IMPORTANT NOTICE

THIS PRELIMINARY PROSPECTUS ("PROSPECTUS") IS BEING DISPLAYED ON THIS WEBSITE TO MAKE THIS PROSPECTUS ACCESSIBLE TO INVESTORS IN THE PHILIPPINES AND IS TO BE VIEWED EXCLUSIVELY WITHIN THE PHILIPPINES.

THE PHILIPPINE STOCK EXCHANGE, INC. (THE "PSE") ASSUMES NO RESPONSIBILITY FOR THE CORRECTNESS OF STATEMENTS MADE, OR THE OPINIONS OR REPORTS EXPRESSED IN THIS PROSPECTUS. THE PSE MAKES NO REPRESENTATION AS TO THE COMPLETENESS OF THIS PROSPECTUS AND DISCLAIMS ANY LIABILITY WHATSOEVER FOR ANY LOSS ARISING FROM OR IN RELIANCE, IN FULLL OR IN PART, OF THE CONTENTS OF THIS PROSPECTUS.

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PRICE CAN BE ACCEPTED OR RECEIVED UNTIL THE REGISTRATION STATEMENT HAS BECOME EFFECTIVE, AND ANY SUCH OFFER MAY BE WITHDRAWN OR REVOKED, WITHOUT OBLIGATION OR COMMITMENT OF ANY KIND, AT ANY TIME PRIOR TO NOTICE OF ITS ACCEPTANCE GIVEN AFTER THE EFFECTIVE DATE. AN INDICATION OF INTEREST IN RESPONSE HERETO INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY.

The offering information on this website is intended to be available only to Philippine and non-Philippine citizens residing in the Philippines or corporations or juridical entities organized and existing under Philippine law and is not intended for distribution outside the Philippines.

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This Prospectus is being made available in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently neither the Company nor any of the Company's affiliates and advisors accepts any liability or responsibility whatsoever in respect of any difference between the document distributed to you in electronic format and the hard copy version.

You are responsible for protecting against viruses and other destructive items. Your receipt of this electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

This Prospectus and the information contained herein are subject to completion or amendment without notice. The Offer Shares may not be sold nor may an offer to buy be accepted prior to the time that the Prospectus is issued in final form. Under no circumstances shall this Prospectus constitute an offer to sell or a solicitation of an offer to buy any Offer Shares nor shall there be any offer, solicitation or sale of the Offer Shares in any jurisdiction where such offer or sale is not permitted.

TUBIG PILIPINAS HOLDINGS INC.

Follow-On Offer of up to 15,700,000,000 Primary Common Shares
with an Overallotment Option of up to 2,355,000,000 Primary Common Shares

Offer Price of [₱0.1000 to ₱0.1010] per Common Share
To be listed and traded on the Main Board of
The Philippine Stock Exchange, Inc.

As of the date of this Prospectus, the Issuer has 106,460,000,040 issued and outstanding Common Shares, each with a par value of ₱0.10.

Sole Issue Manager, Lead Underwriter and Sole Bookrunner

Selling Agents

Trading Participants of The Philippine Stock Exchange, Inc.

THE PHILIPPINE 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 PHILIPPINE SECURITIES AND EXCHANGE COMMISSION.

The date of this Preliminary Prospectus is October 20, 2026

TUBIG PILIPINAS HOLDINGS INC.
3rd floor, JTKC Centre
2155 Pasong Tamo,
Makati City, Philippines
Telephone number: +(632) 8813 8892 to 97
www.tubigpilipinas.com

This Preliminary Prospectus ("**Prospectus**") relates to the offer and sale of up to 15,700,000,000 primary common shares (the "**Firm Offer**", and such shares, the "**Firm Shares**"), with an Overallotment Option (as defined below) of up to 2,355,000,000 primary common shares (the "**Option Shares"**) (collectively, the Firm Shares and the Option Shares are referred to as the "**Offer Shares"**), each with a par value of ₱0.10 per share (the "**Shares**", or the "**Common Shares**"), of Tubig Pilipinas Holdings Inc., a corporation organized under Philippine law ("**we**", "**us**", "**our**", the **"Company**", the "**Issuer**", or, "**TUBIG**"). The Firm Shares will comprise of up to 15,700,000,000 new Common Shares to be issued and offered by the Company out of its authorized capital stock by way of a primary offer while the Option Shares will comprise of up to 2,355,000,000 new Common Shares to be issued and offered by the Company out of its authorized capital stock by way of a primary offer. The offer of the Offer Shares is referred to herein as the "**Offer**."

Tubig Pilipinas Holdings Inc. is a water utilities developer focused on delivering potable water to underserved communities around the Philippines. Pursuant to its amended articles of incorporation, approved by the Philippine Securities and Exchange Commission (the "**SEC**") on June 25, 2026, the Company has an authorized capital stock of ₱13,000,000,000.00 divided into 130,000,000,000 common shares with a par value of ₱0.10 per share, of which 106,460,000,040 Common Shares are issued and outstanding as of the date of this Prospectus. The adjustments in the number of issued and outstanding shares of the Company will be reflected on the PSE's systems effective on [●].

The Offer Shares will be offered at a price of [₱0.1000 to ₱0.1010] per Offer Share (the "**Offer Price**"). The determination of the Offer Price is further discussed in the section entitled "*Determination of the Offer Price*" on page 99 of this Prospectus and is based on a book-building process and discussions between the Company and the sole issue manager, lead underwriter and sole bookrunner of the Offer, China Bank Capital Corporation ("**Chinabank Capital**", or the "**Sole Issue Manager, Lead Underwriter and Sole Bookrunner**").

The Common Shares are listed on the Main Board of The Philippine Stock Exchange, Inc. (the "**PSE**") under the trading symbol ["TUBIG"].

Up to 4,710,000,000 Firm Shares (or 30% of the Firm Shares) are being offered to all trading participants of the PSE (the "**PSE Trading Participants**") and local small investors ("**LSIs**") under the Local Small Investors Program being implemented by the PSE (the "**Trading Participants and Retail Offer**"; and the shares subject of the Trading Participants and retail offer, the "**Trading Participants and Retail Offer Shares**"). Out of the Trading Participants and Retail Offer Shares, up to 3,140,000,000 Firm Shares (or up to 20% of the Firm Shares) are being allocated to all PSE Trading Participants (the "**Trading Participants Offer**" and the Offer Shares subject of the Trading Participants Offer, the "**Trading Participants Offer Shares")**, and up to 1,570,000,000 Offer Shares (or up to 10% of the Firm Shares) (the "**Retail Offer**" and the Offer Shares subject of the Retail Offer, the "**Retail Offer Shares**") are being offered to LSIs, with both the Trading Participants Offer Shares and Retail Offer Shares being subject to re-allocation as described below.

At least 10,990,000,000 Offer Shares (or 70% of the Firm Shares) are (subject to re-allocation as described below) being offered for sale to certain qualified buyers and other investors in the Philippines by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner (the "**Institutional Offer**"; and the shares subject of the Institutional Offer, the "**Institutional Offer Shares**").

The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as agreed between the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. In the event of an under-application in the Institutional Offer and a corresponding over-application in the Trading Participants and Retail Offer, Firm Shares in the Institutional Offer may be reallocated to the Trading Participants and Retail Offer. If there is an under-application in the Trading Participants and Retail Offer and a corresponding over-application in the Institutional

Offer, Firm Shares in the Trading Participants and Retail Offer may be reallocated to the Institutional Offer. The reallocation shall not apply in the event of over-application or under-application in both the Trading Participants and Retail Offer, on the one hand, and the Institutional Offer, on the other hand.

Pursuant to the request to conduct price stabilization activities, as filed with the SEC on (x), the Company has appointed China Bank Securities Corporation to act as stabilizing agent (the "**Stabilizing Agent**") in relation to the Offer. The Sole Issue Manager, Lead Underwriter and Sole Bookrunner has an option, exercisable in whole or in part prior to the date of additional listing of the Offer Shares on the PSE (the "**Listing Date**") to purchase or procure purchasers for the Option Shares at the Offer Price from the Company, representing up to 1.89% of the issued and outstanding Common Shares of the Company after the Offer, assuming full exercise of the Overallotment Option, on the same terms and conditions as the Firm Shares as set forth in this Prospectus, solely to cover over-allotments, if any (the "**Overallotment Option**"). To the extent the Overallotment Option is exercised and the Option Shares are purchased pursuant thereto, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner shall deliver or cause the delivery of the proceeds from the purchase of such Option Shares to the Stabilizing Agent as a fund (the "**Price Stabilization Fund**") that may be used by the latter to effect price stabilization transactions with a view to supporting the market price of the Offer Shares at a level higher than that which might otherwise prevail for a limited period commencing on the Listing Date (the "**Price Stabilization**"). Any stabilization activities may begin on or after the Listing Date and, if begun, may be ended at any time, but must end no later than thirty (30) calendar days from and including the Listing Date. Any stabilization activities shall be done in compliance with all applicable laws, rules and regulations. The total number of Shares which the Stabilizing Agent may purchase to undertake Price Stabilization shall not exceed 15% of the aggregate number of the Firm Shares. If the Stabilizing Agent commences any Price Stabilization (which would include thereafter disposing of or selling the Shares purchased), it may discontinue such activity at any time. However, the Stabilizing Agent has the sole discretion whether to undertake Price Stabilization, and there is no assurance that the same will be undertaken. There is also no assurance that the price of the Shares will not decline significantly before or after any such stabilizing activities end.

Once the total number of Shares purchased from the open market pursuant to Price Stabilization is equal to the Option Shares (or when no further Price Stabilization can be made without exceeding the number of Option Shares), the Stabilization Agent will no longer be allowed to conduct Price Stabilization. To the extent the Price Stabilization Fund is not fully exercised by the Stabilizing Agent, the balance thereof shall be redelivered to the Company.

After completion of the Offer, a total of up to 122,160,000,040 Common Shares will be issued and outstanding if only the Firm Shares are issued, while a total of up to 124,515,000,040 Common Shares will be issued and outstanding if the Overallotment Option is fully exercised. The Offer Shares will correspondingly represent approximately 12.85% and 14.50%, respectively, of the issued and outstanding Common Shares of the Company, assuming the non-exercise and full exercise of the Overallotment Option, with equivalent post-Offer public float results of 22.12% and 23.60%, respectively.

The estimated gross proceeds to be raised by the Company from the sale of the Firm Shares, assuming an Offer Price of [₱0.1000 to ₱0.1010], will be approximately ₱1,570.0 million to ₱1,585.7 million, and the estimated net proceeds to be raised by the Company from the sale of the Firm Shares, after deducting from the gross proceeds the estimated fees and expenses of the Firm Offer of approximately ₱77.0 million to ₱77.5 million, is expected to be approximately ₱1,493.0 million to ₱1,508.2 million. Assuming full exercise of the Overallotment Option, the gross proceeds to be raised from the sale of the Offer Shares is estimated to be approximately ₱1,805.5 million to ₱1,823.6 and the estimated net proceeds, after deducting from the gross proceeds the estimated fees and expenses of the Offer of approximately ₱86.2 million to ₱86.8 million is estimated to be approximately ₱1,719.3 million to ₱1,736.8 million. The Company intends to use the net proceeds from the Offer to (i) partially fund the equity portion of the Cebu Bulk water project; (ii) partially fund the equity portion of the AFAB project, (iii) fund the development and expansion, and acquisition (in whole or in part) of companies with existing operating water projects, (iv) fund the development and upgrades pf water supply and distribution projects for operating branches, (v) fund the development of wastewater plants in Mandaue City, Cebu, Coron, Palawan and San Jose City, Nueva Ecija, and (vi) fund operating and working capital requirements. For a more detailed discussion of the Company's proposed use of proceeds, please see "*Use of Proceeds*" on page 103 of this Prospectus.

