.50	2022
125.		30-L	107-2022001638	345.62	2022
126.	31st	31-A	107-2022001639	304.76	2022
127.		31-B	107-2022001640	160.21	2022
128.		31-C	107-2022001641	160.19	2022
129.		31-D	107-2022001642	160.47	2022
130.		31-E	107-2022001643	343.99	2022
131.		31-F	107-2022001644	317.43	2022
132.		31-G	107-2024006041	466.71	2024
133.		31-H	107-2024006042	162.48	2024
134.		31-I	107-2024006043	162.42	2024
135.		31-J	107-2024006044	161.97	2024
136.		31-K	107-2024006045	172.80	2024
137.		31-L	107-2022001650	345.85	2022
138.	32nd	32-A	107-2023008297	305.16	2023
139.		32-B	107-2024001911	160.33	2024
140.		32-C	107-2025003360	160.19	2025
141.		32-D	107-2022001654	160.44	2022
142.		32-E	107-2022001655	343.56	2022

Savya Financial Center

NLA/ NSA (in sqm)	Total Number of Units	Total Number of Units under the CLS Program	Location	Development Type	Year of Completion
49,078	161	24 (North Tower)	Arca South, Taguig City	Office	North Tower – Q2 2022 South Tower - Q4 2022

SLDC was the registered owner of approximately 6,000-sqm property within the Arca South development in Taguig City where Savya Financial Center is situated. The lot is recorded as real estate for sale in the books of SLDC.

The building provides various common areas, facilities, and amenities for the use and benefit of its occupants, including the ground floor main lobby and breezeway, drop-off areas, elevator and service elevator lobbies, common male, female, and PWD toilets, hallways and other circulation areas, refuse holding areas, mechanical, electrical, and ELV rooms, janitor's closets, and other building support and back-of-house facilities.

Each tower is served by seven (7) passenger elevators and one (1) service elevator. Other common facilities and amenities include the 5th Floor Bridgeway Deck and Garden, roof deck potager garden, bicycle racks, LEFEV parking slots, cafeteria, atrium areas, escalator lobby, and four (4) levels of basement parking served by two (2) carpark elevators. The building's common areas and facilities are supported by safety, security, and life-safety systems, including access control, closed-circuit television (CCTV), smoke detectors, sprinklers, fire hose cabinets, emergency lighting, fire exit signs, speakers, manual pull stations, and smoke extraction systems. The common toilets are equipped with low-flow and touchless fixtures to promote water efficiency and minimize surface contact.

Of the 24 units enrolled under the CLS Program, all of them are in the North Tower and none of them are currently being leased to third party lessees.

CCTs

CCTs covering various units in Savya Financial Center have been issued. These CCTs pertain to commercial and office units developed by SLDC. The CCTs substantiate the units included in the Company’s leasing operations and provide the basis for lease arrangements undertaken in these projects. A summary of these CCTs is set out below for reference.

SAVYA FINANCIAL CENTER					
	Floo	Unit No.	CCT No.	Area (sqm.)	Year Issued
1	9th	1-902	164-2024007551	99.54	2024
2		1-903	164-2024012948	99.54	2024
3		1-904	164-2024007549	99.54	2024
4		1-908	164-2024012482	92.82	2024
5		1-909	164-2024012492	92.82	2024
6	10th	1-1007-A	164-2024013369	98.87	2024
7		1-11007-B	164-2024013361	83.98	2024
8		1-1008	164-2024012490	92.82	2024
9		1-1009	164-2024013169	92.82	2024
10		1-1010	164-2024012950	92.82	2024
11		1-1011	164-2024013235	217.22	2024

SAVYA FINANCIAL CENTER					
	Floo	Unit No.	CCT No.	Area (sqm.)	Year Issued
12	12th	1-1206-B	164-2024013371	89.27	2024
13		1-1202	164-2022014431	99.97	2022
14		1-1203	164-2022014432	99.97	2022
15		1-1204	164-2022014433	99.97	2022
16		1-1205-A	164-2022017105	96.46	2022
17		1-1205-B	164-2022017106	99.46	2022
18		1-1207-A	164-2024013365	91.6	2024
19		1-1207-B	164-2024013363	78.31	2024
20		1-1208	164-2022014436	86.09	2022
21		1-1209	164-2022014437	86.09	2022
22		1-1210	164-2022014438	86.09	2022
23		1-1212-A	164-2024011652	102.46	2024
24		1-1212-B	164-2024011660	105.13	2024

BOARD OF DIRECTORS AND MANAGEMENT

The overall management and supervision of the Company is vested in its BOD. The Company's officers and management team cooperate with its BOD by preparing relevant information and documents concerning the Company's business operations, financial condition and results of operations for the review and action by the BOD. As of June 30, 2026, the BOD consisted of nine members, including two (2) independent directors in accordance with the requirements of the SRC.

Members of the Board of Directors

All of the Company's directors were elected at the Company's annual stockholders' meeting held last June 26, 2026 and will continue to serve as such until the next annual stockholders' meeting or until their successors have been duly elected and qualified. Information on each member of the Company's BOD as of the date of this Prospectus, including each director's term of office as a director and the period during which the director has served is set out in the table below.

Name	Age	Position in ALCO	Period	Citizenship
Ernest K. Cuyegkeng	80	Chairman/Regular Director	June 24, 2016-Present	Filipino
		Chairman/Independent Director	June 6, 2012 –June 24, 2016	
		Independent Director	May 21, 2007 –June 6, 2012	
Jaime C. González	80	Vice Chairman/Regular Director	August 1, 2016 – Present	Filipino
		President	March 1, 2017–-Present	
		Regular Director	June 6, 2012 – August 1, 2016	
		Chairman/Regular Director	May 21, 2007 –June 6, 2012	
Ricardo Gabriel T. Po	58	Vice Chairman/Regular Director	June 26, 2015–-Present	Filipino
		Regular Director	March 28, 2012 – June 26, 2015	
Jaime Enrique Y. González	49	Regular Director	June 24, 2011 – Present	Filipino
Christopher Paulus Nicholas T. Po	55	Regular Director	June 24, 2011– Present	Filipino
Cornelio S. Mapa, Jr.	60	Treasurer and Executive Vice President/Regular Director	June 25, 2021–-Present	Filipino
Hans B. Sicat	66	Independent Director	June 26, 2026 – Present	Filipino

Name	Age	Position in ALCO	Period	Citizenship
		Independent Director	June 30, 2017 –June 26, 2026	
Eleanor M. Hilado	63	Independent Director	June 26, 2026 – Present	Filipino
Ma. Rowena T. Tan	61	Independent Director	June 26, 2026 – Present	Filipino

Ernest K. Cuyegkeng, Filipino, is presently the Chairman and Director of Phelps Dodge Philippines. His other concurrent positions include President and Director of Seven Seas Resorts & Leisure and Sumifru Philippines, Prople, and KSA Realty. He is also a Trustee of Andres Soriano Foundation and is a member of the Makati Business Club, Management Association of the Philippines and Financial Executive Institute of the Philippines and is also the Treasurer of Columbia University Alumni Association of the Philippines. He holds a Bachelor of Arts degree in Economics and a Bachelor of Science degree in Business Administration, both from the De La Salle University. He also obtained a Master's degree in Business Administration from the Columbia Graduate School of Business in New York.

Jaime C. González, Filipino and a graduate of Harvard Business School (MBA) and De La Salle University in Manila with degrees in Bachelor of Arts in Economics (cum laude) and Bachelor of Science in Commerce (cum laude), is a visionary leader in the Philippine real estate industry, serving as ALCO's Vice Chairman and President since 2017. He is also the founder and Chairman of AO Capital Partners, a financial and investment advisory firm with headquarters in Hong Kong, originally a joint venture with AIG, New York. Mr. González has been involved with a number of other companies internationally, including as an independent director of Euromoney Institutional Investor PLC, a UK publicly listed media company. Apart from these, he was a Managing Director of a large US investment bank with regional responsibilities. He also held the position of Special Trade Negotiator at the Ministry of Trade and Industry in the Philippines and served as the Vice Chairman and President of the Philippine International Trading Corporation, the government's international trading arm. He was once a partner of SGV & Co. with a principal focus on assisting clients in establishing and arranging funding for projects throughout the Asian region. His dedication and passion extend beyond the realm of business. Mr. González is active in socio-cultural organizations such as the Philippine Map Collectors Society, where he is the President, the World President's Organization, and the International Wine and Food Society.

Jaime Enrique Y. González, Filipino, is currently the CEO of IPVI, the Philippines leading venture builder and accelerator. He is also the founder of IPVG Corp., Egames, and IP-Converge, Inc., which are all listed on the PSE. Enrique has spent the last two decades building leading internet, technology and telecom businesses in the Philippines which include leading data center provider that serviced Philippines, HK and Singapore. He has also invested in on-shore and undersea fiber optic cable networks and was the principal shareholder behind Prolexic Technologies (which was acquired by Akamai). He sits on the investment committee of several venture capital funds including Emissary Capital and is an active investor in the Southeast Asia technology eco-system. Enrique is committed to continuous learning. He went to Harvard Business School (Owner-President Management [OPM] Program), is a Kauffman Fellow and a London Business School alumni, and is also completing another Master's program with Tsinghua University. He allocates a fair amount of time to serve non-profit boards and to 'pay it forward'. He is on the board of Young Presidents' Organization (Philippines), Board of Trustees of Asia Society (Philippines), and serves on the board of the Harvard Business School OPM alumni of the Philippines.

Christopher Paulus Nicholas T. Po, Filipino, is the Executive Chairman of Century Pacific Food, Inc., a food company listed in the PSE. He concurrently serves as Chairman of Shakey's Pizza Asia Ventures, Inc., likewise a listed chain restaurant business, and is an independent director of Maya Bank, Inc. and a director of AB Capital and Investment Corporation. Prior to those roles, he was Managing Director for Guggenheim Partners, a U.S. financial services firm where he was in charge of the firm's Hong Kong office. Previously, he was a Management Consultant at McKinsey & Company working with companies in the Asian region. He also worked as the Head of Corporate Planning for JG Summit Holdings, a Philippine-based conglomerate with interests in food, real estate, telecom, airlines and retail. He graduated in 1991 from the Wharton School and College of Engineering of the University of Pennsylvania with dual degrees in Economics (finance concentration) and applied science (system engineering). He holds a Masters degree in Business Administration from the Harvard University Graduate School of Business Administration. He is a member of the Board of Trustees of the Ateneo de Manila University, serves as a Board member of the Child Protection Network as well as Asia Society Philippines, and is the President of the CPG-RSPo Foundation.

Cornelio S. Mapa, Jr., Filipino, presently the Treasurer and Executive Vice President of ALCO, oversees the Finance, IT, Strategic Procurement, Customer Accounts Management, Construction Cost Control, and Business Development Departments. He previously had several senior executive roles with the Gokongwei Group of companies and its subsidiaries until 2020. His last position was Senior Vice President, Investments and New Builds of JG Summit Holdings, Inc., a role he carried out concurrently as Executive Vice President for Corporate Strategy of Universal Robina Corporation ("**URC**"). He was also the Executive Vice President and Managing Director of the URC Branded Consumer Food Group and before then, he served as Senior Vice President at Robinsons Land Corporation, with the functional role of General Manager of the Commercial Centers Division. Prior to joining the Gokongwei Group of companies, he was Senior Vice President and Chief Financial Officer of Coca Cola Bottlers Philippines, including its subsidiaries, Cosmos Bottling and Philippine Beverage Partners. He was also Senior Vice President and Chief Financial Officer of La Tondeña Distillers, Inc. Mr. Mapa earned his Bachelor of Science degrees in Economics and International Finance from New York University, and obtained his Masters in Business Administration from International Institute for Management Development in Lausanne, Switzerland.

Ricardo Gabriel T. Po, Filipino, is the Vice Chairman of Century Pacific Food, Inc. ("**CNPF**"), and concurrently serves as Vice Chairman of Shakey's Pizza Asia Ventures, Inc. He was the Executive Vice President and Chief Operations Officer of CNPF from 1990 to 2006 and became the Vice Chairman of its Board of Directors in 2006. He graduated magna cum laude from Boston University with a Bachelor of Science degree in Business Management in 1990. He also completed the Executive Education Program (Owner-President Management Program) at Harvard Business School in 2000.