The Sole Issue Manager, Lead Underwriter and Sole Bookrunner will receive from the Company a fee of up to 3.6843% of the gross proceeds from the sale of the Offer Shares. This is inclusive of the amounts to be paid to other participating underwriters, duly licensed securities brokers who are PSE Trading Participants, and other institutions as selling agents,

where applicable. PSE Trading Participants who take up the Trading Participants and Retail Offer Shares (as defined below) shall be entitled to a selling fee of 1.00%, inclusive of VAT, of the gross proceeds of the Offer Shares taken up and purchased by the relevant PSE Trading Participant. Any Firm Shares left unsubscribed after the Trading Participants and Retail Offer (as defined below) and the Institutional Offer (excluding Option Shares) will be firmly underwritten by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. For a more detailed discussion, please see "*Plan of Distribution*" on page 112 of this Prospectus.

All of the Offer Shares have, or upon issue will have, rights and privileges identical to those of the issued and outstanding Common Shares of the Company. For a detailed discussion of the rights and features of the Common Shares, including the Offer Shares, please refer to the section on "*Description of the Offer Shares*" on page 91 of this Prospectus.

The Company is authorized to declare dividends to holders of its Common Shares as of a record date set by the Company's Board of Directors ("**Board**"). Dividends may be payable, at the discretion of the Board, in cash, property, or stock. A cash or property dividend declaration requires the approval of the Board and no shareholder approval is necessary. A stock dividend declaration requires the approval of the Board, and shareholders representing at least two-thirds of the Company's total outstanding capital stock. The Revised Corporation Code has defined "outstanding capital stock" as the total shares of stock issued, whether or not paid in full, except treasury shares. There can be no guarantee that the Company will pay any dividends in the future. The ability to declare dividends is subject to the requirements of applicable laws, rules and regulations, the availability of unrestricted retained earnings, and circumstances which restrict the payment of dividends.

The Company and its subsidiary, TPGI, have not adopted a dividend policy specifying a minimum dividend rate based on its net earnings for any given year. The Company intends to adopt such dividend policy after completion of the Offer. Please see "*Dividends and Dividend Policy*" on page 182 of this Prospectus.

On October 16, 2026, the Company filed a Registration Statement with the SEC, in accordance with the provisions of the Securities Regulation Code of the Philippines (Republic Act No. 8799, the "**SRC**") for the registration of the Offer Shares. On (x), the SEC approved the Registration Statement and issued a Pre-Effective Letter. Upon compliance with the requirements of the Pre-Effective Letter, the Company expects the SEC to issue the Order of Registration of Securities and Certificate of Permit to Offer Securities for Sale. The issuance of the Permit to Offer Securities for Sale is merely permissive and does not constitute a recommendation or endorsement by the SEC of the Offer Shares.

The listing of the Offer Shares is subject to the receipt of the Notice of Approval issued by the PSE (the "**PSE Notice of Approval**"). On (x), the Company filed its application for the listing and trading of the Offer Shares. On (x), the PSE issued its Notice of Approval, subject to compliance with certain conditions. The PSE's approval of the listing is merely permissive and does not constitute a recommendation or endorsement of the Offer by the PSE. The PSE assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Prospectus. Furthermore, the PSE makes no representation as to the completeness and expressly disclaims any liability whatsoever for any loss arising from or in reliance upon the whole or any part of the contents of this Prospectus.

Unless otherwise indicated, all information in this Prospectus is as of the date of this Prospectus. Neither the delivery of this Prospectus nor the issuance or sale of any Offer Shares made hereunder shall, under any circumstance, create any 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 Company has exercised due diligence to the effect that, and confirms that, after having taken reasonable care to ensure that such is the case, and as of the date of this Prospectus, all information contained in this Prospectus is true and there is no material misstatement or omission of fact which would make any statement in this Prospectus misleading in any material respect, and the Company hereby accepts responsibility for the accuracy of all material information in this Prospectus and in all documents submitted to the relevant regulators in connection with the Offer.

In making an investment decision, prospective investors are advised to carefully consider all the information in this Prospectus, including, but not limited to, the risks associated with an investment in the Offer Shares. These risks include:

1. Risks relating to the Company's Business;

2. Risks relating to the Philippines;
3. Risks relating to the Offer and the Offer Shares; and
4. Risks relating to the Presentation of Information in this Prospectus.

Please see the section entitled "*Risk Factors*" beginning on page 61 of this Prospectus, which, while not intended to be an exhaustive enumeration of all risks, must be considered in connection with an investment in the Offer Shares. The Offer Shares are offered solely on the basis of the information contained and the representations made in this Prospectus.

The Offer Shares are offered subject to receipt and acceptance of any order by us and subject to our right to reject any order in whole or in part and in consultation with the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. It is expected that the Offer Shares will be delivered in book-entry form against payment thereof to the Philippine Depository & Trust Corp. ("**PDTC**") on or about the Listing Date.

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NOTICE TO INVESTORS

No representation or warranty, express or implied, is made by the Company or the Sole Issue Manager, Lead Underwriter and Sole Bookrunner regarding the legality of an investment in the Offer Shares under any laws, rules or regulations. The contents of this Prospectus are not investment, financial, legal or tax advice. Prospective investors should consult their own counsel, accountant, and other advisors as to legal, tax, business, financial and related aspects of an investment in the Offer Shares. In making any investment decision regarding the Offer Shares, prospective investors must rely on their own careful examination of us and the terms of the Offer, including the merits and risks involved. Furthermore, prospective investors should inform themselves of any taxation or exchange control law, rule, or regulation affecting them personally. Any reproduction or distribution of this Prospectus, in whole or in part, and any disclosure of its contents or use of any information herein for any purpose other than considering an investment in the Offer Shares is prohibited. Each prospective investor of the Offer Shares, by accepting delivery of this Prospectus, agrees to the foregoing.

THE OFFER SHARES ARE BEING OFFERED IN THE PHILIPPINES ONLY, ON THE BASIS OF THIS PROSPECTUS. ANY DECISION TO SUBSCRIBE OR PURCHASE THE OFFER SHARES MUST BE BASED ONLY ON THE INFORMATION CONTAINED HEREIN.

No person has been authorized to give any information or to make any representations other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. This Prospectus does not constitute an offer to sell or the solicitation of an offer to purchase any securities other than the Offer Shares or an offer to sell or the solicitation of an offer to purchase such securities by any person in any circumstances in which such offer or solicitation is unlawful. Neither the delivery of this Prospectus nor any sale of the Offer Shares offered hereby shall, under any circumstances, create any implication that there has been no change in our affairs since the date hereof or that the information contained herein is correct as of any time subsequent to the date hereof.

The information contained in this Prospectus relating to the Company and its operations has been supplied by the Company, unless otherwise stated herein. No representation or warranty, express or implied, is made by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner as to the accuracy or completeness of the information herein as supplied or as represented by the Company and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, provided that the Sole Issue Manager, Lead Underwriter and Sole Bookrunner has undertaken requisite due diligence on the Company to the extent required by applicable regulations under Philippine law. The Company has exercised due diligence to the effect that, and confirms that, after having taken reasonable care to ensure that such is the case, as of the date of this Prospectus, all information contained in this Prospectus relating to the Company and its operations is true and there is no material misstatement or omission of fact which would make any statement in this Prospectus misleading in any material respect and the Company hereby accepts responsibility for the accuracy of all material information in this Prospectus and in all documents submitted to the relevant regulators in connection with the Offer. The Sole Issue Manager, Lead Underwriter and Sole Bookrunner assumes no liability for any information supplied by the Company in relation to this Prospectus, provided that the Sole Issue Manager, Lead Underwriter and Sole Bookrunner has undertaken requisite due diligence on the Company to the extent required by applicable regulations under Philippine law.

The distribution of this Prospectus and the offer and sale of the Offer Shares in certain jurisdictions may be restricted by law. The Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner require persons into whose possession this Prospectus comes to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer of, or a solicitation to purchase, any of the Offer Shares in any jurisdiction in which such offer or invitation would be unlawful. Each prospective purchaser of the Offer Shares must comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers, sells or resells the Offer Shares or possesses and distributes this Prospectus and must obtain any consents, approvals or permissions required for the purchase, offer, sale or resale by it of the Offer Shares under the laws, rules and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers, sales or resales, and neither the Sole Issue Manager, Lead Underwriter and Sole Bookrunner and the Company shall have any responsibility therefor.

The Sole Issue Manager, Lead Underwriter and Sole Bookrunner has exercised due diligence required by Philippine law in ascertaining that all material representations contained in this Prospectus, and any amendment or supplement thereto, are true and correct and that no material information was omitted, which was necessary in order to make the statements contained in said documents not misleading in any material respect. No representation, warranty, or undertaking, express or implied, is made by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, as to the accuracy, adequacy, reasonableness, or completeness of the information and materials contained herein (excluding any and all information pertaining to the Sole Issue Manager, Lead Underwriter and Sole Bookrunner) or any other information provided by the Company herein in connection with the Offer.

Each person contemplating an investment in the Offer Shares should exercise appropriate due diligence, conduct an independent investigation and evaluation of the financial conditions, business affairs, status, prospects and other relevant circumstances of the Company, and arrive at his or her own determination of the creditworthiness of the Company as well as the suitability and merit of investing in the Offer Shares. A person contemplating an investment in the Offer Shares should seek professional advice if he or she is uncertain of, or has not understood, any aspect of the Offer or the nature of the risks involved in the trading of the Common Shares. Investing in the Offer Shares involves a higher degree of risk compared to an investment in debt instruments. For a discussion of certain factors to be considered in respect of an investment in the Offer Shares, please see the section "*Risk Factors*" beginning on page 61 of this Prospectus.

The purchase of the Offer Shares in certain jurisdictions may be restricted by law. Foreign investors interested in purchasing the Offer Shares should 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. Foreign investors, both corporate and individual, warrant that their purchase of the Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase, and hold the Offer Shares.

The Offer Shares may be purchased and owned by any person or entity regardless of citizenship or nationality, subject to nationality requirements under Philippine law. The Philippine Constitution and related statutes set forth restrictions on foreign ownership for companies engaged in certain activities. In particular, the Philippine Constitution and other Philippine laws and regulations require that ownership of companies that own land be limited to citizens of the Philippines, or Philippine Nationals. Philippine Nationals include corporations or associations organized under the laws of the Philippines of which at least 60% of the capital stock outstanding is owned or held by citizens of the Philippines. Currently, the Company and its subsidiaries own land. In addition, the Company's Articles of Incorporation authorizes the Company to acquire land, which may include land in the Philippines. Accordingly, foreign ownership in the Company's capital stock will be limited to a maximum of 40% of its issued and outstanding capital stock. Please refer to the discussion under the section on "*Philippine Foreign Investment, Exchange Controls, and Foreign Ownership*" on page 274.

Any stabilization activities shall be done in compliance with all applicable laws, rules and regulations. The total number of Common Shares which the Stabilizing Agent may purchase to undertake Price Stabilization shall not exceed 15% of the aggregate number of the Firm Shares. If the Stabilizing Agent commences any Price Stabilization (which would include thereafter disposing of or selling the Shares purchased), it may discontinue such activity at any time. However, the Stabilizing Agent has the sole discretion whether to undertake Price Stabilization, and there is no assurance that the same will be undertaken. There is also no assurance that the price of the Shares will not decline significantly before or after any such stabilizing activities end.

In consultation with the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, the Company reserves the right to withdraw the offer and sale of Offer Shares at any time before the commencement of the Offer Period. During the Offer Period, in consultation with the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, the Company by itself or through the Receiving Agent, reserves the right to reject any Application or any commitment to subscribe for the Offer Shares in whole or in part and to allow any prospective purchaser less than the full amount of the Offer Shares sought by such purchaser. In case of oversubscription, the Issuer, by itself or through the Receiving Agent, in conformity with the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, reserves the right to allocate the Offer Shares available to applicants in the manner it deems appropriate. The Sole Issue Manager, Lead Underwriter and Sole Bookrunner and certain related entities may acquire for their own account a portion of the Offer Shares.

Before the execution of the underwriting agreement, the Offer may be withdrawn at any time. The Offer may also be withdrawn at any time (i) after the execution of the underwriting agreements and before the commencement of the Offer Period, and (ii) on or after the commencement of the Offer Period and prior to the Listing Date, due to the occurrence of any of the events due to conditions beyond the Company's and/or Sole Issue Manager, Lead Underwriter and Sole Bookrunner's control referred to in the section on "*Summary of the Offer— Withdrawal of the Offer*". If the Offer is withdrawn or discontinued, the Company shall notify the SEC and the PSE.

Each prospective investor of the Offer Shares, by accepting delivery of this Prospectus, agrees to the foregoing. Each prospective investor contemplating an investment in the Offer Shares should make their own investigation and analysis of the creditworthiness of the Company and their own determination of the suitability of such an investment.

BASIS FOR CERTAIN MARKET DATA

Market data and certain industry data used throughout this Prospectus were obtained from market research, publicly available information, industry publications and on our own analysis and knowledge of the markets for our products. Industry publications generally state that the information contained therein has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information are not guaranteed. Similarly, industry forecasts and market research, while believed to be reliable, have not been independently verified, and neither the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner makes any representation or warranty, express or implied, as to the accuracy or completeness of such information. Information in this Prospectus on the water supply, distribution and wastewater industry are from independent market research carried out by GlobalData Plc ("**GlobalData**") commissioned by the Company, but should not be relied upon in making, or refraining from making, any investment decision.

The operating information used throughout this Prospectus has been calculated by us on the basis of certain assumptions. As a result, this operating information may not be comparable to similar operating information reported by other companies.

Please see the section entitled "*Industry Overview*" on page 116 of this Prospectus for information relating to the industry in which the Company operates.

CONVENTIONS USED IN THIS PROSPECTUS

In this Prospectus, unless otherwise specified or the context otherwise requires, all references to the "**Company**," the "**Issuer**," "**Tubig**," "**we**," "**us**" or "**our**" are to Tubig Pilipinas Holdings Inc. and, as the context may require, its subsidiaries. All references to the "**BSP**" are references to Bangko Sentral ng Pilipinas, the central bank of the Philippines. All references to the "Government" are references to the government of the Republic of the Philippines. All references to "**Philippine Pesos**", "**Php**", and "**₱**" are to the lawful currency of the Philippines. Any specific time of day refers to Philippine Standard Time. Certain terms used herein are defined in the "**Glossary of Terms**" beginning on page 14 of this Prospectus. Items in the Glossary of Terms may be defined otherwise by appropriate government agencies or laws, rules, or regulations from time to time, or by conventional or industry usage.

PRESENTATION OF FINANCIAL INFORMATION

Our financial statements are reported in Philippine Pesos and are prepared based on our accounting policies, which are in accordance with the Philippine Financial Reporting Standards ("**PFRS**") issued by the Financial Reporting Standards Council of the Philippines. PFRS includes statements named PFRS and Philippine Accounting Standards, and Philippines Interpretations from International Financial Reporting Interpretations Committee issued by the Financial Reporting Standards Council and Philippine Interpretations Committee.

The financial information included in this Prospectus has been derived from our financial statements. Unless otherwise indicated, financial information relating to us in this Prospectus is stated in accordance with PFRS.

Figures in this Prospectus have been subject to rounding adjustments. Accordingly, figures shown in the same item of information may vary, and figures which are totals may not be an arithmetic aggregate of their components.

Our fiscal year begins on January 1 and ends on December 31 of each year. Reyes Tacandong & Co. ("**RTC**") has audited our financial statements as of and for the years ended December 31, 2023, 2024 and 2025, in accordance with Philippine Standards on Auditing ("**PSA**"). RTC has also reviewed, in accordance with Philippine Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*, the Company's interim consolidated financial statements as of June 30, 2026 and for the six-month periods ended June 30, 2025 and 2026.

RTC further performed assurance procedures, in accordance with Philippine Standards on Assurance Engagements 3420, *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*, on the compilation by management of the unaudited pro forma consolidated financial statements of the Group which comprise of the unaudited pro forma consolidated statements of financial position as of December 31, 2025 and as of June 30, 2026, and the unaudited pro forma consolidated statements of comprehensive income, pro forma consolidated statements of changes in equity and pro forma consolidated statements of cash flows for the year ended December 31, 2025 and the six-month periods ended June 30, 2026, and other explanatory information.

We appointed RTC as our independent auditors on December 5, 2023, July 1, 2024, and December 4, 2025. RTC issued unqualified audit report opinions dated April 25, 2024, April 28, 2025, and May 13, 2026 on our audited consolidated financial statements for the years ended December 31, 2023, 2024, and 2025, respectively. RTC also issued a report dated October 9, 2026 with an unmodified conclusion on the reviewed interim consolidated financial statements as at June 30, 2026 and for the six-month periods ended June 31, 2025 and 2026. For more information, please refer to our audited consolidated financial statements as of and for the years ended December 31, 2023, 2024 and 2025 and reviewed interim consolidated financial statements as at June 30, 2026 and for the six-month periods ended June 31, 2025 and 2026 included as appendices in this Prospectus.

PRESENTATION OF NON-PFRS FINANCIAL INFORMATION

This Prospectus includes certain non-PFRS financial measures, including EBITDA and EBITDA margin. References to "**EBITDA**" are to net profit before finance costs, taxes, depreciation and amortization. EBITDA is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with PFRS. Further, EBITDA is not a measurement of our financial performance or liquidity under PFRS and should not be considered as an alternative to net income, revenues or any other performance measure derived in accordance with PFRS or as an alternative to cash flow from operations or as a measure of our liquidity. The Company believes that EBITDA may facilitate operating performance comparisons from period to period and from company to company by eliminating potential differences caused by variations in capital structures (affecting interest expense), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses) and the age and book depreciation and amortization of tangible assets. However, as there are various EBITDA calculation methods, our presentation of EBITDA may not be comparable to similarly titled measures used by other companies. "**EBITDA Margin**" is calculated as EBITDA divided by revenues.

These non-PFRS financial measures are supplemental measures of our Company's performance that are not required by, or presented in accordance with, and should not be considered as an alternative to net profit, revenues, or any other measure of our Company's financial performance derived in accordance with PFRS or as an alternative to cash flows from operations or as a measure of our Company's liquidity. Non-PFRS financial measures have limitations as analytical tools, and investors should not consider them in isolation from, or as a substitute for, an investors' own analysis of the Company's financial condition or results of operations, as reported under PFRS. These non-PFRS financial measures are not standardized terms and other companies may calculate measures bearing the same titles differently, hence a direct comparison between companies using such terms may not be possible, which limits the usefulness of these non-PFRS financial measures.

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 ACCEPTED OR RECEIVED UNTIL THE REGISTRATION STATEMENT HAS BECOME EFFECTIVE, AND ANY SUCH OFFER MAY BE WITHDRAWN OR REVOKED, WITHOUT OBLIGATION OR COMMITMENT OF ANY KIND, AT ANY TIME PRIOR TO NOTICE OF ITS ACCEPTANCE GIVEN AFTER THE EFFECTIVE DATE. AN INDICATION OF INTEREST IN RESPONSE HERETO INVOLVES NO OBLIGATION OR COMMITMENT OF ANY KIND. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY.

TUBIG PILIPINAS HOLDINGS INC.
By:

RYAN WESLEY T. YAPKIANWEE
Chairman and President

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

Before me, a notary public for and in the city named above, personally appeared **RYAN WELSEY T. YAPKIANWEE**, with TIN 209-815-350 at Manila, who was identified by me through competent evidence of identity to be the same person who presented the foregoing instrument and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this _____ at Makati City.

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 and should not in any way be confused or considered as statements of historical fact. These forward-looking statements include, without limitation, statements relating to:

- known and unknown risks;
- uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from expected future results;
- performance or achievements express or implied by forward-looking statements;
- the Company's overall future business, financial condition, and results of operations, including, but not limited to, its financial position or cash flow;
- the Company's goals for or estimate of its future operational performance or results;
- the Company's dividend policy, 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 numerous assumptions regarding the Company's present and future business strategies, the environment in which the Company will operate in the future and current expectations and projections about future events and financial trends affecting its business. Words or phrases such as "believes," "expects," "anticipates," "intends," "plans," "foresees," "estimates," "projects," "forecasts," "seeks," "targets," "aims," "may," "might," "will," "would," "can," "could" or other words or phrases of similar import are intended to identify forward-looking statements. These words, however, are not the exclusive means of identifying forward-looking statements. Similarly, statements that describe the Company's objectives, plans or goals are also forward-looking statements, and the Company gives no assurance that such forward-looking statements will prove to be correct. In light of these risks and uncertainties associated with forward-looking statements, investors should be aware that the forward-looking events and circumstances discussed in this Prospectus might not occur. Actual results could differ materially from those contemplated in the relevant forward-looking statements and we give no assurance that such forward-looking statements will prove to be correct or that such intentions will not change. Important factors that could cause some or all of 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 Company's ability to successfully implement its current and future strategies;
- the Company's ability to successfully manage aggressive growth;
- changes in technology;
- general political, social, and economic conditions in the Philippines;
- any political and social instability in the Philippines;
- the condition of and changes in the Philippine, Asian or global economies;
- changes in interest rates, inflation rates and the value of the Peso against the U.S. dollar and other currencies;
- changes to the laws, including tax laws, regulations, policies and licenses applicable to or affecting the Company;
- competition in the Philippine water industry; and
- natural calamities

Additional factors that could cause the Company's actual results, performance or achievements to differ materially from forward-looking statements 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. In light of the COVID-19 pandemic, geopolitical developments, and associated uncertainties in the global financial markets and their effect on the real economy, any forward-looking statements and forward-looking financial information contained in this Prospectus must be considered with caution and reservation. The Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner expressly disclaim 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 Company's expectations with regard thereto or any change in events, conditions, assumptions or circumstances on which any statement is based. The Company does not intend to update or otherwise revise the forward-looking statements in this Prospectus, whether as a result of new information, future events or otherwise, unless material within the purview of the SRC and other applicable laws, the mandate of which is to enforce investor protection. Because of these risks, uncertainties and assumptions, the forward-

looking events and circumstances discussed in this Prospectus might not occur in the way the Company expects, or at all. Investors should not place undue reliance on any forward-looking information. All subsequent written and oral forward-looking statements attributable to either the Issuer or persons acting on behalf of the Issuer are expressly qualified in their entirety by cautionary statements.