Hans Brinker Sicat, Filipino, is currently a Managing Director in Ares Management Corporation, a U.S. publicly listed alternative investment manager. Hans is with Ares' private equity group, which used to be known as Crescent Point. He has been a leader in the financial services industry for many years and was most recently the Country Manager and Managing Director of ING Bank in the Philippines, a post he occupied from 2017 to 2022. Prior to joining ING, he was the CEO of the PSE from 2011 to 2017 and was concurrent President & CEO of the Securities Clearing Corporation of the Philippines and a Director of the Philippine Dealing System Holdings Corporation, the country's Fixed Income Exchange. Mr. Sicat has been involved with various global and sectoral activities, and has been an Independent Director of a number of private firms in the Conglomerates, TMT and Real Estate spaces. He has been with the Young Presidents' Organization (YPO and YPO Gold) for nearly two decades, an active leader in different roles, including the Chairman for the Philippines' chapter, and a member of the regional South East Asian board and the country Executive Committee. He has also served as a Member of the Board of Directors of the Bankers Association of the Philippines ("BAP") and the Investment House Association of the Philippines ("IHAP"), serving as Committee Chairman for different roles. A mathematician and economist, Mr. Sicat has been a practitioner in the Global Capital Market for over three decades – he was an investment banker with Citigroup and its predecessor firms (Salomon Brothers & Citicorp Securities) in various roles in New York, Hong Kong and the Philippines, including the Country Board of Citigroup Philippines. He finished his coursework for Ph.D. Economics Program at the University of Pennsylvania, Philadelphia. He was conferred an Honorary Doctorate Degree in Business Administration by the Western University in Thailand. He earned his Master of Arts in Economics and Bachelor of Science in Mathematics at the University of the Philippines.

Eleanor M. Hilado, a seasoned banker by profession, has extensive senior leadership experience in corporate and investment banking and the Philippine capital markets, having led pioneering and complex financing and advisory transactions for major Philippine conglomerates and multinational companies. Most recently, from 2019 to 2025, she was an independent director of Cemex Holdings Philippines, a publicly listed company. She was also a member of its Audit Committee for the same period and served as Chairperson of the Nomination Committee from 2022 to 2025. Prior to this, she was Senior Vice President and Team Head at BDO Capital & Investment Corporation for 11 years from 2007 to 2018 where she was primarily responsible for originating and executing corporate finance deals, and ensuring attainment of revenue and income targets set by the Board of Directors of BDO Capital. At BDO Capital, Ms. Hilado led industry advocacy efforts to deepen the domestic bond markets by actively working with the Securities and

Exchange Commission and the Philippine Dealing and Exchange Corporation to, among others, simplify registration requirements for issuers of public securities on the one hand, and promoting investor education for publicly-issued debt and equity securities, on the other. Concurrently from 2002 to 2018, she also served as the President and Director of Armstrong Securities, Inc., a member broker of the Philippine Stock Exchange and one of three stock brokerage firms of the BDO Unibank Group. Following her work with Far East Bank and Trust Company, she thereafter held senior roles in PCI Capital Corporation, PCIBank Corporate Banking Group, and Development Bank of the Philippines' Institutional Banking Group. She obtained her Bachelor of Arts degree in Economics (*cum laude*) at the School of Economics, University of the Philippines, Diliman.

Ma. Rowena T. Tan is an architect and real estate professional with over three (3) decades of leadership experience in property development, advisory, and design. She is the co-founder and President of Kommuno Properties, Inc., a boutique firm developing progressive and sustainable communities for the modern Filipino market. She is likewise the founder and principal of RTT152 Property + Design Consultancy where she provides high-level advisory for developers and landowners, including Rockwell Land Corp., Colliers International, Menarco Development Corp., MERG Realty, and San Vicente Beachfront Holdings, Inc. She was Senior Vice President of Operations at Costa Del Hamilo, Inc. and Vice President and Project Group Head at Filinvest Land, Inc. Prior to this, she was with Edge Properties Development Corp. and Landco Pacific Corp. She was a project architect at Brennan Beer Gorman Monk Architects & Interior Designers, New York, as well as Turalba & Associates, Manila. She obtained her Bachelor of Science degree in Architecture at the University of the Philippines and earned her Master's degree in Real Estate Development from the New York University.

Other Directorship of Independent Directors

Name of Independent Director	Reporting Company and Year Appointed
Eleanor M. Hilado	• Independent Director, Cemex Holdings Philippines (June 2019 – May 2025) • Senior Vice President and Team Head, BDO Capital & Investment Corporation (June 2007 – February 2018) • President and Director, Armstrong Securities, Inc. (July 2002 – February 2018) • First Vice President, PCI Capital Corporation (May 1997 – May 2007) • Assistant Vice President and Division Head, PCIBANK Corporate Banking Group (December 1995 – March 1997) • Assistant Vice President and Deputy Division Head, PCIBANK Corporate Banking Group (August 1991 – December 1995)
Ma. Rowena T. Tan	• Co-founder and President, Kommuno Properties, Inc. (August 2017 to present) • Founder and Principal, RTT152 Property + Design Consultancy (January 2004 to present) • Consultant, Edge Properties Development Corp. (January 2024 to present) • Senior Vice President of Operations, Costa Del Hamilo, Inc. (March 2011 – July 2017) • Vice President and Project Group Head, Filinvest Land, Inc. (February 2007 – February 2011) • General Manager and Executive Committee Member, Edge Properties Development Corp. (October 1999 – December 2003) • Project Director and Executive Committee Member, Landco Pacific Corp. (October 1995 – September 1999) • Director, Landco Planning & Design Management Group, Landco Pacific Corp. (January 1999 – September 1999)

SECURITY OWNERSHIP OF CERTAIN RECORD AND BENEFICIAL OWNERS AND MANAGEMENT

As of June 30, 2026, the following are persons directly or indirectly in the record and/or beneficial owner of more than five percent (5%) of any class of the Company's voting securities:

Title of Class	*Name and Address of Record Owners, Relationship with Issuer*	*Name of Beneficial Owner and Relationship to Record Owner*	*Citizenship*	*Number of Shares*	*% Held*
Common	CPG Holdings, Inc. *Stockholder* Suite 701-706, 7th Floor, Centerpoint Condominium, J. Vargas corner GarnetRoad, Ortigas Center,Pasig City	Christopher Paulus Nicholas T. Po, *Stockholder* Leonardo Arthur T. Po, *Stockholder* Teodoro Alexander T. Po, *Stockholder* Ricardo Gabriel T. Po, *Stockholder*	Filipino	2,017,619,910 Direct 125,000,000 Indirect[28]	40.289
Common	AO Capital Holdings 1, Inc. *Stockholder* 7/F Arthaland CenturyPacific Tower, 5th Avenue corner 30th Street, Bonifacio Global City, Taguig City	Jaime C. González, *Stockholder*	Filipino	1,383,730,000 Direct	26.019

As of June 30, 2026, PCD Nominee Corporation (Filipino) is the holder of 1,590,425,134 Common shares, or 29.9059% of the total issued and outstanding Common shares of Arthaland.

ALCO is not aware of any voting trust agreements involving its shares.

SECURITY OWNERSHIP OF MANAGEMENT

As of date of this Prospectus, there are no shares held or acquired beneficially by any of the directors and executive officers of ALCO other than the following:

Title of Class	*Name and Position of Record Owners*	*Citizenship*	*Amount & Nature of Ownership*	*% of Class*
Common	**Ernest K. Cuyegkeng** *Chairman of the Board*	Filipino	1 Direct and Beneficial Owner	0.00 %

[28] Lodged with the PCD Nominee Corporation.

Title of Class -----------	*Name and Position of Record Owners* -------------------------------	*Citizenship* -------------	*Amount & Nature of Ownership* -----------------	*% of Class* ----------
Common	**Jaime C. González** *Vice Chairman and President*	Filipino	76,715,151 Direct and Beneficial Owner	1.44 %
Common	**Jaime Enrique Y. González** *Director*	Filipino	1 Direct and Beneficial Owner	0.00 %
Common	**Cornelio S. Mapa, Jr.** *Treasurer and Executive Vice President*	Filipino	1 Direct and Beneficial Owner	0.00 %
Common	**Christopher Paulus Nicholas T. Po** *Director*	Filipino	1 Direct and Beneficial Owner	0.00 %
Common	**Ricardo Gabriel T. Po** *Vice Chairman*	Filipino	1 Direct and Beneficial Owner	0.00 %
Common	**Hans B. Sicat** *Director*	Filipino	1 Direct and Beneficial Owner	0.00 %
Common	**Eleanor M. Hilado** *Director*	Filipino	1 Direct and Beneficial Owner	0.00 %
Common	**Ma. Rowena T. Tan** *Director*	Filipino	1 Direct and Beneficial Owner	0.00 %
None	**Riva Khristine V. Maala** *Corporate Secretary, General Counsel, and Compliance Officer*	Filipino	0	N.A.
None	**Margeline C. Hidalgo** *Assistant Corporate Secretary and Senior Legal Counsel*	Filipino	0	N.A.
		TOTAL	**76,715,159 shares**	

Except as disclosed above, none of the Company's other executive officers or department managers own shares directly or indirectly in the Company. Their ownership in the Company is limited to those indicated in the foregoing.

VOTING TRUST HOLDERS

There are no voting trust holders registered in the books of Company.

Executive Officers and Significant Employees

In addition to the directors listed above, the following are the names, ages and citizenship of the Company's executive officers and significant employees elected and appointed as of the date of this Prospectus.

Name	Age	Position	Years Served in the Company	Citizenship
Riva Khristine V. Maala	54	Corporate Secretary and General Counsel	February 08, 2017 – Present	Filipino
		Compliance Officer	March 1, 2017 – Present	
		Assistant Corporate Secretary/ Corporate Information Officer	May 21, 2007 – February 7, 2017	
		Vice President - Investor Relations Officer	October 1, 2012 – February 7, 2017	
		Compliance Officer	March 1, 2017 – Present	
Sheryll P. Verano	49	Executive Vice President and Investor Relations Officer	December 18, 2025 - Present	Filipino
		Senior Vice President - Head Strategic Funding and Investments, Corporate Planning and Investor Relations Officer	March 21, 2018 – December 18, 2025	
		Vice President - Head of Strategic Funding and Investments, Corporate Planning and Investor Relations Officer	February 8, 2017 – March 21, 2018	

Name	Age	Position	Years Served in the Company	Citizenship
		Vice President - Head, Strategic Funding and Investments	July 1, 2016 – February 8, 2017	
Oliver L. Chan	45	Executive Vice President	December 18, 2025 – Present	Filipino
		Senior Vice President - Head of Sales Operations and Project Marketing and Leasing Operations	March 21, 2018 – December 18, 2025	
Leilani G. Kanapi	52	Vice President	March 21, 2018 – Present	Filipino
Marivic S. Victoria	54	Chief Finance Officer	October 1, 2022 – Present	Filipino
		Deputy Chief Finance Officer	January 3, 2022 – September 30, 2022	
Joseph R. Feliciano	56	Audit and Risk Head	August 17, 2020 – Present	Filipino
Alex D. Miguel	62	Vice President	April 15, 2024 – Present	Filipino
Felix Cicero C. Tiukinhoy	54	Vice President	August 1, 2023 – Present	Filipino
		Anti-Money Laundering Council Compliance Officer	January 1, 2024 - June 30, 2025	
Maria Elena M. Fajardo	43	Vice President	October 25, 2023 – Present	Filipino
Gerard Vincent Casanova	42	Information and Business Technology Head and Data Privacy Officer	February 1, 2024 – Present	Filipino
Margeline C. Hidalgo	38	Assistant Corporate Secretary	June 24, 2022 – Present	Filipino

The business experiences covering the past five years of the Company's executive officers and significant employees who are expected to make a significant contribution to the business of ALCO are described below.

Riva Khristine V. Maala, Filipino, holds a Bachelor of Arts degree in Philosophy (*cum laude*) and a Juris Doctor degree, both from the University of the Philippines. She was an Associate Attorney of Fortun Narvasa and Salazar Law Offices before working in the banking industry for eleven years as documentation lawyer, among others. Atty. Maala became ALCO's Head of Legal Affairs and Investor Relations on October 1, 2012, and likewise acted as its Assistant Corporate Secretary and Corporate Information Officer until February 8, 2017 when she was appointed as Corporate Secretary and General Counsel. Atty. Maala has been performing the responsibilities of ALCO's Compliance Officer since she was first appointed as its Assistant Corporate Secretary in May 2007, having assisted ALCO's previous compliance officers on their tasks as such. Her appointment as ALCO's Compliance Officer was formalized on June 27, 2025.