Should one or more of the aforementioned uncertainties or risks, among others, materialize, actual results may vary materially from those estimated, anticipated, or projected as well as from historical results. Specifically, but without limitation, revenues could decline, costs could increase, and anticipated improvements in performance might not be realized fully or at all. Although the Company believes that the expectations of its management as reflected by forward-looking statements are reasonable based on information currently available to it, no assurances can be given that such expectations will prove to be correct. Accordingly, prospective investors are cautioned not to place undue reliance on the forward-looking statements herein.

The Sole Issue Manager, Lead Underwriter and Sole Bookrunner does not take any responsibility for, or give any representation, warranty or undertaking in relation to, any such forward-looking statement.

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GLOSSARY OF TERMS

In this Prospectus, unless the context otherwise requires, the following terms shall have the meanings set forth below.

ALVTMI	ALV Tubig ng Mandaue Inc.
AFAB	Authority of the Freeport Area of Bataan
Applicable Law	(i) any statute, law, regulation, ordinance, rule, judgment, order, decree, or other governmental restriction or any similar form of decision of, or determination by, or any interpretation or administration of any of the foregoing by, any Governmental Authority, and (ii) any directive, guideline, policy or requirement of any Governmental Authority having the force and effect of law.
Application to Purchase	An application to subscribe for and purchase the Offer Shares pursuant to the Offer.
Associate or Affiliate	An entity of which a Person owns directly or indirectly more than 20% but less than 50% of the voting capital or similar right of ownership and has no Control over. As applied to any Person, the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise. The terms "Controlling", "Controlled by" and "under common Control with" shall have correlative meanings. "Person" means any individual, firm, corporation, partnership, association, joint venture, tribunal, limited liability company, trust, government or political subdivision or agency or instrumentality thereof, or any other entity or organization. The following are TPHI's Associates through its lone subsidiary Tubig Pilipinas Group Inc. (TPGI): (i) Princess Urduja Waterworks Systems, Inc. and (ii) Calbayog Water Company, Inc..
BACIWA	Bacolod City Water District
BBWI	Bacolod Bulk Water Inc.
Beneficial Owner	Any person (and "**Beneficial Ownership**" shall mean ownership by any person) who, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has or shares voting power, which includes the power to vote or to direct the voting of such security; and/or investment returns or power in respect of any security, which includes the power to dispose of, or to direct the disposition of, such security; provided, however, that a person shall be deemed to have an indirect beneficial ownership interest in any security which is held by: i. members of his immediate family sharing the same household; ii. a partnership in which he is a general partner; iii. a corporation of which he is a controlling shareholder; or iv. subject to any contract, arrangement or understanding, which gives him voting power investment or power with respect to such securities; provided, however, that the following persons or institutions shall not be deemed to be beneficial owners of securities held by them for the benefit of third parties or in customer or fiduciary accounts in the ordinary course of business, so long as such securities were acquired by such persons or institutions without the purpose or effect of changing or influencing control of the issuer: a. A broker dealer; b. An investment house registered under the Investment Houses Law; c. A bank authorized to operate as such by the BSP; d. An insurance company subject to the supervision of the Office of the Insurance Commission; e. An investment company registered under the Investment Company Act; f. A pension plan subject to regulation and supervision by the Bureau of Internal Revenue and/or the Securities and Exchange Commission or relevant authority; and g. A group in which all of the members are persons specified above
Bidders	Pure Water Corporation and Quadwater Corporation
BIR	Bureau of Internal Revenue

Board of Directors or Board	Board of Directors of the Company
BOI	Board of Investments
BPI	Bank of the Philippine Islands
BPLO	Business Permit and Licensing Office
BSP	*Bangko Sentral ng Pilipinas*, the central bank of the Philippines
Business Day	A day, other than Saturday, Sunday or legal non-working holiday, on which the Philippine Payment and Settlement System and the Payments Network of the Philippines Inc (or, in the event of the discontinuance of their respective functions, their respective replacements) are generally open and available for clearing, and banks are open for business in Makati City, Metro Manila, Philippines
CAR	Certificate Authorizing Registration
Calbayog WD	Calbayog Water District
CWD	Catbalogan Water District
CCWD	Cadiz City Water District
Chinabank Capital	China Bank Capital Corporation
CWCI	Calbayog Water Company Inc.
CFM, CEF2	CEF2 A09 B.V.
CMD	cubic meters per day
COAL, CAHI	Coal Asia Holdings Inc., previous name of TPHI
COD	Date of the start of Commercial Operations
Common Shares or Shares	Common shares of the Company with a par value of ₱0.10 per share
Company, Issuer, TPHI or Tubig	Tubig Pilipinas Holdings Inc. and, as the context may require, its subsidiaries and associates
Congress	The Congress of the Philippines, which comprises the House of Representatives and the Senate
Constitution	The 1987 Philippine Constitution
Cornerstone Investor	[•]
Cornerstone Shares	[•]
CPC	Certificate of Public Convenience
CRWSA	Coron Rural Waterworks and Sanitation Association
CREATE	Corporate Recovery and Tax Incentive for Enterprises Act
DBP	Development Bank of the Philippines
DENR	Department of Environment and Natural Resources
DENR-EMB	Department of Environment and Natural Resources-Environmental Management Bureau
DOH	Departnemnt of Health
DST	Documentary stamp tax
ECC	Environmental Compliance Certificate
EIRR	Equity Internal Rate of Return
EPC	Engineering, Procurement and Construction Contracts
FBIC	FB Infrastructure Corp.
FIDIC	Fédération Internationale des Ingénieurs - Conseils
FIA	Republic Act No. 7042 or the Foreign Investments Act
Firm Offer	The offer of the Firm Shares
Firm Shares	15,700,000,000 primary common shares to be issued by the Company
FOO	Follow On Offering
GlobalData	GlobalData Plc
GOCC	Government owned and controlled corporation
Government	The national government of the Republic of the Philippines
Governmental Authority	Any government agency, authority, bureau, department, court, tribunal, legislative body, statutory or legal entity (whether autonomous or not), commission, corporation, or instrumentality, whether national or local, of the Republic of the Philippines.
Greenshoe Agreement	The greenshoe agreement by and among Tubig Pilipinas Holdings Inc., China Bank Securities Corporation and China Bank Capital Corporation dated (x) in connection with the Overallotment Option and the conduct of price stabilization activities for the Offer.

Gross Income Margin	The Company's gross income divided by sales as described in the consolidated financial statements included in this Prospectus
Group	Tubig Pilipinas Holdings Inc. and its subsidiaries and associates
House of Representatives	The House of Representatives of the Philippines, one of the two branches of the Congress
IAET	Improperly Accumulated Earnings Tax
IWCI	Iloilo Water Company, Inc.
IMA	Investment management activities
Institutional Offer	Offer to certain qualified buyers and other investors in the Philippines by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner
IRO	Investor Relations Officer
IRRs	Implementing Rules and Regulations of the SRC, as amended
ITH	Income Tax Holiday
LGU	Local Government Unit
LLHI	Logan Lane Holdings Inc.
LWUA	Local Water Utilities Administration
JV	Joint venture
JVA	Joint Venture Agreement
Listing Date	(x) or the date on which the listing and trading of the Offer Shares on the PSE shall begin.
LLDA	Laguna Lake Development Authority
Local Small Investor; LSI	Local small investors under the PSE's Local Small Investors Program.
LSI Guidelines	The "Application and Settlement Procedures for Local Small Investors under the Small Investors Program of the Securities and Exchange Commission and The Philippine Stock Exchange, Inc. through the PSE Electronic Allocation System" prepared for the Offer and approved by the PSE.
Main Board	The Main Board of The Philippine Stock Exchange, Inc.
Mandatory Tender Offer	Conducted at 9:00 am on 14 November 2025 and ended at 12:00 noon on 12 December 2025, during which period any tendering stockholder of the Corporation were allowed to offer all or a portion of their shares in the Company for sale to the Bidders
MCWD	Metropolitan Cebu Water District
MLD	Million liters per day
MPO	Minimum public ownership
MPO Rule	SEC Memorandum Circular No. 13 Series of 2017 and under the PSE Amended Rule on Minimum Public Ownership
MWCI	Malasiqui Water Company, Inc.
MWSS	Metropolitan Waterworks and Sewerage System
NAWAD	Nabua Water District
Nexgen	Nexgen Energy Corp.
Net Income Margin	The Company's net income divided by sales as described in the consolidated financial statements included in this Prospectus.
NHA	National Housing Authority
NRW	Non-Revenue Water
NWRB	National Water Resource Board
Offer	The offer for sale, distribution, and issuance of Common Shares by the Company under the conditions as herein contained
Offer Period	The period when the Offer Shares are offered for sale, distribution, and issuance by the Issuer to the public commencing at 9:00 a.m. on (x) and ending at 12:00 noon on (x), or such other dates as may be determined by the Issuer and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner
Offer Price	₱0.1000 to ₱0.1010 per Offer Share
Option Shares	Up to 2,355,000,000 primary Common Shares
Overallotment Option	An option, exercisable in whole or in part prior to the date of initial listing of the Offer Shares on the PSE to purchase or procure purchases for the Option Shares at the Offer Price, representing up to 1.89% of the issued and outstanding Common Shares of the Company, on the same terms and conditions as the Firm Shares as set forth in this Prospectus, solely to cover over-allotments, if any.
PCA	Republic Act No. 10667 or the Philippine Competition Act

PCD Nominee	PCD Nominee Corporation, a corporation wholly owned by the PDTC.
PDTC	The Philippine Depository & Trust Corp.
PDTC Rules and Operating Procedures	SEC-approved rules of the PDTC, including the PDTC Operating Procedures and PDTC Operating Manual, as may be amended, supplemented, or modified from time to time
PHISIX	Previous name of the PSE Index of PSEi
Person	Individuals, juridical persons such as corporation, partnership, joint venture, unincorporated association, trust or other juridical entities, or any governmental authority
Pesos, Philippine Pesos, Php, ₱ and Philippine currency	The legal currency of the Republic of the Philippines
PFRS	Philippine Financial Reporting Standards
Philippine National	As defined under the Foreign Investments Act of 1991, as amended means a citizen of the Philippines, or a domestic partnership or association wholly owned by citizens of the Philippines, or a corporation organized under the laws of the Philippines of which at least 60% of the capital stock outstanding and the entitlement to vote is owned and held by citizens of the Philippines, or a corporation organized abroad and registered to do business in the Philippines under the Philippine Revised Corporation Code, of which 100% of the capital stock outstanding and the entitlement to vote is wholly owned by Filipinos or a trustee of funds for pension or other employee retirement or separation benefits, where the trustee is a Philippine national and at least 60% of the fund will accrue to the benefit of Philippine nationals; Provided, That where a corporation and its non-Filipino stockholders own stocks in a SEC-registered enterprise, at least sixty percent (60%) of the capital stock outstanding and entitled to vote of each of both corporations must be owned and held by citizens of the Philippines and at least sixty percent (60%) of the members of the Board of Directors of each of both corporations must be citizens of the Philippines, in order that the corporation shall be considered a Philippine national. Pursuant to Philippine SEC Memorandum Circular No. 8, Series of 2013, which generally applies to all corporations engaged in identified areas of activities or enterprises specifically reserved, wholly or partly, to Philippine nationals by the Philippine Constitution, the Foreign Investments Act of 1991 and other existing laws, amendments thereto, and implementing rules and regulations of the said laws, 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.
PSA	Philippine Standards on Auditing
Price Stabilization	Transactions with a view to supporting the market price of the Offer Shares at a level higher than that which might otherwise prevail for a limited period commencing on the Listing Date
Price Stabilization Fund	Proceeds from the purchase of Option Shares to the Stabilizing Agent as a fund
PNSDW	Philippine National Standards for Drinking Water
PrimeWater	PrimeWater Infrastructure Corp
PSE	The Philippine Stock Exchange, Inc.
PSE EASy	PSE Electronic Allocation System
PSE Listing Rules	Article III, Part F, Section 4 of the PSE Consolidated Listing and Disclosure Rules
PSE Amended Listing Rules	The PSE Amended Main and SME Board Listing Rules
PSE EDGE	PSE Electronic Disclosure Generation Technology, the PSE's fully automated system that facilitates the processing, validation, submission, distribution, and analysis of time-sensitive disclosure reports submitted to the PSE.
PSE Trading Participants	Duly licensed securities brokers who are trading participants of the PSE.
PSE Notice of Approval	Notice of Approval issued by the PSE
Pure, PEHC	Pure Energy Holdings Corporation
Pure Water	Pure Water Corporation