Sheryll P. Verano, Filipino, is the Executive Vice President who heads Strategic Funding & Investments and Corporate Planning and is ALCO's Investor Relations Officer. She is a finance professional with over 25 years-experience in financial advisory, debt and equity capital raising, debt restructuring and mergers and acquisitions. Prior to joining ALCO in June 2016, she was Associate Director in American Orient Capital Partners (Philippines) and was with the Global Corporate Finance group of SGV and Co. She received her CFA Charter in 2006 and was one of the topnotchers in the 1999 CPA Board Exams. She graduated cum laude from the University of the Philippines with a Bachelor of Science degree in Business Administration and Accountancy.

Oliver L. Chan, Filipino, is the Executive Vice President who heads Sales and Leasing Operations, Project Marketing, and Management and Project Services. He is a mechanical engineer who obtained his degree from the University of Santo Tomas. Prior to joining ALCO in 2008, he was the Property Manager of Ayala Property Management Corporation who handled the operations of Ayala Land Inc.'s premiere retail and recreation centers, namely, the Greenbelt complex, Ayala Museum, San Antonio Plaza in Forbes Park and the retail spaces at The Residences at Greenbelt. Because of his strong customer service background, he is concurrently the President of Arthaland Prestige Property Solutions, Inc. (formerly Emera Property Management, Inc.), the property management arm of ALCO, and effective October 16, 2022, he was appointed as ALCO's Chief Sustainability Officer.

Marivic S. Victoria, Filipino, was appointed as Chief Finance Officer on October 1, 2022. She is a seasoned executive with more than two (2) decades of experience in Finance, Controllership, Audit and Taxation. Prior to joining ALCO as Deputy Chief Finance Officer on December 15, 2021, she was the Treasurer and CFO of the Philippine office of Capmark Financial Group and Elite Union Group. She started her career in SGV and Company. She is a Certified Public Accountant who obtained her MBA from the joint program of Ateneo de Manila University and Regis University. She completed the Executive Development Program of the Wharton School of the University of Pennsylvania and attended the training on Circular Economy and Sustainability Strategies of the Judge Business School of the University of Cambridge.

Joseph R. Feliciano, Filipino, is the Audit and Risk Head of ALCO. He obtained from Far Eastern University his Bachelor of Science degree in Commerce major in Accounting (*cum laude*). He also earned several units of his Master's degree in Business Administration from the De La Salle University-Graduate School of Business. Mr. Feliciano is a seasoned internal audit professional with more than 25 years work experience. He is a Certified Internal Auditor ("**CIA**") and Certified Public Accountant ("**CPA**"). Prior to joining ALCO, he was the Head of Internal Audit of TrueMoney Phils. He was also previously the Regional Audit Manager for the Asian region of VisionFund International and the Country Audit Head of Sun Life of Canada. He held key audit positions in companies such as Sumisho (subsidiary of Sumitomo Corporation of Japan), Citigroup, ABS-CBN and Manulife. He has recently been elected as a member of the Board of Trustees of the Institute of Internal Auditors ("**IIA**")-Phils for 2023-2024. IIA is a global institute that has a network of affiliates serving members in the fields of internal auditing, risk management, governance, internal control, IT audit, education, security, and management. He has experience in controllership and finance.

Leilani G. Kanapi, Filipino, joined ALCO in March 2008 initially as part of the Technical Services team. She was eventually appointed as Vice President and tasked to head the Strategic Procurement Department in

August 2009. She worked previously with Rockwell Land Corporation where she took on roles in Estate Management, Handover and Project Development. Prior to that, she was with CB Richard Ellis as Business Development and Operations Manager for the Property and Facilities Management Group. Ms. Kanapi graduated from the University of Santo Tomas with a Bachelor of Science degree in Civil Engineering and obtained a Master's degree in Business Administration from Pepperdine University, USA where she also had the opportunity to join the Student Exchange Program in Marseille, France. She has been one of the representatives of Arthaland to the Philippine Green Building Council since 2010. She has also been elected a member of its Board of Trustees for three (3) consecutive years now.

Alex D. Miguel, Filipino, is the Vice President who heads Construction Management. He is a graduate of the Holy Angel University in Angeles City, Pampanga, with a Bachelor of Science degree in Civil Engineering. He has more than 36 years of work experience in Construction Management, specifically estate development and residential and commercial construction for vertical and horizontal projects. He worked previously with D.M. Consunji, Inc., Makati Development Corporation, Alveo Land Corporation, Taft Property Ventures & Development Corporation, Federal Land, and most recently, Shang Properties, Inc.

Felix Cicero C. Tiukinhoy, Filipino, was appointed as Vice President and oversees Customer Account Management and Construction Cost and Management. He finished his formal education from De La Salle University with an Economics Degree. He took up his Master's degree in Business Management from the Asian Institute of Management. Prior to joining ALCO, he was the Group CFO of Taft Property Ventures Development Corp. and Midland Development Corp., and, previous to that, the Group Head of their Customer Account Management.

Maria Elena M. Fajardo, Filipino, was appointed as Vice President to head Human Resources and Administration on October 25, 2023. She finished her Bachelor of Arts degree in Political Science with a major in International Relations and Economics, from the University of the Philippines. She took up her Bachelor of Laws degree from San Beda University and is currently doing her Executive MBA at the Asian Institute of Management. Ms. Fajardo worked with the Philippine franchise of a Singapore-based educational institution, Informatics Holdings Philippines, Inc., in 2011, and joined Taft Property Development Corp., the real-estate arm of VICSAL Holdings Corp. of the Gaisano group of companies, in 2015. Prior to joining ALCO, she was the Human Resource Director for Total Rewards and Learning and Organizational Development of PTC Holdings Corp.

Gerard Vincent Casanova, Filipino, was appointed as Information and Business Technology (IT) Head and ALCO's Data Privacy Officer effective on February 1, 2024 following the retirement of Mr. Clarence P. Borromeo on January 31, 2024. He graduated from the De La Salle University where he took up Bachelor of Science in Computer Science. Before joining ALCO in 2021 as Deputy Head of the Department, he worked for SM Investments Corporation, Royal Caribbean Cruises, Star Cruises and Ayala Corporation. He is a results-oriented professional with over 17 years of experience in the field of information technology in different industries and has extensive expertise in product and project management.

Margeline C. Hidalgo, Filipino, holds a Bachelor of Science degree in Economics (*cum laude*) and a Juris Doctor degree, both from the University of the Philippines. She was an Associate Attorney of Angara Abello Concepcion Regala & Cruz Law Offices before working at Bank of Commerce as Legal Officer and subsequently at CBRE GWS Business Support Services Philippines, Inc. as Commercial Counsel for the Asia Pacific region. She joined ALCO in January 2020 and is currently its Assistant Corporate Secretary.

The directors and officers of ALCO believe that good corporate governance is a necessary component of a sound and strategic business management and therefore, undertake every effort necessary to create awareness of this policy and of ALCO's Manual of Corporate Governance (hereinafter, the "Manual") within the entire organization.

ALCO believes that compliance with the principles of good corporate governance starts with its BOD but to ensure adherence to corporate principles and best practices as stated in the Manual and pertinent laws and regulations of the SEC and the PSE, the BOD designated a Compliance Officer tasked to monitor compliance and he reports directly to the BOD.

ALCO recognizes that the most cogent proof of good corporate governance is that which is visible to the eyes of its investors. At the minimum, ALCO provides its shareholders, minority or otherwise, all rights granted to them under the law, particularly the Revised Corporation Code of the Philippines (the "Corporation Code"), with the exception of pre-emptive rights. The reports or disclosures required under the Manual and by the SEC and the PSE, including any and all material information that could potentially affect share price, are prepared and submitted through relevant corporate officers of ALCO.

The Company likewise safeguards the independence of its auditors, financial analysts, investment banks, and other relevant third parties through the following measures:

Auditors	Financial Analysts	Investment Banks
Strict observance of rotation requirement	Public disclosure of all financial information as approved by the Audit Committee	Public disclosure of all financial information as approved by the Audit Committee
Access to management	Access to management	Access to management

Manual on Corporate Governance

The Company first adopted a Manual of Corporate Governance (the "**Manual**") in December 2002, which was amended on July 23, 2014, May 31, 2017, May 6, 2020, May 3, 2023[29], and most recently on 18 December 2025 whereby the Governance and Nomination Committee was given the additional function of approving the annual Sustainability Report filed with regulators.

The Manual has been submitted to the SEC in compliance with Revised Code of Corporate Governance, SEC Memorandum Circular No. 6, Series of 2009, and SEC Memorandum Circular No. 9, Series of 2014.

The Company's policy of corporate governance is based on its Manual, which provides that it shall institutionalize the principles of good corporate governance in the entire organization. The Manual also provides that, to the extent applicable, it shall also serve as a guide in the management and operations of the Company's operating subsidiaries. The BOD periodically reviews its performance to determine the level of compliance of the Board and Senior Management with the Manual and the necessary steps required to improve.

ALCO's Code of Conduct ("**Code**") (which deals with conflict of interest, business and fair dealing, receipt of gifts from third parties, compliance with laws and regulations, trade secrets, nonpublic information, company assets, and employment/labor policies, among others) is part of the orientation of newly hired employees regardless of rank. Each new employee is given a copy of this Code and a letter-agreement he or she must sign to signify his or her undertaking to comply with its provisions. Any violation of any provision of this Code is essentially determined through periodic activities carried out by ALCO's Human Resources Department, reports submitted by the employees themselves, and performance meetings with managers. Disciplinary measures taken are commensurate with the seriousness of the offense and comply with the Labor Code of the Philippines.

Insofar as the directors, the Manual is clear that a director's office is one of trust and confidence. Having vetted his or her qualifications, the Governance and Nomination Committee ensures that ALCO directors shall at all times act in a manner characterized by transparency, accountability and fairness.

As of the date of this Prospectus, ALCO has substantially complied with the Manual and there is no deviation therefrom.

ALCO continuously improves the corporate governance within the organization as the need arises by coming out with policies on specific items addressed in the Manual. For 2022, the Board approved the Risk Management Framework of the Company, the Insider Trading Policy, the Whistle Blowing Policy, and the Manual on Anti-Money Laundering. In 2024 and 2025, the Company approved its Data Privacy Policy, Manual on Data Privacy, and Anti-Money Laundering Institutional Risk Assessment Framework. The

[29] The term of the External Auditor was amended in Item 6.B of the Manual which now reads "The External Auditor shall be rotated or changed every seven (7) years or earlier, or the signing partner of the auditing firm assigned to the Corporation, should be changed with the same frequency."

Company also holds townhalls and group sessions among its employees to disseminate these policies for proper implementation.

Independent Directors

The Manual provides that the BOD shall have at least two independent directors or such number that constitutes 20% of the total number of directors of the BOD pursuant to the Company's Articles of Incorporation, whichever is lesser, but in no case less than two (2). During the Annual Stockholders' Meeting of the Company on June 27, 2025, Mr. Hans B. Sicat and Ms. Denise Loreena V. de Castro were elected as independent directors for the term 2025 to 2026. However, on April 8, 2026, Ms. De Castro passed away. Following Section 22 of the Revised Corporation Code that independent directors must be elected by the stockholders present or entitled to vote *in absentia* during the election of directors, two (2) independent directors are to be elected during the scheduled Annual Stockholders Meeting on June 26, 2026.

In addition, the Manual directs that independent directors should always attend board meetings, but their absence shall not affect the quorum requirement. However, the BOD may, to promote transparency, require the presence of at least one independent director in all its meetings.

Independent directors must be independent of management and free from any business or other relationship with the Company which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director and possesses the necessary qualifications and none of the disqualifications for an independent director as provided by the By-laws of the Corporation.

COMMITTEES OF THE BOARD

The BOD has constituted certain committees to effectively manage the operations of the Company. The Company's committees include the Executive Committee, Governance and Nomination Committee, Stock Option and Compensation Committee, and Audit and Risk Committee. A brief description of the functions and responsibilities of the key committees are set out below:

Executive Committee

The Executive Committee is the body to which the BOD may delegate some of its powers and authorities which may lawfully be delegated. It shall be composed of the Chairman, the President and CEO, the Chief Finance Officer and such other officers of the Company as may be appointed by the BOD. The Executive Committee shall adopt and observe its own internal procedures and conduct of business.