PUWSI	Princess Urduja Waterworks and Systems Inc.
QB	Qualified buyers under Section 10.1(1) of the SRC and SRC Rule 10.1.3 of the SRC Rules, namely: i. Bank; ii. Registered investment house; iii. Insurance company; iv. Pension fund or retirement plan maintained by the Government of the Philippines or any political subdivision thereof or managed by a bank or other persons authorized by the BSP to engage in trust functions; v. Registered Securities Dealer; vi. An account managed by a Registered Broker under a discretionary arrangement as provided for in the other relevant provisions in the SRC 2015 Rules; vii. Registered Investment Company (e.g., mutual fund companies); viii. Provident fund or pension fund maintained by a government agency or by a government or private corporation and managed by an entity authorized accordingly by the BSP or the SEC to engage in trust function or in fund management; ix. A trust corporation that is authorized by the BSP to perform the acts of a trustee; x. Unit investment trust funds that are established in accordance with rules and regulations of the BSP; xi. A fund established and covered by a trust or IMA agreement under a discretionary arrangement in accordance with rules and regulations of the BSP; a discretionary arrangement means that the entity managing the fund is granted authority to decide on the investment of the trust funds or IMA funds; xii. A fund established and covered by a trust or IMA agreement under a non-discretionary arrangement in accordance with rules and regulations of the BSP, provided that the beneficial owner/s or principal/s of such fund possess the qualifications on financial capacity and sophistication as specified in SRC Rule 10.1.11.1 for natural persons, and SRC Rule 10.1.11.2 for juridical persons; and provided also, that the treatment of such fund as qualified buyer does not contravene the trust or IMA agreement; xiii. A fund established and covered by a trust or IMA agreement wherein the beneficial owner or principal of the fund has been deemed or conferred as a qualified buyer under SRC Sec. 10.1 (l) or SRC Rule 10.1.11; xiv. An entity with quasi bank license issued by BSP; xv. Pre-need company authorized by the Insurance Commission; xvi. Collective Investment Scheme authorized by the relevant regulatory authority pursuant to existing laws and regulations; xvii. A listed entity on the PSE, or a related body corporate of a PSE-listed entity provided that it engages the service of a professional fund manager, through direct hire or via outsourcing to an authorized fund management entity; xviii. A foreign entity not being established or incorporated in the Philippines that, if established or incorporated in the Philippines, would be covered by one of the preceding paragraphs; and xix. Such other person as the SEC may by rule or order determine as qualified buyers, on the basis of such factors as financial sophistication, net worth, knowledge, and experience in financial and business matters, or amount of assets under management. In connection with category (xix) above, the SRC Rules provides that the following are qualified buyers: (1) A qualified individual buyer is a natural person who, at the time of his registration with an authorized registrar of qualified buyers, (a) has a minimum annual gross income of at least ₱10,000,000 for at least two years prior to such registration; or, a total portfolio investment in securities registered with the SEC of at least ₱10,000,000; or, a personal net worth of not less than ₱30,000,000; and, (b) has been engaged in securities trading, in his or her personal capacity or through a fund manager, for a period of one year; or, held for at least two years, in any professional business entity, a position of responsibility that requires knowledge or expertise in securities trading (such as legal consultant, financial adviser, sales

	person or associated person of a broker-dealer, or bank finance or treasury officer, trust officer or other similar executive officers). (2) A qualified institutional buyer is a juridical person that, at the time of its registration with an authorized registrar of qualified buyers, (a) has gross assets of at least ₱100,000,000, or (b) a total portfolio investment in securities registered with the SEC or financial instruments issued by the government of at least ₱60,000,000.
Quadwater	Quadwater Corporation
Revised Corporation Code	Republic Act No. 11232
RTC	Reyes, Tacanong and Company
REDC	Repower Energy Development Corporation
Receiving Agent, RA	Stock Transfer Service, Inc.
Sale Shares	A total of 28,671,400,000 common shares of stock
SEC	Securities and Exchange Commission of the Philippines
SEC Permit to Sell	The Certificate of Permit to Offer Securities for Sale issued by the SEC in connection with the Offer
SEEC	Southeastern Energy Corporation
Share Swap Agreement	Issuance of 66,460,000,000 common shares with a par value of ₱0.10 per common share, which constituted 62.43% of the resulting total issued and outstanding capital stock of the Company in exchange for 632,352,943 TPGI common shares, constituting 100% of the total issued and outstanding capital stock of TPGI
Share Swap Transaction	The issuance by the Company of primary shares out of the increase in the Authorized Capital Stock at par value to Pure Water Corporation, Quadwater Corporation and CEF2 A09 B.V., in exchange for the transfer by them to the Company of up to 100% of the outstanding capital stock of TPGI
Shareholder	Shareholders of the Common Shares
SJWCI	San Jose (N.E.) Water Company, Inc.
SJCWD	San Jose City (N.E.) Water District
Sole Issue Manager, Lead Underwriter and Sole Bookrunner	China Bank Capital Corporation
SPA	Share Purchase Agreement
SPC or SPV	Special purpose company or special purpose vehicle
SRC	Republic Act No. 8799, also known as the Securities Regulation Code of the Philippines, including any of its amendments
SRC Rules	2015 Implementing Rules and Regulations of the Securities Regulation Code, as amended from time to time
SSS	The Social Security System of the Republic of the Philippines
Stabilizing Agent	China Bank Securities Corporation
Stock Transfer Agent or Stock and Transfer Agent	Professional Stock Transfer, Inc.
Subsidiary	An entity of which a Person has direct or indirect Control or owns directly or indirectly more than 50% of the voting capital or similar right of ownership. As applied to any Person, the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise. The terms "Controlling", "Controlled by" and "under common Control with" shall have correlative meanings. "Person" means any individual, firm, corporation, partnership, association, joint venture, tribunal, limited liability company, trust, government or political subdivision or agency or instrumentality thereof, or any other entity or organization. TPHI's lone subsidiary is Tubig Pilipinas Group Inc. (TPGI). The following are TPGI's Subsidiaries: (i) Tubig Trece Martires Corporation; (ii) Tubig Nabua Inc.; (iii) Bacolod Bulk Water Inc., (iv) San Jose (N.E.) Water Company, Inc.; (v.) Tubig Coron, Inc., (vi) Tubig Catbalogan Corp.; (vii) ALV Tubig ng Mandaue, Inc.; (viii) WMTP Bulk Water Corp.; (ix) Tubig Echague Corp.; and (x) Tubig Cadiz Corp..

Tax Code	Philippine National Internal Revenue Code of 1997, as amended
Taxes	Any present or future taxes, including, but not limited to, documentary stamp tax, levies, imposts, filing and other fees or charges imposed by the Republic of the Philippines or any political subdivision or taxing authority thereof, including surcharges, penalties and interests on said taxes, but excluding final withholding tax, gross receipts tax, taxes on the overall income of the underwriters or of the Shareholders (which for the avoidance of doubt includes any creditable withholding tax), value added tax, and taxes on any gains realized from the sale of the Offer Shares
Tax Exempt/Treaty Documents	Collectively, (i) (a) A duly accomplished BIR Form No. 0901 or Application Form for Treaty Purposes and a BIR-certified true copy of a valid, current, and subsisting tax exemption certificate, ruling or opinion issued by the BIR and addressed to the applicant, confirming the income recipient's exemption or its/his/her entitlement to the preferential rate under an applicable tax treaty or the 15% tax sparing rate, as required under BIR Revenue Memorandum Order Nos. 14-2021 and 46-2020, respectively, and Revenue Memorandum Circular Nos. 77-2021, 20-2022 including any clarification, supplement or amendment thereto. (b) For those claiming exemption from income tax as a BIR-qualified employees' retirement fund (in addition to the requirements under (i)(a) above): a duly notarized undertaking (in form and substance prescribed by the Issuer) executed by (1) the corporate secretary or any authorized representative of such applicant who has personal knowledge of the exemption based on his official functions, if the applicant purchases the Offer Shares for its account, or (2) the trust officer, if the applicant is a universal bank authorized under Philippine law to perform trust and fiduciary functions and purchase the Offer Shares pursuant to its management of tax-exempt entities (*i.e.*, Employee Retirement Fund, etc.), declaring and warranting such entities' tax-exempt status or preferential rate entitlement; (ii) a duly notarized undertaking, in the prescribed form, executed by (a) the Corporate Secretary or any authorized representative of such applicant or Shareholder, who has personal knowledge of the exemption based on his official functions, if the taxapplicant purchases, or the Shareholder holds, the Offer Shares for its account, or (b) the Trust Officer, if the applicant is a universal bank authorized under Philippine law to perform trust and fiduciary functions and purchase the Offer Shares pursuant to its management of tax-exempt entities (i.e. Employee Retirement Fund, etc.), declaring and warranting such entities' tax exempt status or preferential rate entitlement, undertaking to immediately notify the Issuer and the Stock Transfer Agent of any suspension or revocation of the tax exemption certificates or preferential rate entitlement, and agreeing to indemnify and hold the Issuer and the Stock Transfer Agent free and harmless against any claims, actions, suits, and liabilities arising from the non-withholding of the required tax; and (iii) such other documentary requirements as may be reasonably required by the Issuer and/or the Stock Transfer Agent or under the applicable regulations of the relevant taxing or other authorities which for purposes of claiming exemption from withholding tax, preferential tax treaty rates or the special 15% tax sparing rate on dividends, shall include evidence of exemption from withholding tax, or of the applicability of a tax treaty or of the tax sparing rate, an authenticated/apostilled tax residency certificate duly issued by the relevant foreign tax authority in favor of the applicant, and a certification from the SEC that such applicant is not registered to do business in the Philippines; provided that the Issuer and the Stock Transfer Agent shall have the exclusive discretion to decide whether the documents submitted are sufficient for purposes of applying the exemption or the reduced rate being claimed by the applicant on the dividend or interest payments to be made to such applicant.
TP Guidelines	The "Implementing Guidelines for the Reservation and Allocation of the Firm Shares of Tubig Pilipinas Holdings, Inc. to the Trading Participants of The Philippine Stock Exchange, Inc. through the Sole Issue Manager, Lead Underwriter and Sole Bookrunner" prepared for the Offer and approved by the PSE
Trading Participants and Retail Offer	The offer for sale of the Trading Participants and Retail Offer Shares to be made in the Philippines

Trading Participants Offer	The offer for sale of the Trading Participants to be made in the Philippines
Trading Participants and Retail Offer Shares	Up to 4,710,000,000 Firm Shares being offered pursuant to the Trading Participants and Retail Offer
Trading Participants Offer Shares	Up to 3,140,000,000 Firm Shares being offered pursuant to the Trading Participants
Transaction	Sale of a total of 28,671,400,000 common shares of stock of the Company which represented 71.68% of the total outstanding capital stock of the Company
TCC	Tubig Catbalogan Corp.
TCI	Tubig Coron Inc.
TEC	Tubig Echague Corp.
TMEC	Titan Mining Energy Corporation
TNI	Tubig Nabua Inc.
TTMC	Tubig Trece Martires Corp.
TMCWD	Trece Martires City Water District
Tubig Cadiz	Tubig Cadiz Inc.
TPGI	Tubig Pilipinas Group Inc. and its subsidiaries: (i) Tubig Trece Martires Corporation; (ii) Tubig Nabua Inc.; (iii) Bacolod Bulk Water Inc., (iv) San Jose (N.E.) Water Company, Inc.; (v) Tubig Coron, Inc., (vi) Tubig Catbalogan Corp.; (vii) ALV Tubig ng Mandaue, Inc.; (viii) WMTP Bulk Water Corp.; (ix) Tubig Echague Corp.; and (x) Tubig Cadiz Corp.; and its associates (i) Princess Urduja Waterworks Systems, Inc.; (ii) Calbayog Water Company, Inc..
Underwriting Agreement	The underwriting agreement by and among Tubig Pilipinas Holdings Inc., and China Bank Capital Corporation dated (x).
UPE	Ultimate parent entity
WMTP	WMTP Bulk Water Corp.