The Executive Committee is composed of: Jaime C. González as Chairman, Ricardo Gabriel T. Po as Vice Chairman, and Jaime Enrique Y. González, Cornelio S. Mapa, Jr., and Christopher Paulus Nicholas T. Po as members.

Governance and Nomination Committee

The Governance and Nomination Committee was established by the BOD to assist in developing and maintaining the corporate governance policies of ALCO and providing oversight on the governance affairs of the BOD and ALCO; and in implementing the nomination policies, including overseeing the evaluation of (1) the members of the BOD, at least once a year, and (2) the senior management (those with the rank of Vice President and higher). The Committee is composed of at least three members of the BOD, one of whom must be an independent director.

The present members of the Committee are Ricardo Gabriel T. Po as Chairman and Hans B. Sicat and Eleanor M. Hilado as members.

Stock Option and Compensation Committee

The Stock Option and Compensation Committee is composed of at least three members of the BOD, one of whom must be an independent director. The Stock Option and Compensation Committee shall, among others, establish a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture, strategy, and control environment.

The Stock Option and Compensation Committee is composed of: Jaime C. González as Chairman and Ricardo Gabriel T. Po and Ma. Rowena T. Tan as members.

Audit and Risk Committee

The Audit and Risk Committee shall be composed of at least three members of the BOD, at least two of whom shall be independent directors, including the Chairman thereof, and preferably all members shall have accounting, auditing or related financial management expertise or experience. Each member should have adequate understanding at least or competence at most of the Company's financial management system and environment.

The Audit and Risk Committee shall, among others, assist the BOD in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process and monitoring of compliance with applicable laws, rules and regulations. It shall also review the quarterly, half-year and annual financial statements before their submission to the BOD, with particular focus on: (a) any change/s in accounting policies and practices; (b) major judgmental areas; (c) significant adjustments resulting from the audit; (d) going concern assumptions; (e) compliance with accounting standards; and (f) compliance with tax, legal and regulatory requirements. The Committee also supports the BOD in establishing an enterprise risk management framework for ALCO and its subsidiaries and affiliates. It oversees their respective risk appetites, and identifies, evaluates and mitigates relevant risks affecting them. The Committee is tasked to monitor and approve the overall risk policies and associated practices of ALCO and its related interests.

The Audit and Risk Committee is composed of: Eleanor M. Hilado as Chairman and Hans B. Sicat and Ma. Rowena T. Tan and as members.

Family Relationships

With the exception of brothers Ricardo Gabriel T. Po and Christopher Paulus Nicholas T. Po, and father and son Jaime C. González and Jaime Enrique Y. González, the abovementioned incumbent directors and executive officers of ALCO are not related to each other, either by consanguinity or affinity.

Involvement in Certain Legal Proceedings

To the best of the Company's knowledge and except as otherwise disclosed in the succeeding section on **Directors and Executive Officers & Key Persons – Involvement in Certain Legal Proceedings**, there has been no occurrence of any of the following events during the past five years up to the date of this Prospectus, which are material to an evaluation of the ability or integrity of any director, any person nominated to become a director, executive officer or control person of the Company:

1. Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

2. Any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;

3. 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

4. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC 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.

Directors and Executive Officers & Key Persons – Involvement in Certain Legal Proceedings

One director and an officer of the Company are currently parties to legal proceedings which directly do not involve neither the Company nor their acts as such director and officer of the Company, but which are nevertheless discussed below. There are no final resolutions on these proceedings at this time. The Company believes that the involvement of these director and officer in the said proceedings is not material to an evaluation of the ability or integrity of such person to become a director, executive officer, or control person of the Company.

1. In 2013, the Philippine Deposit Insurance Corporation ("**PDIC**") had filed one and the same complaint against Mr. Jaime C. González, among other former officers of then Export and Industry Bank ("**EIB**"), before (a) the Department of Justice ("**DOJ**"), and (b) the Bangko Sentral ng Pilipinas ("**BSP**") for violation of Section 21 (f)(4) and (f)(10) of Republic Act (R.A.) No. 3591, and Sections 55, 56 and 66 of R.A. No. 8791 in relation to Section 36 of R.A. No. 7653. PDIC alleged that the respondents committed acts which constituted doing business in an unsafe and unsound manner, essentially having concealed from PDIC the engagement as EIB's financial advisor of a company which Mr. González was an officer of, while simultaneously being an officer of EIB. All respondents denied PDIC's accusation and submitted documentary evidence that there was in fact full disclosure to all concerned parties and there was no directive issued by PDIC prohibiting the said engagement.

   In 2014, the DOJ found no probable cause to hold Mr. González and his co-respondents liable for the charges of PDIC against them and dismissed the complaint. PDIC's Motion for Reconsideration was likewise denied. PDIC filed a Petition for Review before the Secretary of Justice which was denied on 18 February 2025. PDIC filed its Motion for Reconsideration of said denial on 10 March 2025 and the same remains pending to date.

   In March 2016, PDIC filed a civil complaint for sum of money against Mr. González, among others, arising from the same set of allegations and circumstances stated in the above complaint PDIC filed with the DOJ and the BSP, i.e. that Mr. González and his co defendants committed fraud with the concealment of the engagement as EIB's financial advisor of the company which Mr. González was an officer of, and demanded from the defendants the return of the payment made by EIB to a third party. The individual defendants denied PDIC's assertions and presented evidence that there was full disclosure of the questioned transaction given that a PDIC officer was a member of EIB's Board of Directors at the time. On 12 November 2021, the trial court denied plaintiff PDIC's application for preliminary attachment without prejudice to further evidence that may be presented in the trial proper to prove the alleged fraud. The complaint was dismissed altogether on 02 April 2025 as PDIC failed to prove its cause of action with clear and convincing evidence. PDIC only established that EIB paid the whole amount to a third party but did not present evidence that any portion of such amount was thereafter paid to the defendants.

   Insofar as the administrative case before the BSP, in a Resolution dated 13 June 2019, the Monetary Board approved the report prepared by the Office of the General Counsel and Legal Services finding Mr. González, among others, administratively liable for violation of banking laws and imposing upon him a fine of P20,000.00. Mr. González filed a Motion for Reconsideration on 09 July 2019 and paid the fine under protest, i.e., without abandoning his Motion for Reconsideration or waiving his legal right to question the Monetary Board Resolution before the proper courts and eventually claim reimbursement for the payment of the fine should said Resolution be set aside. BSP denied the Motion on 07 February 2020, hence, Mr. González filed a Petition for Review before the Court of Appeals. In a Joint Decision dated 15 November 2023, BSP's Resolution dated 13 June 2019 was reversed and set aside, and the Court of Appeals declared that the mere fact that Mr. González and his co-respondents were members of the Board and/or corporate officers of EIB would not conclusively and sweepingly make them administratively liable in the absence of proof that their actions are without justifiable basis and are prompted by manifest partiality, evident bad faith or gross inexcusable negligence. PDIC filed a Motion for Reconsideration in December 2023 which was denied in a Resolution dated 04 April 2024. PDIC filed a Petition for Review on Certiorari under Rule 45 of the Rules of Court before the Supreme Court on 03 June 2024. The same remains pending resolution to date.

2. In 2015, PDIC filed one and the same complaint against Mr. González, Ms. Angela de Villa Lacson (Arthaland's former President and CEO), Mr. Froilan Q. Tejada (Arthaland's former Chief Finance Officer), and Ms. Riva Khristine V. Maala (Arthaland's Assistant Corporate Secretary at the time), among other former officers of EIB, (a) before the DOJ for violation of Article 315 of the Revised Penal Code in relation to Presidential Decree No. 1689, and of Section 21(f)(10) of R.A. No. 3591, as amended, and (b) before the BSP for violation of Section 37 of R.A. No. 7653. PDIC alleged that the respondents conspired and fraudulently caused EIB to make advances in favor of Arthaland for the alleged purchase by Arthaland of one of EIB's non-performing assets in the sum of P13 million. All respondents denied PDIC's charges against them in their respective counter-affidavits.

   In March 2017, the DOJ charged Mr. González and Ms. Maala, among other respondents in this case, for violation of Sec. 21(f)(10) of R.A. No. 3591, as amended, while the charges for the violation of Article 315 of the Revised Penal Code in relation to Presidential Decree No. 1689 were dismissed. Mr. González and Ms. Maala filed their respective Motions for Partial Reconsideration in December 2018, and in February 2019, the DOJ dismissed altogether the criminal complaint against the respondents for violation of Sec. 21(f)(10) of R.A. No. 3591, as amended. PDIC filed a Petition for Review of the said dismissal before the Office of the DOJ Secretary on 14 May 2019 and there is no decision on the matter to date.

   On the other hand, in May 2017, the BSP issued a Decision formally charging Mr. González, Ms. Maala and the other respondents for committing irregularities under Section 37 of R.A. No. 7653 and unsafe or unsound banking practices under Section 56 of R.A. No. 8791 in relation to Section 37 of R.A. No. 7653. On 11 July 2024, the BSP issued Resolution No. 808 dismissing the administrative charges against Ms. Maala but held Mr. González and other respondents liable and imposed on each of them a fine of P20,000.00 and the penalty of suspension if the offender is a director or officer of a bank, quasi-bank or trust entity9. After BSP denied the respondents' Motion for Reconsideration on 28 November 2024, they filed on 20 December 2024 a Petition for Review under Rule 43 of the Rules of Court with an Urgent Application for Temporary Restraining Order and/or Writ of Preliminary Injunction which remains pending to date.

EXECUTIVE COMPENSATION

Compensation of Directors and Executive Officers

Section 10, Article III of ALCO's By-laws provides that the "BOD is empowered and authorized to fix and determine the compensation of its members, including profit sharing and other incentives, subject to the limitations imposed by law." The directors are paid a per diem only for every Board or committee meeting attended.

Beginning June 2016, the per diem given to each director for each meeting of the Board (special or regular) attended was increased to ₱75,000.00 for independent directors and ₱10,000.00 for regular directors, except for the Chairman of the Board who receives ₱100,000.00. In May 2023, the per diem for regular directors was increased to ₱15,000.00 for each Board meeting attended.

Each director is also paid a per diem for each committee meeting he attends, of which he is a member. The per diem for committee meetings was also increased from ₱2,500.00 to ₱7,500.00 in May 2023. These committees are the Executive Committee, the Audit and Risk Committee, the Stock Option and Compensation Committee, and the Governance and Nomination Committee.

The current members of ALCO's various committees are:

Audit and Risk Committee	Eleanor M. Hilado, Chairman Hans B. Sicat Ma. Rowena T. Tan

Stock Option and Compensation Committee	Jaime C. González, Chairman Ricardo Gabriel T. Po Ma. Rowena T. Tan
Governance and Nomination Committee	Ricardo Gabriel T. Po, Chairman Eleanor M. Hilado Hans B. Sicat
Executive Committee	Jaime C. González, Chairman Ricardo Gabriel T. Po, Vice Chairman Jaime Enrique Y. González Christopher Paulus Nicholas T. Po Cornelio S. Mapa, Jr.

Section 7, Article IV, in turn, provides that the "Chairman, or such other officer(s) as the BOD may authorize, shall determine the compensation of all the officers and employees of the Corporation xxx." Executive directors are also paid a salary and bonus.

The compensation of ALCO's directors for last year and for the period ending December 31, 2025 is as follows:

Name of Director	2025 (₱)	2024 (₱)
Ernest K. Cuyegkeng	1,200,000.00	1,000,000.00
Jaime C. González	180,000.00	187,500.00
Jaime Enrique Y. González	135,000.00	150,000.00
Cornelio S. Mapa, Jr.	180,000.00	135,000.00
Christopher Paulus Nicolas T. Po	180,000.00	165,000.00
Ricardo Gabriel T. Po	135,000.00	180,000.00
Hans B. Sicat	892,500.00	810,000.00
Andres B. Sta. Maria	975,000.00	892,500.00
Denise Loreena V. de Castro	952,500.00	907,500.00
Total	**4,830,000.00**	**4,427,500.00**

The compensation of ALCO's officers and other employees for the last two years is as follows:

2025

	Salary[30]	Bonus	Others
Executives[31] includes Jaime C. González, *Vice Chairman and President*, and the four highest compensated officers: i. Cornelio S. Mapa, Jr., *Treasurer and Executive Vice President* ii. Christopher G. Narciso[32], *Executive Vice President* iii. Sheryll P. Verano, *Head, Strategic Funding and Investments*, and	₱145.17M	None	None

[30] Rounded-off.
[31] Includes all employees with the rank of Vice President and higher.
[32] Resigned as of 12 January 2026.