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EXECUTIVE SUMMARY

The following summary is qualified in its entirety by, and is subject to, the more detailed information presented in this Prospectus, including the Company's audited consolidated financial statements for the years ended 2023, 2024 and 2025, related notes included elsewhere in 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. Capitalized terms not defined in this summary are defined in the "Glossary of Terms," "Risk Factors," "Business" or elsewhere in this Prospectus.

THE COMPANY

Tubig Pilipinas Holdings Inc., formerly, Coal Asia Holdings Inc., ("**Tubig**", "**Tubig Pilipinas**", "**TPHI**", or the "**Company**"), is a holding company which wholly owns pure-play integrated water utility company Tubig Pilipinas Group, Inc. ("**TPGI**"), focused primarily on delivering sustainable, clean water to underserved and unserved communities outside Metro Manila through its bulk supply engagements and water distribution operations. It currently has eleven (11) operational projects across ten (10) cities and municipalities spanning seven (7) regions in Luzon and Visayas—comprising of two (2) bulk supply contracts with One Hundred (100) million liters per day ("**MLD**") capacity and nine (9) water distribution operations servicing a total of 51,288 billed connections and 5,275,275 m^3 of billed volume as of June 30, 2026. The Company has 9 projects being co-developed and co-operated in partnership with key water industry players such as Manila Water Philippine Ventures, Inc., Watermatic International Ltd., and TGV Builders Inc., and has garnered the support of climate-focused blended finance investment manager, Climate Fund Managers.

The Company remains steadfast in its mission of delivering sustainable and clean water to underserved and unserved communities outside Metro Manila – areas that have historically received limited investment from larger, established water utilities focused on mature urban markets. This mission requires significant upfront capital investments in water infrastructure, network expansion, and community development, resulting in a longer gestation period before projects reach optimal operating and financial performance. However, as service coverage expands, non-revenue water is reduced, customer connections increase, and water consumption matures alongside community growth, these projects are expected to generate substantial long-term value. The strength of this mission has been validated by the Company's strategic partnerships with leading industry players and the support of climate-focused investors, reflecting confidence in both its social impact and long-term growth potential. Guided by this vision, the Company has set an ambitious goal of becoming one of the Philippines' leading providers of sustainable water infrastructure for underserved communities. By 2030, it aims to achieve a total production capacity of 263 MLD, serve more than 131,000 billed connections, deliver over 31 million m^3 of billed water annually, and provide reliable access to clean water to approximately 533,000 additional Filipinos.

TPHI was incorporated on June 11, 2012, initially to engage in the business of investing in coal and energy related businesses. The shares of the Company were listed in the Main Board of the PSE on October 23, 2012.

On September 26, 2025, Dexter Y. Tiu, Eric Peter Y. Roxas, Gertim G. Chuahiong, Alexander Y. Tiu, and John L. Capinpin, shareholders of the Company who collectively owned 28,671,400,000 common shares representing 71.68% of the total outstanding capital stock of the Company, entered into a Share Purchase Agreement ("**SPA**") with Pure Water Corporation and Quadwater Corporation (the "**Bidders**") and Pure Energy Holdings Corporation ("**PEHC**"; and together with the Bidders, the "**Buyers**"), for the sale of a total of 28,671,400,000 common shares of stock (the "**Sale Shares**") of the Company which represented 71.68% of the total outstanding capital stock of the Company (the "**Transaction**").

The Bidders' acquisition of the Sale Shares constituted 59.20% of the total outstanding capital stock of the Company, with PEHC acquiring the remaining Sale Shares constituting 12.48% of the total outstanding capital stock of the Company. In compliance with the SRC and its IRR, a mandatory tender offer (the "**Mandatory Tender Offer**") was conducted at 9:00 am on 14 November 2025 and ended at 12:00 noon on 12 December 2025, during which period any tendering stockholder of the Corporation were allowed to offer all or a portion of their shares in the Company for sale to the Bidders.

The Bidders were prepared to acquire up to 11,328,600,040 common shares in the Company constituting up to 28.32% of the issued and outstanding capital stock of the Company. There were no availments or tendered shares during the Mandatory Tender Offer period.

On December 22, 2025 and January 29, 2026, the Company's Board of Directors and, subsequently on February 11, 2026, the Company's stockholders approved the following: (i) amendments to its Articles of Incorporation in relation to (a) the change in Corporate Name from Coal Asia Holdings Incorporated to Tubig Pilipinas Holdings Inc., (b) the amendment in the Primary and Secondary Purposes of the Company to engage mainly in the businesses of water utilities and related sustainable businesses, (c) the increase in the Authorized Capital Stock of the Company from ₱5,000,000,000.00 divided into 50,000,000,000 common shares with par value of ₱0.10 per share to ₱13,000,000,000.00 divided into 130,000,000,000 common shares with par value of ₱0.10 per share; (ii) the issuance by the Company of primary shares out of the increase in the Authorized Capital Stock at par value to Pure Water Corporation ("**Pure Water**"), Quadwater Corporation ("**Quadwater**"), and CEF2 A09 B.V., ("**CFM**"), in exchange for the transfer by them to the Company of up to 100% of the outstanding capital stock of TPGI (the "**Share Swap Transaction**"), at a value determined based on an independent fairness opinion and valuation report; and (iii) the divestment by the Company of its lone subsidiary at the time of approvals, Titan Mining Energy Corporation ("**TMEC**").

The PSE deemed the foregoing acts to be covered by the Backdoor Listing Rules, primarily due to the change in business of the Company. Pursuant to the Backdoor Listing Rules, the PSE implemented a trading suspension on December 23, 2025, pending compliance with applicable requirements under the Backdoor Listing Rules, including confirmations from the SEC in relation to (i) the conduct of a tender offer and (ii) an amendment to the Company's Registration Statement.

On March 2, 2026, the Company and the shareholders of Tubig Pilipinas Group Inc. ("**TPGI**"), namely, Pure Water, Quadwater and CFM, executed a Share Swap Agreement for the issuance of 66,460,000,000 common shares with a par value of ₱0.10 per common share, which constituted 62.43% of the resulting total issued and outstanding capital stock of the Company, in exchange for 632,352,943 TPGI common shares, constituting 100% of the total issued and outstanding capital stock of TPGI (the "**Share Swap Agreement**"). The basis of the Share Swap Agreement was a Fairness Opinion and Valuation Report conducted by Isla Lipana and Co. ("**Isla Lipana**"), a firm accredited by the SEC and PSE. The valuation procedures relied on financial projections that were based on the assumptions presented to Isla Lipana and information secured from other sources.

On March 19, 2026, the Company filed an application with the SEC for the amendment of its Articles of Incorporation. The SEC approved the application on June 25, 2026.

On July 1, 2026, the Company executed a Share Purchase Agreement with Southeastern Energy Corporation ("**SEEC**") for the sale of 250,000,000 common shares of TMEC, which represents 100% of the issued and outstanding capital stock of TMEC, completing the divestment of its previous coal and mining subsidiary. As of date, the Company has no coal nor mining assets or subsidiaries.

On October 16, 2026, the Company received the Certificate Authorizing Registration ("**CAR**") from the Bureau of Internal Revenue ("**BIR**") for the transfer of the 632,352,943 common shares of TPGI from Pure Water, Quadwater, and CFM to the Company. On the same date, the Company issued 28,245,500,000 shares to Pure Water, 28,245,500,000 shares to Quadwater, and 9,969,000,000 shares to CFM out of the increase in Authorized Capital Stock approved by the SEC, thereby completing the Share Swap Transaction. Accordingly, the Company became the legal and beneficial owner of 100% of the issued and outstanding capital stock of TPGI.

The Company's current lone subsidiary, TPGI, is the water utilities supply and distribution development and holding company of Pure Energy Holdings Corporation ("**PEHC**"). TPGI conducts its business through its SPV's: (i) Tubig Trece Martires Corporation; (ii) Tubig Nabua Inc.; (iii) Bacolod Bulk Water Inc.; (iv) San Jose (N.E.) Water Company, Inc.; (v) Tubig Coron, Inc., (vi) Tubig Catbalogan Corp.; (vii) ALV Tubig ng Mandaue, Inc.; (viii) WMTP

Bulk Water Corp.; (ix) Tubig Echague Corp.; and (x) Tubig Cadiz Corp.; and associates: (i) Princess Urduja Waterworks Systems, Inc. and (ii) Calbayog Water Company, Inc.; (xi)

A shareholder and the parent company of the Company's parent, Pure Water, PEHC is a holding company established to be in the business of investing in and providing essential resources for the developmental growth of the country, driven by the vision to make available renewable energy and clean water to every Filipino. PEHC is a conglomeration of hydropower, solar, wind, and geothermal assets, as well as bulk water and water distribution facilities.

As PEHC successfully listed in the PSE its hydropower arm subsidiary, Repower Energy Development Corporation ("**REDC**") last July 24, 2023, and its wind and solar arm subsidiary, Nexgen Energy Corp. ("**Nexgen**") last July 16, 2024, enabling REDC and NexGen to increase profitability and enhance shareholder equity, it envisions to follow this with another listing composed of its portfolio of water supply and distribution assets. This is believed to be the next foremost in utilities investment after its energy generating subsidiaries. With this vision in mind, the Company is building on its base of eleven (11) active operating projects nationwide, and six (6) awarded projects currently in execution phase, as well as other projects at various stages in the pipeline.

The debut of TPGI in the PSE through the Company is intended to unlock the undertapped potential of TPGI, and to further provide a platform for its future growth. It is also intended to give the investing public access to investments in the Philippine water industry that not only delivers sustainable clean water to various unserved and underserved communities in the country but also generates stable operating cash flows with a robust pipeline of operational and financial growth from both its existing operating sites and future expansions and/or acquisitions.

For its water supply and distribution projects, the Company has engaged the services of Royal HaskoningDHV, ERM, Ove Arup and Partners and GHD. With the assistance of the above-mentioned foreign technical consultants for the preparation of studies, development plans, and engineering works, to name a few, the Company has undertaken comprehensive technical, engineering, and operational assessments of its portfolio of water supply and distribution contracts, assets and projects. For the Company's septage and wastewater treatment projects, the Company is in discussions with several engineering, procurement, and construction ("**EPC**") contractors for a complete package involving the build out of its planned septage and wastewater treatment plants.

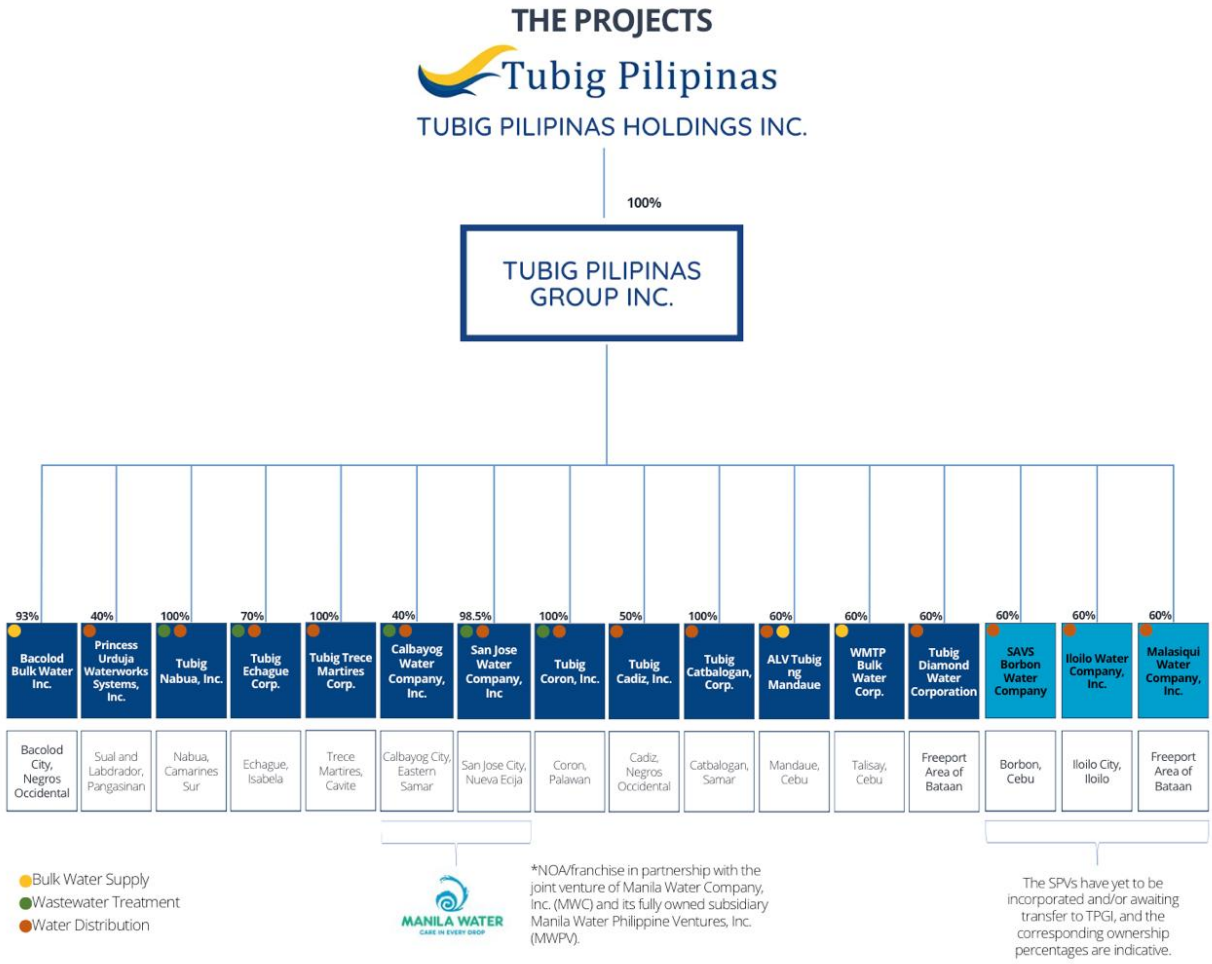
While developing the Company's pipeline and basket of water supply, distribution, septage and wastewater treatment assets, it is also continuously expanding its water supply and distribution capacity in its existing areas of coverage. For the operations and maintenance ("**O&M**") of its eleven (11) operating water supply and distribution projects, TPGI directly manages the operations of its water utilities in service areas where it holds a majority ownership interest, ensuring operational consistency, accountability, and alignment with the Company's service standards. To oversee the day-to-day management of each concession, TPGI deploys a dedicated Branch Manager who is responsible for the overall operations of the utility, including commercial, administrative, and customer service functions.

This decentralized management structure enables timely decision-making and close coordination with local stakeholders while leveraging the Company's centralized technical expertise, operational policies, and corporate support. Through this approach, Tubig Pilipinas maintains efficient utility operations and delivers reliable water services across its service areas.

TPGI was incorporated under the laws of the Philippines and maintains its registered office address and principal place of business at 2120 7/F One Oculus Center, Don Chino Roces, Pio del Pilar, Makati City, 1230. TPGI was incorporated with the primary purpose to carry on the general business of operating, managing, maintaining and rehabilitating waterworks, sewerage and sanitation systems and services, specifically, for the distribution, supply and sale of potable water; the provision of sewerage and sanitation systems; the maintenance, development, repair and upgrading of water and waste water facilities including water supply, treatment, distribution of water, sewerage and sanitation, metering and leakage control, customer service and billing; the construction, maintenance and operation of all necessary and convenient buildings, structures, dams, reservoirs, conduits, aqueducts, tunnels, purification plants, water mains, pipes, pumping stations, machineries, sanitary sewerages and other waterworks and the acquisition, lease, occupation or use of land rights of way and easement therein; the provision of allied ancillary services; and undertaking such other activities incidental to the foregoing.

TPGI was incorporated on October 27, 2014, with the goal to own, operate, manage and rehabilitate waterworks, sewage and sanitation systems and services and supply clean, potable water to unserved or underserved communities outside Metro Manila. TPGI currently has a roster of eleven (11) active operating projects nationwide, and six (6) awarded projects currently in execution phase, as well as other projects at various stages in the pipeline. Currently, TPHI owns 100% equity in TPGI.

Having successfully operated its water treatment plants and distribution networks for the last twelve (12) years, TPGI is ready to expand its project footprint beyond its first eleven (11) operating water treatment and distribution facilities. TPGI currently has two (2) projects under construction and four (4) awarded projects comprising of both bulk water supply contracts and Level III water supply and distribution contracts.



Below is a list of all TPGI operating and pipeline projects. All TPGI projects have a contract period of 25 years with the exception of Tubig Nabua who has a contract period of 30 years.

Operating Projects

Bulk Water Supply Projects

Entity	**Date of Contract**	**Commercial Operations Date (COD)**	**Contract Duration**	**% Interest**	**Location**	**Contract Details**	**Total Volume Capacity** (in MLD)

Bacolod Bulk Water Inc.	March 10, 2016	October 17, 2017	25 years from COD	93.24%	Bacolod City, Negros Occidental	Name: Bulk Water Supply Contract for Delivery Point No. 1 Counterparty: Bacolod City Water District (BACIWA) Role: Bulk Water Supplier	Up to 75MLD
Bacolod Bulk Water Inc.	June 25, 2024	March 17, 2025	Until the earlier of (a) November 13, 2045 or (b) the date when the JVA between BACIWA and Prime Water is no longer effective, in which case, the contract shall be turned-over to BACIWA.	93.24%	Bacolod City, Negros Occidental	Name: Bulk Water Supply Contract Counterparty: PrimeWater Infrastructure Corp. Status: Bulk Water Supplier	Up to 25MLD

Water Supply and Distribution with Wastewater Services

Entity	**Date of Contract**	**Commercial Operations Date (COD)**	**Contract Duration**	**% Interest**	**Location**	**Contract Details and Status**	**No. of Service Connections (as of June 2026)**	**Average Monthly Billed volume (Q1 - Q2 2026 – in m^3)**
Princess Urduja Waterworks Systems Inc.	April 29, 2010	April 29, 2010	25 years from COD	40.00%	Sual, Pangasinan	Name: Agreement Counterparty: Local Government of Sual, Pangasinan Contract Type: Memorandum of Agreement Role: Operator	Active: 1,441 Total: 2,062	25,286m^3/mo.
Princess Urduja Waterworks Systems Inc.	January 15, 2013	January 15, 2013	25 years from COD	40.00%	Labrador, Pangasinan	Name: Agreement Counterparty: Local Government of Sual, Pangasinan Contract Type: Memorandum of Agreement Role: Operator	Active: 1,059 Total: 1,266	17,574^3/mo.
Tubig Nabua Inc.	May 4, 2020	May 4, 2020	30 years from COD	100.00%	Nabua, Camarines Sur	Name: Joint Venture Agreement (for the Design, Construction, Rehabilitation, Maintenance,	Active:5,565 Total:8,316	91,649^3/mo.

						Operation, Financing, Expansion, and Management of the Water Supply and Septage System of NAWAD in the Municipality of Nabua in the Province of Camarines, Sur) Counterparty: Nabua Water District (NAWAD) Contract Type: Joint Venture Agreement Role: Operator		
Tubig Trece Martires Corp.	April 22, 2015 (Eddmari et.al) Novembe r 11, 2022 (RFN)	2015	No expiry	100.00%	Trece Martires City, Cavite	Name: Memorandum of Agreement Counterpartie s: Eddmari Construction and Trading, et. Al RFN Construction and Development Corp. Contract Type: Memorandum of Agreement Role: Operator	Active:4,881 Total:5,826	72,647m³/mo.
Calbayog Water Company, Inc.	July 03, 2019	October 16, 2019	25 years from COD	40.00%	Calbayog City, Samar	Name: Joint Venture Agreement (for the design, construction, rehabilitation, maintenance, operation, financing, expansion, and management of the water and wastewater system of CCWD in the City of Calbayog, as well as other municipalities within the Province of Samar)	Active: 17,125 Total: 21,115	294,759 m³/mo.

						Counterparty: Calbayog City Water District (CCWD) Contract Type: Joint Venture Agreement Role: Operator		
San Jose City (N.E.) Water Company, Inc.	December 28, 2020	January 01, 2022	25 years from COD	97.00%	San Jose City, Nueva Ecija	Name: Joint Venture Agreement Counterparty: San Jose City (N.E.) Water District (SJCWD) Contract Type: Joint Venture Agreement Role: Operator	Active: 9,695 Total:13,403	171,723³/mo.
Tubig Coron Inc.	March 26, 2019	October 1, 2020	25 years from COD	100.00%	Coron, Palawan	Name: Joint Venture Agreement (for the design, construction, rehabilitation, maintenance, operation, financing, expansion, and maanagement of the water supply and septage system of CRWSA in the Municipality of Coron, Palawan) Counterparty: Coron Rural Waterworks and Sanitation Association Contract Type: Joint Venture Agreement Role: Operator	Active: 674 Total:840	22,421 m³/mo.
Tubig Cadiz Inc.	August 28, 2020 (Re-executed)	2016	No expiry	50.00%	Cadiz City, Negros Occidental	Name: Memorandum of Agreement (NHA and Tubig Pilipinas Group Inc.)	Active:1,426 Total: 1,765	18,980 m³/mo.