	Salary[30]	Bonus	Others
iv. Marivic S. Victoria, *Chief Finance Officer*			
Officers (As a group unnamed)[33]	₱125.86M	₱8.32M	None

2024

	Salary[34]	Bonus	Others
Executives[35] includes Jaime C. Gonzalez, *Vice Chairman and President*, and the four highest compensated officers: i. Cornelio S. Mapa, Jr., *Treasurer and Executive Vice President* ii. Christopher G. Narciso, *Executive Vice President* iii. Sheryll P. Verano, *Head, Strategic Funding and Investments*, and iv. Marivic S. Victoria, *Chief Finance Officer*	₱136.10M	₱18.39M	None
Officers (As a group unnamed)[36]	₱106.47M	₱13.89M	None

Estimated Compensation for 2026 (Collective)

	Salary[37]	Bonus	Others
Directors and Executives	₱149.13M	None[38]	None
Officers (As a group unnamed)	₱134.59M		

Standard Arrangement/Material Terms of Any Other Arrangement/Terms and Conditions of Employment Contract with Above Named Corporate/Executive Officers

There are no other standard arrangements, material terms of any other arrangements, terms and conditions of employment contracts with above-named corporate and executive officers for the past three (3) fiscal years.

Certain Legal Proceedings

This section applies to:

- The issuer, its subsidiaries and affiliates
- All Directors and Officers of the Issuer
- All Beneficial Owners of 10% or more of the Issuer's outstanding voting equity and
- All Promoters of the Issuers

a) Have any of the above-listed persons filed or was the subject of any bankruptcy petition filed by or against any business of which such person was a general partner or executive either at the time of the bankruptcy or within two (2) years prior to that time. [ ] Yes [✓] No

[33] Includes all employees with the rank of Manager up to Senior Assistant Vice President.
[34] Rounded-off.
[35] Includes all employees with the rank of Vice President and higher.
[36] Includes all employees with the rank of Manager up to Senior Assistant Vice President.
[37] Rounded-off.
[38] Whether bonuses will be given in 2026 is uncertain at this time.

b) Have any of the above-listed persons been named as the subject of a pending felony or misdemeanor criminal proceeding excluding traffic violations or other minor offenses not related to fraud or a financial crime? [✓] Yes [ ] No

Please refer to **Directors and Executive Officers & Key Persons – Involvement in Certain Legal Proceedings** in page 103.

c) Have any of the above-listed persons been the subject of an order, judgment, decree, sanction or administrative findings imposed by any government agency, administrative agency, self-regulatory organization, civil court, or administrative court in the last five (5) years related to his or her involvement in any type of business, securities, insurance, or banking activity? [✓] Yes [ ] No

Please refer to **Directors and Executive Officers & Key Persons – Involvement in Certain Legal Proceedings** in page 103.

d) Are any of the above-listed persons the subject of a pending civil, administrative, or self-regulatory action related to his or her involvement in any type of business, securities, insurance, or banking activity? [✓] Yes [ ] No

Please refer to **Directors and Executive Officers & Key Persons – Involvement in Certain Legal Proceedings** in page 103.

e) Has any civil action, administrative proceeding, or self-regulatory proceeding been threatened against any of the above-listed persons related to his or her involvement in any type of business, securities, insurance or banking activity? [ ] Yes [✓] No

Litigation

f) The Issuer (select all that apply):

N/A	Has been involved in litigation or subject to administrative action in the last five (5) years that has had a material effect upon the Issuer's business, financial condition or operations
N/A	Has pending litigation or administrative action that may have a material effect upon the Issuer's business, financial condition, or operations
N/A	Is currently threatened by litigation or administrative action that may have a material effect upon the Issuer's business, financial condition, or operations
✓	None of the above

Family Relationship

g) Describe any family relationships up to the fourth civil degree either by consanguinity or affinity among directors, executive officers, or persons nominated or chosen by the registrant to become directors or executive officers.

With the exception of brothers Ricardo Gabriel T. Po and Christopher Paulus Nicholas T. Po, and father and son Jaime C. González and Jaime Enrique Y. González, there are no incumbent directors and executive officers of ALCO that are related to each other, either by consanguinity or affinity.

Certain Relationship and Related Party Transactions

h) The Issuer (select all that apply):

N/A	Has made loans to an Officer, Manager, Director or Principal Stockholders within the last two (2) years

N/A	Has one or more outstanding loans with an Officer, Manager, Director or Principal Stockholder in the future.
N/A	Has done other business not associated with this offer with current Officer, Manager, Director, or Principal Stockholder within the last two (2) years
N/A	Plans to do other business not associated with this offering with a current Officer, Manager, Director, or Principal Stockholder in the future

FINANCIAL INFORMATION

*Investors in the Company's CLS Program should read the summary financial data below together with the consolidated financial statements, including the notes thereto, included in this Prospectus, such as in the section "Management's Discussion and Analysis of Results of Operations and Financial Condition". The summary financial data for the three years ended December 31, 2023, 2024 and 2025 are derived from the audited consolidated financial statements of ALCO, audited by Reyes Tacandong & Co. and prepared in compliance with the Philippine Financial Reporting Standards ("**PFRS**") Accounting Standards, including the notes thereto, which are found as Appendix "A" of this Prospectus. The summary financial data as of and for the six months ended March 31, 2025 and 2026, are derived from the unaudited interim condensed financial statements of ALCO, in compliance with Philippine Accounting Standards ("**PAS**") 34, "Interim Financial Reporting", which are set out in Appendix "B" of this Prospectus. The historical financial condition, results of operations and cash flows of ALCO are not a guarantee of its future operating and financial performance.*

Consolidated Statements of Comprehensive Income
in Php millions except where otherwise indicated

	Audited, as of December 31			Unaudited, as of March 31	
	2025	2024	2023	2026	2025
Revenues	**5,144**	**6,224**	**6,639**	**1,120**	**1,147**
Cost and expenses	3,326	4,529	3,925	682	665
Gross income	**1,818**	**1,695**	**2,714**	**438**	**481**
Operating expenses	(1,706)	(1,464)	(1,350)	(465)	(432)
Net gain on change in fair value of investment properties	1,941	1,934	974	742	485
Finance costs	(1,575)	(1,487)	(1,020)	(423)	(323)
Other income – Net	398	425	521	47	60
Income before income tax	**876**	**1,103**	**1,839**	**339**	**271**
Provision for income tax	468	345	450	103	71
Net income	**408**	**758**	**1,389**	**236**	**200**
Other comprehensive income (loss)					
Remeasurement gains (losses) on net retirement asset or liability	5	(10)	(7)	-	-
Income tax benefit (expense) on remeasurement gains or losses	(1)	3	2	-	-
Total comprehensive income	**412**	**751**	**1,384**	**236**	**200**

Consolidated Statements of Financial Position
in Php millions except where otherwise indicated

	Audited, as of December 31			Unaudited, as of March 31	
	2025	2024	2023	2026	2025
Cash and cash equivalents	1,381	4,046	5,605	1,153	2,062
Financial assets at fair value through profit or loss (FVPL)	271	1,896	878	325	943
Receivables	3,415	1,772	2,211	2,215	2,244
Creditable withholding taxes	1,125	862	695	1,186	954
Input value-added tax (VAT)	913	464	326	1,009	536
Contract Assets	8,891	7,625	5,609	9,528	7,507
Real estate for sale	13,107	7,271	7,549	12,838	7,992
Investment properties	16,569	14,590	13,176	17,637	15,078
Property and equipment	313	302	316	331	298
Net retirement asset	-	-	14	-	-
Other Assets	1,722	1,714	885	1,873	1,688
Total Assets	**47,707**	**40,542**	**37,264**	**48,095**	**39,302**
Accounts payable and other liabilities	7,010	4,262	3,621	6,521	4,519
Loans payable	18,700	12,476	11,187	19,241	13,732
Bonds payable	2,966	5,956	5,942	2,967	2,961
Contract liabilities	596	428	198	616	561
Advances from non-controlling interests	1,059	1,010	1,102	1,059	963
Net retirement liability	54	27	5	63	36
Net deferred tax liabilities	2,674	2,130	2,093	2,803	2,168
Total Liabilities	**33,059**	**26,289**	**24,148**	**33,270**	**24,940**
Capital stock	1,005	1,005	1,006	1,005	1,005
Additional paid-in capital	6,464	6,464	5,973	6,464	6,464
Treasury stock – at cost	(1,000)	(1,000)	(2,000)	(1,000)	(1,000)
Parent Company's preferred shares held by a subsidiary – at cost	(27)	(27)	(13)	(27)	(27)
Retained earnings	5,298	5,263	5,548	5,468	5,321
Other equity reserves	213	209	217	213	209
Total equity attributable to Equity Holders of the Parent Company	11,953	11,914	10,731	12,123	11,972
Non-controlling interests	2,695	2,338	2,385	2,702	2,390
Total Equity	**14,648**	**14,252**	**13,116**	**14,825**	**14,362**
Total Liabilities and Equity	**47,707**	**40,542**	**37,264**	**48,095**	**39,302**

Consolidated Statements of Cash Flows
in Php millions except where otherwise indicated

	Audited, as of December 31			Unaudited, as of March 31	
Cash flows from (used in):	2025	2024	2023	2026	2025
Operating activities	(5,241)	(1,509)	2,090	(717)	(710)
Investing activities	1,606	(938)	1,409	(85)	942
Financing activities	971	885	(2,694)	573	(2,216)
Net effect of exchange rate changes to cash and cash equivalents	(1)	2	4	1	-
Net increases (decreases) in cash and cash equivalents	(2,665)	(1,559)	809	(228)	(1,984)
Cash and cash equivalents at beginning of period	4,046	5,605	4,796	1,381	4,046
Cash and cash equivalents at end of period	**1,381**	**4,046**	**5,605**	**1,153**	**2,062**

Management's Discussion and Analysis of Results of Operations and Financial Condition

This discussion summarizes the significant factors affecting the consolidated financial performance, financial position and cash flows of ALCO and its subsidiaries (the "Group") for the three-year period ended December 31, 2025 and for the three months ended March 31, 2026 and 2025. The following discussions are lifted from the 2025 annual report (SEC Form 17-A) and March 31, 2026 quarterly report (SEC Form 17-Q) filed with the SEC and should be read in conjunction with the attached audited consolidated statements of financial position of ALCO as of December 31, 2025, 2024 and 2023, and the related consolidated statements of comprehensive income, changes in equity and cash flows for each of the three years in the period ended December 31, 2025 as well as the unaudited interim condensed financial statements of ALCO as of March 31, 2026.

INTERIM PERIODS

The Group's top five key performance indicators, namely: (a) Current Ratio; (b) Debt to Equity Ratio; (c) Interest Bearing Debt to Equity Ratio; (d) Interest Coverage Ratio; and (e) Profitability Ratio and the manner by which the Company calculates can be found on the tables below.

FINANCIAL INDICATORS
MARCH 2026 vs DECEMBER 2025 vs MARCH 2025

RATIO	**FORMULA**	**MAR 2026**	DEC 2025	MAR 2025
Current Ratio	Current Assets / Current Liabilities	**1.76:1**	1.86:1	1.68:1
Acid Test Ratio	Quick Assets / Current Liabilities	**0.22:1**	0.32:1	0.38:1
Solvency Ratios	Net Income before depreciation / Total liabilities	**0.01:1**	0.01:1	0.01:1
Debt-to-Equity Ratio	Total Liabilities / Total Equity	**2.24:1**	2.26:1	1.74:1
Debt to Equity Ratio for Loan covenant	Total Debt [Bonds and loans payable and amount payable for deferred purchase price of property] to Total Equity [Total Equity and Advances from non-controlling interest]*	**1.52:1**	1.50:1	1.23:1
Asset-to-Equity Ratio	Total Assets / Total Equity	**3.24:1**	3.26:1	2.74:1
Interest Rate Coverage Ratio	Pretax Income before Interest / Interest expense	**1.80:1**	1.57:1	1.85:1
Profitability Ratio	Net Income attributable to equity holders of the Parent Company / Total Equity	**0.02:1**	0.03:1	0.01:1
Return on Equity	Net Income / Average Equity excluding Preferred Shares	**2.87%**	2.82%	2.14%
Return on Assets	Net Income / Average Total assets	**0.54%**	0.92%	0.52%
Net Profit Margin	Net Income / Revenue	**21%**	8%	17%
Basic Earnings per Share	Net income less dividends declared / Outstanding common shares	**0.0319**	0.0185	0.0108
Price to Earnings Ratio	Market Price per share / Earnings per share	**13.48:1**	22.72:1	29.23:1
Dividend Yield	Dividends per share / Market price per share	**2.79%**	2.86%	3.81%

December 2025 ratio is based on full year income while March 2026 and March 2025 ratios are based on three-month income.
**Mar 2025: Total Debt [Bonds and loans payable, amount payable for purchase of interest in a subsidiary and advances from non-controlling interest] to Total Equity*

FINANCIAL POSITION
MARCH 2026 vs DECEMBER 2025

	MAR 31, 2026	DEC 31, 2025	% Change
Cash and cash equivalents	**Php1,152,711,454**	Php1,381,114,743	-17%
Financial assets at fair value through profit or loss (FVPL)	**325,488,024**	271,312,173	20%
Receivables	**2,215,659,923**	3,415,177,569	-35%
Creditable withholding taxes	**1,186,043,334**	1,125,196,039	5%
Input value-added tax (VAT)	**1,008,622,035**	912,807,838	10%
Contract Assets	**9,527,678,626**	8,891,243,368	7%
Real estate for sale	**12,838,325,129**	13,106,806,103	-2%
Investment properties	**17,636,841,942**	16,569,289,505	6%
Property and equipment	**331,020,470**	312,362,975	6%
Other Assets	**1,873,026,442**	1,721,732,425	9%
Total Assets	**48,095,417,379**	47,707,042,738	1%
Accounts payable and other liabilities	**6,521,271,752**	7,010,503,043	-7%
Loans payable	**19,240,783,704**	18,699,823,576	3%
Bonds payable	**2,967,303,846**	2,965,754,165	0%
Contract liabilities	**616,064,789**	595,701,610	3%
Advances from non-controlling interests	**1,058,519,597**	1,058,519,597	0%
Net retirement liability	**63,405,638**	53,898,518	18%
Net deferred tax liabilities	**2,803,071,027**	2,674,091,353	5%
Total Liabilities	**33,270,420,353**	33,058,291,862	1%
Equity attributable to equity holders of the Parent Company			
Capital stock	**1,004,721,996**	1,004,721,996	0%
Additional paid-in capital	**6,464,321,710**	6,464,321,710	0%
Treasury shares	**(1,000,000,000)**	(1,000,000,000)	0%
Parent Company's preferred shares held by a subsidiary	**(26,500,000)**	(26,500,000)	0%
Retained earnings	**5,467,291,263**	5,297,671,791	3%
Other equity reserves	**213,316,409**	213,316,409	0%
	12,123,151,378	11,953,531,906	1%
Non-controlling interests	**2,701,845,648**	2,695,218,970	0%
Total Equity	**14,824,997,026**	14,648,750,876	1%
Total Liabilities and Equity	**Php48,095,417,379**	Php47,707,042,738	1%

The Company's total assets as of March 31, 2026 is at Php48.1 billion from Php47.7 billion last December 31, 2025.

Causes for any material changes (+/- 5% or more) in the financial statements

17% Decrease in Cash and Cash Equivalents
The decrease is largely due to payments related to operations of the group.

20% Increase in Financial Assets at Fair Value through Profit or Loss
The increase is due to new investments made in this period.

35% Decrease in Receivables
The decrease is mainly from the collections received from customers and SEAIMMO from the sale of 40% interest in ZLDC.

5% Increase in Creditable Withholding Taxes
The increase is mainly due to the recognition of project management fees for new projects, resulting in higher income subject to withholding.

10% Increase in Input Value-added Tax (VAT)
The increase is primarily driven by payments for construction costs and management fees incurred during the period.

7% Increase in Contract Assets
The increase is due to new real estate contracts recognized during the period mainly from buyers of Eluria and UNA Apartments.

6% Increase in Investment Properties
The increase is mainly attributable to the reclassification of Cebu Exchange assets from real estate for sale, supplemented by fair value adjustments during the period.

6% Increase in Property and Equipment
The increase mainly reflects the ongoing construction of showroom for new project Liv.

9% Increase in Other Assets
The increase is primarily driven by the annual prepayment of taxes on the company's properties and assets subject to amortization during the year.

Total liabilities saw a slight 1% increase to Php33.3 billion this quarter, up from Php33.1 billion at the end of 2025, due to the following:

7% Decrease in Accounts Payable and Other Liabilities
The decrease is mainly due to payment of accrued construction-related obligations during the period.

18% Increase in Retirement Liability
The increase is due to additional provision of retirement expense for the period.

5% Increase in Net Deferred Tax Liabilities
The increase was primarily attributable to taxes arising from the recognition of fair value gain on investment properties.

Total equity grew to Php14.8 billion by March 31, 2026 from Php14.6 billion at the end of 2025.

FINANCIAL POSITION
MARCH 2025 vs DECEMBER 2024

	MAR 31, 2025	DEC 31, 2024	% Change
Cash and cash equivalents	**Php2,061,542,060**	Php4,045,963,662	-49%
Financial assets at fair value through profit or loss (FVPL)	**943,353,878**	1,895,958,320	-50%
Receivables	**2,243,951,810**	1,771,675,289	27%
Contract Assets	**7,506,579,225**	7,625,261,813	-2%
Real estate for sale	**7,992,475,070**	7,271,174,737	10%
Investment properties	**15,077,706,212**	14,590,019,555	3%
Property and equipment	**298,218,424**	301,618,461	-1%
Other Assets	**3,178,387,413**	3,040,062,731	5%
Total Assets	**39,302,214,092**	40,541,734,568	-3%

	MAR 31, 2025	DEC 31, 2024	% Change
Accounts payable and other liabilities	**4,519,073,998**	4,262,192,735	6%
Loans payable	**13,731,723,869**	12,476,024,751	10%
Bonds payable	**2,961,216,773**	5,955,532,419	-50%
Contract liabilities	**561,080,193**	428,492,840	31%
Advances from non-controlling interests	**963,319,597**	1,010,119,597	-5%
Net retirement liability	**35,424,838**	27,371,514	29%
Net deferred tax liabilities	**2,168,185,697**	2,129,697,872	2%
Total Liabilities	**24,940,024,965**	26,289,431,728	-5%
Equity attributable to equity holders of the Parent Company			
Capital stock	**1,004,721,996**	1,004,721,996	0%
Additional paid-in capital	**6,464,321,710**	6,464,321,710	0%
Treasury stock – at cost	**(1,000,000,000)**	(1,000,000,000)	0%
Parent Company's preferred shares held by a subsidiary – at cost	**(26,500,000)**	(26,500,000)	0%
Retained earnings	**5,320,484,890**	5,263,177,339	1%
Other equity reserves	**208,982,963**	208,982,963	0%
	11,972,011,559	11,914,704,008	0%
Non-controlling interests	**2,390,177,568**	2,337,598,832	2%
Total Equity	**14,362,189,127**	14,252,302,840	1%
Total Liabilities and Equity	**Php39,302,214,092**	Php40,541,734,568	-3%

The Company's total assets as of March 31, 2025 is at Php39.3 billion from Php40.5 billion last December 31, 2024.

Causes for any material changes (+/- 5% or more) in the financial statements

49% Decrease in Cash and Cash Equivalents
The decrease is largely due to repayment of loans and bonds and payment for land acquisitions.

50% Decrease in Financial Assets at Fair Value through Profit or Loss
The decrease is largely due to repayment of loans and bonds and payment for land acquisitions.

27% Increase in Receivables
The increase is mainly due to receivables from sales of residential and commercial units and from leasing operations.

10% Increase in Real Estate for Sale
This is mainly due to land acquisition for future developments.

5% Increase in Other Assets
The increase is largely due to higher input tax credits and creditable withholding taxes.

Total liabilities decreased 5% from Php26.3 billion on December 31, 2024 to Php24.9 billion as at March 31, 2025 due to the following:

6% Increase in Accounts Payable and Other Liabilities
The increase is mainly due to advances from buyers of residential and commercial units.

10% Increase in Loans Payable

The increase pertains mainly to additional loans to finance the development of the ongoing projects of the Group.

50% Decrease in Bonds Payable
The decrease is mainly due to redemption of ALCO's P3 billion ASEAN Green Bonds Tranche 1.

31% Increase in Contract Liabilities
The increase is due to payments received from buyers of residential units for which the related revenue has not yet been recognized.

5% Decrease in Advances from Non-Controlling Interests
The decrease is due to repayment of advances from a stockholder.

29% Increase in Retirement Liability
The increase is due to additional provision of retirement expense for the period.

Total equity as of March 31, 2025 is Php14.4 billion from Php14.3 billion last December 31, 2024.

RESULTS OF OPERATIONS
MARCH 2026 vs MARCH 2025

	MAR 31, 2026	% of Sale	MAR 31, 2025	% of Sale	% Change
Revenues	**Php1,120,222,840**	**100%**	Php1,146,513,547	100%	-2%
Cost and Expenses	**681,929,869**	**61%**	664,997,991	58%	3%
GROSS INCOME	**438,292,971**	**39%**	481,515,556	42%	-9%
Administrative expenses	**289,421,256**	**26%**	252,259,802	22%	15%
Selling and marketing expenses	**175,653,958**	**16%**	179,735,144	16%	-2%
OPERATING EXPENSES	**465,075,214**	**42%**	431,994,946	38%	8%
OTHER OPERATING INCOME (EXPENSES)					
Finance costs	**(423,138,793)**	**38%**	(323,433,558)	28%	31%
Net gain on change in fair value of investment properties	**742,150,074**	**66%**	484,728,260	42%	53%
Other income – net	**46,772,297**	**4%**	60,834,669	5%	-23%
INCOME BEFORE INCOME TAX	**339,001,335**	**30%**	271,649,981	24%	25%
PROVISION FOR INCOME TAX	**102,933,849**	**9%**	71,297,989	6%	44%
NET INCOME	**236,067,486**	**21%**	200,351,992	17%	18%
NET INCOME ATTRIBUTABLE TO:					
Equity holders of Parent Company	**260,085,177**	**23%**	147,773,256	13%	76%
Non-controlling interests	**(24,017,691)**	**-2%**	52,578,736	5%	-146%
	Php236,067,486	**21%**	Php200,351,992	17%	18%

The Group's consolidated net income rose 18%, reaching Php236.1 million compared to Php200.4 million in the previous period.

Causes for any material changes (+/- 5% or more) in the financial statements

15% Increase in Administrative Expenses
The increase is mainly attributed to higher personnel expenses incurred for the period.

31% Increase in Finance Costs
The increase is due to the additional loans secured by the group.

53% Increase in Net Gain on Change in Fair Value of Investment Properties
This pertains to the revaluation gain recognized from the reclassification of Cebu Exchange assets from real estate for sale to investment properties, following a change in intended use from sale to leasing and long-term capital appreciation.

23% Decrease in Other Income - net
The decrease is mainly driven by a drop in interest earnings and gains on financial assets at FVPL.

44% Increase in Provision for Income Tax
The increase is primarily attributed to higher taxable income in the first quarter of 2026.

FULL YEAR

FINANCIAL RATIOS

	December 2025	December 2024	December 2023
Current/Liquidity Ratio (Current Assets over Current Liabilities)	**1.86:1**	1.58:1	2.32:1
Solvency Ratio (Net income before Depreciation over Total Liabilities)	**0.01:1**	0.03:1	0.06:1
Debt-to-Equity Ratio (Total Liabilities to Total Equity)	**2.26:1**	1.84:1	1.84:1
Debt-to-Equity Ratio for Loan Covenant (Total Debt [interest-bearing borrowings and liabilities for deferred purchase price of property]* to Total Equity (includes advances from non-controlling interest in 2025)	**1.50:1**	1.36:1	1.39:1
Asset-to-Equity Ratio (Total Assets over Total Equity)	**3.26:1**	2.84:1	2.84:1
Interest Rate Coverage Ratio (Pre-tax income before Interest over Interest Expense)	**1.57:1**	1.74:1	2.81:1
Profitability Ratio (Net income over Total Equity)	**0.03:1**	0.05:1	0.11:1

**Advances from non-controlling interest were included in total debt in 2024 and 2023.*

FINANCIAL POSITION
31 December 2025 vs. 31 December 2024

	31 Dec 2025	31 Dec 2024	Change
Cash and cash equivalents	**Php1,381,114,743**	Php4,045,963,662	-66%
Financial assets at fair value through profit or loss (FVPL)	**271,312,173**	1,895,958,320	-86%
Receivables	**3,415,177,569**	1,771,675,289	93%
Creditable withholding taxes	**1,125,196,039**	862,328,524	30%
Input value-added tax (VAT)	**912,807,838**	463,784,660	97%

	31 Dec 2025	31 Dec 2024	Change
Contract Assets	**8,891,243,368**	7,625,261,813	17%
Real estate for sale	**13,106,806,103**	7,271,174,737	80%
Investment properties	**16,569,289,505**	14,590,019,555	14%
Property and equipment	**312,362,975**	301,618,461	4%
Other Assets	**1,721,732,425**	1,713,949,547	0%
Total Assets	**47,707,042,738**	40,541,734,568	18%
Accounts payable and other liabilities	**7,010,503,043**	4,262,192,735	64%
Loans payable	**18,699,823,576**	12,476,024,751	50%
Bonds payable	**2,965,754,165**	5,955,532,419	-50%
Contract liabilities	**595,701,610**	428,492,840	39%
Advances from non-controlling interests	**1,058,519,597**	1,010,119,597	5%
Net retirement liability	**53,898,518**	27,371,514	97%
Net deferred tax liabilities	**2,674,091,353**	2,129,697,872	26%
Total Liabilities	**33,058,291,862**	26,289,431,728	26%
Capital stock	**1,004,721,996**	1,004,721,996	0%
Additional paid-in capital	**6,464,321,710**	6,464,321,710	0%
Treasury stock – at cost	**(1,000,000,000)**	(1,000,000,000)	0%
Parent Company's shares held by a subsidiary	**(26,500,000)**	(26,500,000)	0%
Retained earnings	**5,297,671,791**	5,263,177,339	1%
Other equity reserves	**213,316,409**	208,982,963	2%
Total equity attributable to Equity Holders of the Parent Company	**11,953,531,906**	11,914,704,008	0%
Non-controlling interests	**2,695,218,970**	2,337,598,832	15%
Total Equity	**14,648,750,876**	14,252,302,840	3%
Total Liabilities and Equity	**Php47,707,042,738**	Php40,541,734,568	18%

ALCO's total resources reached Php47.71 billion as of 31 December 2025, higher by 18% from the Php40.54 billion recorded on 31 December 2024, due to the following:

66% Decrease in Cash and Cash Equivalents
The decrease is largely due to payment for land and property acquisitions and repayment of Green Bonds Tranche 1, net of additional loan proceeds.

*86% Decrease in Financial Assets at Fair Value through Profit or Loss ("**FVPL**")*
The decrease is mainly due to repayment of Green Bonds Tranche 1.

93% Increase in Receivables
This is due to increased billings from ongoing projects and the receivable recorded from the sale of ALCO's 40% interest in Zileya.

30% Increase in Creditable Withholding Taxes
The increase is mainly due to the recognition of project management fees from newly launched projects, resulting in higher income subject to withholding.

97% Increase in Input Value-Added Tax
The increase is primarily driven by property acquisition, as well as payments for construction costs and management fees incurred during the year.

17% Increase in Contract Assets
The increase is due to new real estate contracts recognized during the period mainly from buyers of Eluria and UNA Apartments.

80% Increase in Real Estate for Sale
This is mainly due to land and property acquisitions in Metro Manila and Cebu for future developments.

14% Increase in Investment Properties
The increase is attributed to the revaluation of office and retail units and land properties of the Group.

64% Increase in Accounts Payable and Other Liabilities
The increase is mainly due to liabilities arising from land acquisition in Cebu, deferred output VAT, and accrual of construction cost for ongoing projects.

50% Increase in Loans Payable
The increase pertains mainly to additional loans to finance the development of the ongoing projects of the group.

50% Decrease in Bonds Payable
The decrease is mainly due to redemption of ALCO's P3 billion ASEAN Green Bonds Tranche 1.

39% Increase in Contract Liabilities
The increase is due to payments received from buyers of residential units for which the related revenue has not yet been recognized.

5% Increase in Advances from Non-Controlling Interests
The increase is mainly attributable to the sale of 40% interest in Zileya, net of repayment of advances in other subsidiaries.

97% Increase in Net Retirement Liability
This is due to additional retirement expense recognized for the year.

26% Increase in Deferred Tax Liabilities
The increase is primarily attributable to taxes arising from the recognition of fair value gains on investment properties.

15% Increase in Non-controlling Interests
The increase is due to the sale of 40% equity interest in Zileya.

FINANCIAL POSITION
31 December 2024 vs. 31 December 2023

	31 Dec 2024	31 Dec 2023	Change
Cash and cash equivalents	**Php4,045,963,662**	Php5,605,296,553	-28%
Financial assets at fair value through profit or loss (FVPL)	**1,895,958,320**	877,853,288	116%
Receivables	**1,771,675,289**	2,211,302,746	-20%
Real estate for sale	**7,271,174,737**	7,548,831,703	-4%
Contract Assets	**7,625,261,813**	5,608,780,240	36%
Investment properties	**14,590,019,555**	13,175,632,447	11%
Property and equipment	**301,618,461**	315,768,669	-4%
Net retirement asset	–	14,151,768	-100%
Other Assets	**3,040,062,731**	1,906,428,476	59%
Total Assets	**40,541,734,568**	37,264,045,890	9%
Accounts payable and other liabilities	**4,262,192,735**	3,621,061,114	18%

	31 Dec 2024	31 Dec 2023	Change
Loans payable	**12,476,024,751**	11,186,817,196	12%
Bonds payable	**5,955,532,419**	5,941,522,413	0%
Contract liabilities	**428,492,840**	198,350,664	116%
Advances from non-controlling interests	**1,010,119,597**	1,102,119,597	-8%
Net retirement liability	**27,371,514**	5,145,894	432%
Net deferred tax liabilities	**2,129,697,872**	2,092,857,227	2%
Total Liabilities	**26,289,431,728**	24,147,874,105	9%
Capital stock	**1,004,721,996**	1,005,757,136	0%
Additional paid-in capital	**6,464,321,710**	5,973,360,513	8%
Treasury stock – at cost	**(1,000,000,000)**	(2,000,000,000)	-50%
Parent Company's shares held by a subsidiary	**(26,500,000)**	(12,500,000)	112%
Retained earnings	**5,263,177,339**	5,547,760,292	-5%
Other equity reserves	**208,982,963**	216,566,831	-4%
Total equity attributable to Equity Holders of the Parent Company	**11,914,704,008**	10,730,944,772	11%
Non-controlling interests	**2,337,598,832**	2,385,227,013	-2%
Total Equity	**14,252,302,840**	13,116,171,785	9%
Total Liabilities and Equity	**Php40,541,734,568**	Php37,264,045,890	9%

ALCO's total resources reached Php40.54 billion as of 31 December 2024, higher by 9% from the Php37.26 billion recorded on 31 December 2023, due to the following:

28% Decrease in Cash and Cash Equivalents
The decrease is mainly due to payments for project development costs, dividends, taxes, and investments in money market funds.

*116% Increase in Financial Assets at Fair Value through Profit or Loss ("**FVPL**")*
The increase is attributed to additional investments in money market funds.

20% Decrease in Receivables
The decrease is due to collections from buyers of office and retail units and parking slots of completed projects.

36% Increase in Contract Assets
The increase is due to new real estate contracts recognized during the year primarily from buyers of the residential projects of the Group.

11% Increase in Investment Properties
The increase is attributed to the revaluation of office and retail units and land properties of the Group.

100% Decrease in Net Retirement Asset
The decrease is due to higher retirement expense resulting to net retirement liability.

59% Increase in Other Asset
The increase is largely due to downpayment for property acquisition, advances for project development costs and creditable withholding taxes.

18% Increase in Accounts Payable and Other Liabilities
The increase is mainly due to accrual of construction costs of the ongoing projects of the Group.

12% Increase in Loans Payable
The increase pertains mainly due to additional loans to finance the Group's working capital requirements and on-going project development.

116% Increase in Contract Liabilities
The increase refers to customers deposits received from buyers of residential units for which the related revenue has not yet been recognized.

8% Decrease in Advances from Non-Controlling Interests
This pertains to repayment of advances from non-controlling interests.

432% Increase in Net Retirement Liability
The increase is due to recognition of retirement expense for the year.

8% Increase in Additional Paid-In Capital
The increase is due to the issuance of Series F Preferred Shares with Php1.00 par value per share at the issuance price of Php500.00 per share, net of transaction costs.

50% Decrease in Treasury Stock – at cost
The decrease is largely due to retirement of Series B Preferred Shares for the year.

112% Increase in Parent Company's Shares Held by a Subsidiary
The increase pertains to the subscription of MPI to ALCO's Series E Preferred Shares.

5% Decrease in Retained Earnings
The decrease is due to the restatement of retained earnings resulting from the change in accounting policies and retirement of Series B Preferred Shares.

RESULTS OF OPERATIONS
December 31, 2025 vs. December 31, 2024

	31 Dec 2025	% of Sale	31 Dec 2024	% of Sale	Change
Revenues	**Php5,143,547,529**	100%	Php6,224,024,138	100%	-17%
Cost and expenses	**3,325,772,485**	65%	4,529,324,957	73%	-27%
Gross income	**1,817,775,044**	35%	1,694,699,181	27%	7%
Administrative expenses	**1,107,396,670**	22%	1,009,172,950	16%	10%
Selling and marketing expenses	**598,717,584**	12%	454,809,392	7%	32%
Operating expenses	**1,706,114,254**	33%	1,463,982,342	24%	17%
Income from operations	**111,660,790**	2%	230,716,839	4%	-52%
Net gain on change in fair value of investment properties	**1,940,773,536**	38%	1,933,989,204	31%	0%
Finance costs	**(1,574,883,378)**	31%	(1,486,928,815)	24%	6%
Other income – Net	**397,923,979**	8%	425,884,378	7%	-7%
Income before income tax	**875,474,927**	17%	1,103,661,606	18%	-21%
Provision for income tax	**467,646,277**	9%	345,285,691	6%	35%
Net income	**407,828,650**	8%	758,375,915	12%	-46%
Other comprehensive income (loss)					
Remeasurement gains (losses) on net retirement asset or liability	**5,777,928**	-	(10,111,824)	-	157%

	31 Dec 2025	% of Sale	31 Dec 2024	% of Sale	Change
Income tax benefit (expense) on remeasurement gains or losses	**(1,444,482)**	-	2,527,956	-	-157%
Total comprehensive income	**Php412,162,096**	8%	Php750,792,047	12%	-45%

Results of Operations for the year ended 31 December 2025 compared to the year ended 31 December 2024

17% Decrease in Revenues
Revenues declined as those projects that significantly contributed to revenues in 2024 were fully sold or nearing full sellout in 2025. The decline was partially offset by the contribution from new projects and increase in leasing income.

27% Decrease in Cost and Expenses
This is mainly due to the adjusted construction cost of the ongoing projects that are near completion.

10% Increase in Administrative Expenses
This is largely due to higher taxes, personnel cost, and expenses related to SAP S4HANA migration.

32% Increase in Selling and Marketing Expenses
The increase is mainly attributable to commission, sales and marketing expenses related to new project launch and international sales roadshow.

6% Increase in Finance Costs
The increase is largely due to the additional new loan facilities secured by the group.

7% Decrease in Other Income – Net
This is mainly due to lower interest income, net of the gains from the sale of 40% interest in Zileya.

35% Increase in Provision for Income Tax
The increase is primarily attributable to higher taxable income for the year.

157% Increase in Remeasurement Gains (Losses) on Net Retirement Asset or Liability
This is due to changes in actuarial assumptions or adjustments in the valuation of the retirement plan.

RESULTS OF OPERATIONS
31 December 2024 vs. 31 December 2023

	31 Dec 2024	% of Sale	31 Dec 2023	% of Sale	Change
Revenues	**₱6,224,024,138**	100%	₱6,638,923,582	100%	-6%
Cost and expenses	**4,529,324,957**	73%	3,924,713,673	59%	15%
Gross income	**1,694,699,181**	27%	2,714,209,909	41%	-38%
Administrative expenses	**1,009,172,950**	16%	821,439,823	12%	23%
Selling and marketing expenses	**454,809,392**	7%	529,115,673	8%	-14%
Operating expenses	**1,463,982,342**	24%	1,350,555,496	20%	8%
Income from operations	**230,716,839**	4%	1,363,654,413	21%	-83%
Net gain on change in fair value of investment properties	**1,933,989,204**	31%	974,092,333	15%	99%
Finance costs	**(1,486,928,815)**	24%	(1,020,350,432)	15%	46%
Other income – Net	**425,884,378**	7%	521,253,473	8%	-18%
Income before income tax	**1,103,661,606**	18%	1,838,649,787	28%	-40%
Provision for income tax	**345,285,691**	6%	449,666,103	7%	-23%

	31 Dec 2024	% of Sale	31 Dec 2023	% of Sale	Change
Net income	**758,375,915**	12%	₱1,388,983,684	21%	-45%
Other comprehensive income (loss)					
Remeasurement losses on net retirement asset or liability	**(10,111,824)**	-	(6,839,472)	-	48%
Income tax benefit on remeasurement gains or losses	**2,527,956**	-	1,709,868	-	48%
	(7,583,868)		(5,129,604)		
Total comprehensive income	**₱750,792,047**	12%	₱1,383,854,080	21%	-46%

Results of Operations for the year ended 31 December 2024 compared to the year ended 31 December 2023

6% Decrease in Revenues
This is mainly due to higher sales from previous year contributed by the bulk sale of Savya Financial Center's commercial units.

15% Increase in Cost and Expenses
The increase is due to incremental percentage of completion and step-up cost of repossessed units sold for the year.

23% Increase in Administrative Expenses
The increase was largely driven by higher personnel costs and benefits for the year.

14% Decrease in Selling and Marketing Expenses
The decrease is mainly attributed to higher commission expenses incurred last year from the sale of Sevina's commercial lot and bulk sale of SFC commercial units.

99% Increase in Net Gain on Change in Fair Value of Investment Properties
This pertains to the appraisal gain recognized for office and retail units and land properties of the Group.

46% Increase in Finance Costs
The increase is largely due to the adoption of new accounting standard relative to non-capitalization of borrowing cost and recording the same as part of period cost.

18% Decrease in Other Income – Net
The decrease is due to lower interest income and gain on repossession.

23% Decrease in Provision for Income Tax
The decrease is primarily attributed to lower taxable income for the year.

48% Increase in Remeasurement Gains (Losses) on Net Retirement Asset or Liability
This is due to changes in actuarial assumptions or adjustments in the valuation of the retirement plan.

Management expects material cash inflows and outflows over the next 12 months that will impact liquidity. Material cash disbursements over the next twelve months include: (i) the scheduled redemption of the Company's outstanding Series D Preferred Shares amounting to Php3.0 billion in December 2026, (ii) the next tranche of payment for the acquisition of land for Project Vanilla amounting to Php607 million and (iii) capital expenditures for the development costs of Sondris and Liv amounting to Php1.6 billion, which are expected to accelerate in line with construction progress.

To fund these materials disbursements, the Company expects to raise the following funds over the next 12 months: (i) Php1.5 billion under the Base Offer and up to Php1.0 billion assuming the Oversubscription Option is fully exercised; (ii) Php205 million from the second tranche of proceeds from the sale of its 40% interest in ZLDC to SEAIMMO; (iii) dividends and repayment of shareholder advances made to Bhavya and Cazneau and (iv) drawdowns from term loan facilities that have been secured for Sondris and Liv.

To manage these liquidity requirements, the Company intends to fund its obligations through a combination of proceeds from the Series G and Series H Preferred Shares offering, available working capital facilities at the parent level, and project-level term loans for Sondris and Liv. These sources are expected to sufficiently cover projected funding requirements while maintaining adequate liquidity buffers.

There are no known trends, events or uncertainties that are expected to affect ALCO's continuing operations.

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

There are no material off-balance sheet transactions, arrangements, obligations (including contingent obligations), entities or other persons created during the reporting period.

Except as otherwise disclosed separately and excluding those projects already in ALCO's pipeline as outlined in this Report, there are no other material commitments for capital expenditures as of the period herein.

There are no known trends, events or uncertainties that will materially impact sales.

There are no known significant elements of income or loss from continuing operations.

There are no known seasonal aspects that has material effect on the financial statements.

Financial Ratios in relation to the CLS Program with existing Lease Pools

Ratio	Formula	Rate
Return on Investment	Average Annual Net Rent / Total Investment*	2.9%
Return on Equity	Average Annual Net Rent / Total Equity	2.9%
Net Rental Yield	(Gross Average Annual Rent Income - Annual Expenses) / Property Value	2.9%
Payback Period	Total Investment / Est. Annual Net Cash Inflow	34 years

**Total Investment = Market value of the property*
Total Investment assumed to be funded purely by equity

Taxation

There are no material tax consequences to unit buyers in relation to the registration of the CLS Program before the SEC. Taxes for the account of unit buyers apply only in relation to the sale of the units under the applicable contracts to sell and deed of sale (value-added tax, documentary stamp tax, and local transfer tax) and the lease of the units under the applicable contracts of lease (value-added tax and documentary stamp tax).

INDEPENDENT AUDITORS AND COUNSELS

EXTERNAL AUDIT AND SERVICES

The external auditor's fees are based on the estimated time that would be spent on an engagement and ALCO is charged on the experience level of the professional staff members who will be assigned to work for the purpose and generally, on the complexity of the issues involved and the work to be performed, as well as the special skills required to complete the work.

The fees of RT&Co insofar as ALCO is concerned are as follows:

Audit and Non-audit Fees	2025	2024	2023
Total Audit Fees	₱2.35 MM	₱2.20 MM	₱1.80 MM
Non-audit service fees			
Other assurance services[39]	–	3.50 MM	0.25 MM
Tax services[40]	–	0.89 MM	–
All other services[41]	0.70 MM	0.54 MM	0.18 MM
Total Non-Audit Fees	₱0.70 MM	₱4.93 MM	₱0.43 MM
Total Audit and Non-Audit Fees	₱3.05 MM	₱7.13 MM	₱2.23 MM

The fees of RT&Co. for ALCO's consolidated subsidiaries are as follows:

Audit and Non-audit Fees	2025	2024	2023
Audit Fees	₱6.20 MM	₱5.67 MM	₱4.37 MM
Non-audit service fees			
Other assurance services	–	3.50 MM	0.25 MM
Tax services	–	0.89 MM	–
All other services	0.70 MM	0.54 MM	0.18 MM
Total Audit and Non-Audit Fees	₱6.90 MM	₱10.60 MM	₱4.80 MM

RT&Co did not perform non-audit work for ALCO for the years 2013, 2014, 2015, 2017 and 2018. However, below are RT&Co's professional fees for the non-audit work performed in relation to ALCO's public offering of the following Preferred Shares:

Year	Purpose	Amount
2016	Series B	₱1.50MM
2019	Series C	₱1.00MM
2021	Series D	₱0.90MM
2024	Series F	₱3.36MM

ALCO also engaged RT&Co to perform limited assurance procedures on the eligible preferred share series F portfolio on allocation report prepared annually following the issuance of the Preferred Share Series F. RT&Co's professional fees for the limited assurance engagement are as follows:

2024 - ₱120,000.00

The foregoing fees are all exclusive of VAT.

[39] Relates to the listing of Preferred Shares Series F and the Green Bonds issuance and subsequent allocation reporting.
[40] Fees for transfer pricing study.
[41] Refers to fees for Use of Proceed certifications for the Green Bonds Tranche 2 and Preferred Shares Series D (2023) and Series F (2024), and Amendment of the Articles of Incorporation (Increase of authorized capital stock).

In October 2019, ALCO filed with the SEC a Registration Statement for the shelf registration of ₱6.0 billion fixed rate ASEAN Green Bonds (the "**Bonds**") which was approved in January 2020. The initial tranche of these Bonds equivalent to ₱3.0 billion was listed with the Philippine Dealing and Exchange Corp. on February 6, 2020. RT&Co's professional fees for the non-audit work performed on these bonds amounted to ₱0.60MM.

On October 7, 2022, the BOD authorized the offer and sale of the second tranche of the Bonds in the amount of up to ₱3.0 billion and listed with the Philippine Dealing and Exchange Corp. on December 22, 2022. RT&Co's professional fees for the non-audit work performed on these bonds amounted to ₱1.00MM.

ALCO also engaged RT&Co to perform limited assurance procedures on the eligible green project portfolio included in the ASEAN Green Bonds allocation report prepared annually following the issuance of the Bonds. RT&Co's professional fees for the limited assurance engagement are as follows:

2022	-	₱250,000.00
2023	-	₱250,000.00
2024	-	₱300,000.00

The foregoing fees are all exclusive of VAT.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

ALCO has had no disagreement with its external auditor on any matter relating to accounting principles or practices, financial statement disclosures, or auditing scope or procedures. During ALCO's two most recent fiscal years and any subsequent interim period, there has been no instance where an independent accountant previously engaged as the principal auditor of ALCO's financial statements, or as the auditor of a significant subsidiary, ceased performing services for ALCO due to resignation, dismissal, or cessation of services. Accordingly, there were no disagreements with any former accountant on matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures that would have required reference to such disagreements in the auditor's report. For the same reason, there has been no occasion to request a former accountant to provide a letter to the Commission commenting on ALCO's disclosure.

Independent Auditors

The consolidated financial statements of the Company as at and for the years ended December 31, 2025, 2024 and 2023 have been audited by Reyes Tacandong & Co., independent auditors, in accordance with Philippine Standards on Auditing as set forth in their report thereon appearing elsewhere in this Prospectus.

The Audit Committee of the Company, reviews and monitors, among others, the integrity of all financial reports and ensures compliance with both internal financial management manual and pertinent accounting standards, including regulatory requirements. The Audit Committee also performs the following duties and responsibilities relating to the services of the Company's external auditors:

- Assess and monitor the (i) external auditor's professional qualifications, competence, independence and objectivity and require the external auditor to make the statements necessary under applicable auditing standards as regards its relationship and services to the Company, discussing any relationship or services which may derogate its independence or objectivity; and (ii) the effectiveness of the audit process in accordance with applicable standards.

- Obtain objective assurance from the external auditor that the conduct of the audit and the manner of the preparation of the financial statements comply with applicable auditing standards and rules of regulatory bodies, including exchanges on which the securities of the Company are listed.

- Review and approve the nature and scope of the audit plans of the external auditor, including scope, audit resources and expenses, and reporting obligations before the audit commences.

- Review the reports or communications of the external auditor and ensure that management or the Board will provide a timely response to the issues raised in such reports or communications.

- Ensure the development and implementation of policies on the engagement of an external auditor to supply non-audit work, including the fees payable therefor, and evaluate any non-audit work undertaken by the external auditor to ensure that the same does not conflict with its audit functions.

There is no arrangement that experts and independent counsels will receive a direct or indirect interest in the Company or was a promoter, underwriter, voting trustee, director, officer, or employee of the Company.

Legal Matters

All legal matters in connection with the registration of the Relevant Contracts will be passed upon by SyCip Salazar Hernandez & Gatmaitan ("**SyCipLaw**") for the Company. SyCipLaw has no direct interest in the Company.

SyCipLaw may from time to time be engaged to advise in the transactions of the Company and perform legal services on the basis that SyCipLaw provide such services to their other clients.

The legal counsels will not receive any direct or indirect interest in the Company or in any securities thereof (including options, warrants or rights thereto) pursuant to or in connection with the Relevant Contracts.

COMPANY

Arthaland Corporation
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LEGAL COUNSEL

To the Issuer

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INDEPENDENT AUDITOR

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APPENDIX