						Counterparty: National Housing Authority Contract Type: Memorandum of Agreement Role: Operator		
Tubig Catbalogan Corp.	December 28, 2022	Oct. 1, 2023	25 years from COD	100.00%	Catbalogan City, Samar	Name: Joint Venture Agreement (for the design, construction, rehabilitation, maintenance, operation, financing, expansion and management of the water supply and septage system of CWD in the City of Catbalogan in the Province of Samar) Counterparty: Catbalogan Water District Contract Type: Joint Venture Agreement Role: Operator	Active: 9,422 Total:11,829	158,129 m³/mo.

Projects Under Construction

Bulk Water Supply Projects

Entity	**Date of Contract**	**Expected Commercial Operations Date (COD)**	**Contract Duration**	**% Interest**	**Location**	**Contract Details**	**Total Volume Capacity** (in MLD)
WMTP Bulk Water Corp.	August 18, 2023	December 31, 2026	25 years from COD	60.00%	Talisay City, Cebu	Name: Contract Agreement PR No. 29023-001 Supply and Delivery of Potable Bulk Water – Jaclupan, Talisay City Counterparty: Metropolitan Cebu Water District (MCWD) Role: Bulk Water Supplier	Up to 50MLD

Water Supply and Distribution with Wastewater Services

Entity	**Date of Contract**	**Expected Commercial Operations Date (COD)**	**Contract Duration**	**% Interest**	**Location**	**Contract Details and Status**	**Potential No. of Service Connections**	**Potential Monthly Billed**

								volume (in m^3)
Tubig Echague Corp.	June 27, 2019	October 1, 2026	25 years from COD	70.00%	Echague, Isabela	Name: Memorandum of Agreement (Construction, Operation, Management and Maintenance of a Water, Sewage and Septic Utility System Within the Municipality of Echgue Counterparty: Local Government of Echague Contract Type: Concession Agreement Role: Operator	Total: 5,000	150,000 m^3/mo.

Awarded Projects under Execution Phase

Water Supply and Distribution with Wastewater Services

Entity	**Date of Contract**	**Expected Commercial Operations Date (COD)**	**Contract Duration**	**% Interest**	**Location**	**Contract Details and Status**	**PotentialNo. of Service Connections**	**Potential Monthly Billed volume (in m^3)**
ALV Tubig ng Mandaue Inc.	March 17, 2022	*To be determined*	25 years from COD	60.00%	Mandaue City, Cebu	Name: Joint Venture Agreement (for the design, construction, operation, maintenance, and financing of a Level III Water Supply and Treatment Facility that utilizes the Desalination Treatment Process with Septage Management Program in the City of Mandaue) Counterparty: Local Government of Mandaue Contract Type: Joint Venture Agreement	Total: 100,000	3,000,000.00/m^3

						Role: Operator		
Iloilo Water Company, Inc.*	March 26, 2019	*To be determined*	25 years from March 26, 2019	40.00%	Iloilo City, Iloilo	Name: An Ordinance Granting Manila Water Philippine Ventures Inc. and Tubig Pilipinas Group Inc. or Their Designated Joint Venture Company, a Franchise to Construct, Establish, Commission, Operate and Maintain a Water Supply System for Iloilo City Counterparty: Local Government of Iloilo Contract Type: Franchise/Concession Role: Operator	Total: 70,000	2,000,000.00
Malasiqui Water Company Inc.*	July 17, 2017	To be determined	25 years	50.00%	Malasiqui, Pangasinan	Name: An Ordinance Granting Joint Venture of Manila Water Philippine Venture, Incorporated and Tubig Pilipinas Group Incorporated a Franchise to Establish, Construct, Operate, Manage, Repair, and Maintain Water Supply in the Municipality of Malasiqui, Pangasinan. Counterparty: Local Government of Malsiqui Contract Type: Joint Venture Agreement	Total: 10,000	200,000 m^3/mo.

						Role: Operator		
Tubig Diamond Water Corporation	July 23, 2026	May 2027	25 years from COD	60.00%	Freeport Area of Bataan – Mariveles, Bataan	Name: Joint Venture Agreement (for the design, construction, rehabilitation, maintenance, operation, financing, expansion, and management of the water supply and septage system of AFAB in the Municipality of Mariveles, Province) Counterparty: Authority of Freeport Area of Bataan (AFAB) Contract Type: Joint Venture Agreement Role: Operator	Total: 19,500	1,000,000 m3/mo.

** With signed cooperation agreements, awaiting establishment of its special purpose company*

Pipeline Projects

Water Supply and Distribution with Wastewater Services

Project Name	Date of Contract	Expected Commercial Operations Date (COD)	Location	Potential No. of Service Connections	Potential Monthly Billed volume (in m^3)
SAVS-Borbon	May 14, 2021	*To be determined*	Borbon, Cebu	Total: 5,000	100,000m^3/mo.

TPGI's eleven (11) operating projects and their respective treatment plant and distribution systems are presently contributing clean and sustainable potable water to several thousand households in the host communities and are expected to benefit the local economy in terms of tourism and industrial activities.

In 2023, 2024, 2025, and Q2 2026 the TPGI and its subsidiaries's sales were ₱169.08 million, ₱262.16 million, ₱270.77 million and ₱169.5 million, respectively and EBITDA figures stood as follows:

	2023	2024	2025	Q2 2026
EBITDA				
Net Loss	(54,885,105)	(48,305,184)	(31,339,745)	(7,682,382)
Add:				
Income Tax Expense (Benefit)	17,880,071	(531,852)	5,361,486	2,563,964
Interest Expense	58,913,011	77,545,410	71,631,610	48,952,612

Depreciation and Amortization	35,483,271	48,980,015	54,895,169	38,860,671
	57,391,248	**77,688,389**	**100,548,520**	**82,694,865**

Compliance with the Listing Rules of the PSE

In compliance with Section 10 of the Backdoor Listing Rules and Article V, Part A of the PSE Consolidated Listing and Disclosure Rules, as amended on the Rule on Additional Listing of Shares, on October 20, 2026, the Company applied for listing with the PSE of the additional shares of stock issued in connection with the increase of the capital stock and the Share Swap Transaction covering 66,460,000,000 common shares of the Company to comply with the PSE listing rules. Since the Share Swap Transaction involves related parties, Article V, Part A of the PSE Consolidated Listing and Disclosure Rules, as amended, requires the conduct of a rights or public offering as a condition to listing, unless such requirement is waived by the minority stockholders. On January 29, 2026 and February 11, 2026, the Company obtained the approval of its Board of Directors and stockholders, respectively, for the waiver of the requirement to conduct a rights or public offering as a condition to listing.

On December 23, 2025, after the Company's disclosure of its December 22, 2025 Board of Directors' approval of the amendments to its Articles of Incorporation, the divestment of TMEC, and the conduct of a follow-on offering, among other items, trading of the stock of the Company in the PSE was suspended in accordance with Sections 3, 4 and 6 of the PSE Revised Rules on Backdoor Listing.

On January 20, 2026, the Company filed a request with the SEC for its confirmation that the issuance of the additional common shares pursuant to the Share Swap Transaction would not trigger an additional mandatory tender offer obligation. On October 6, 2026, the SEC confirmed that a mandatory tender offer at the level of the Company is not required, considering that the transaction would not result in a change in control and falls within the exemption under Rule 19.3.1.2 of the Implementing Rules and Regulations of the SRC (as amended), for purchases of securities from an increase in authorized capital stock.

On September 3, 2026, the Company filed an amended Registration Statement with the SEC. On October 8, 2026, the SEC issued SEC MSRD Order No. 101, Series of 2026, rendering effective the Company's amended Registration Statement. Following the submission to the PSE of the SEC confirmation dated October 6, 2026 and the SEC approval of the Amended Registration Statement, the trading suspension was lifted on October 15, 2026.

On October 16, 2026, the Company received the CAR from the BIR for the transfer of the 632,352,943 common shares of TPGI from Pure Water, Quadwater, and CFM to the Company. On the same date, the Company issued 28,245,500,000 shares to Pure Water, 28,245,500,000 shares to Quadwater, and 9,969,000,000 shares to CFM out of the increase in Authorized Capital Stock approved by the SEC, thereby completing the Share Swap Transaction.

Following the issuance of shares pursuant to the Share Swap Transaction, the Company's public ownership was reduced to 10.64%, below the minimum public ownership of 20% under the Backdoor Listing Rules. Accordingly, trading of the Company's shares was again suspended on October 19, 2026. As of date, trading of the common shares of the Company in the PSE is still suspended.

Pursuant to Section 7 of the PSE Revised Rules on Backdoor Listing, upon and after the backdoor listing, the listed company shall have a minimum public ownership of 20%, or as may be amended, compliance of which shall be reckoned from closing or completion of the transaction giving rise to backdoor listing. Upon completion of the Offer on Listing Date, the Company is expected to comply with the minimum public ownership requirement for backdoor listed companies with expected public float results of 20.03% and 21.27%, assuming the non-exercise and the full exercise of the Overallotment Option, respectively. The additional listing of the shares issued pursuant to the Share Swap Transaction and the listing of the Offer Shares pursuant to the FOO are both expected to be completed on Listing Date. Trading of the shares of the Company is likewise expected to resume on Listing Date.

COMPETITIVE STRENGTHS

The Company has the following competitive advantages:

- Operational Strengths
    - Robust resource diversificacstion and climate resilience
    - Strategic supply chain integration and CAPEX optimization
    - Stable cash flows and a visible growth pipeline
    - Institutional leadership and high-caliber human capital

- Institutionalized ESG Framework
    - Institutionalized ESG framework for long-term sustainability
    - Implementation of ESMS which meet the requirements of the International Finance Corporation (IFC) Performance Standards
    - Strong commitment to impactful community improvement

- Financial Strengths
    - Strategic supply chain integration and CAPEX optimization
    - Robust portfolio with stable cash flows and visible growth
    - Strategic capitalization of bulk water opportunities and fiscal optimization

- Institutional and Human Capital
    - Elite leadership and technical depth
    - Regulatory and political acumen
    - Advisory panel

For a full discussion of the Company's competitive strengths, see page 152 of this Prospectus.

BUSINESS STRATEGIES

The Company's key strategies are set out below:

- Bridging the infrastructure deficit via PPP Frameworks
- Expand into value-added services and adjacent utility sectors by leveraging existing customer relationships.
- Secured revenue visibility via long-tenor concessions
- Value engineering and supply chain optimization
- Strategic capitalization of bulk water opportunities and fiscal optimization
- Explore, adopt and deploy emerging technologies to enhance the Company's value creation
- Continue to nurture relationships with technical partners and local communities to ensure the project delivers sucesses to all involved
- Maintain prudent financial management while supporting business growth and optimizing dividend payout to shareholders.
- Execution of our fully integrated sustainability strategy.
- Ensure organization is able to bring in new talent to cover the growing number of projects

For a full discussion of the Company's key business strategies, see page 152 of this Prospectus.

RISKS OF INVESTING

Before making an investment decision, prospective investors should carefully consider the risks associated with an investment in the Offer Shares. These risks are discussed in the section entitled "*Risk Factors*". Prospective investors should also consider the following risks of investing in the Offer:

- risks relating to the Company's Business;
- risks relating to the Philippines;
- risks relating to the Offer and the Offer Shares; and
- risks relating to the Presentation of Information in this Prospectus.

INVESTOR RELATIONS PROGRAM

Tubig has resolved to develop and maintain an Investor Relations Program which will reflect standards of disclosure, dialogue and transparency. The primary objective of the Program is to foster quality communication flows between the Company and its stockholders, and to govern the organization and execution of the investor relations functions.

Pursuant to this objective, the Investor Relations Program will consist of the following, among other matters:

- The creation of an Investor Relations Office, which will be tasked with (a) the creation and implementation of an investor relations program that reaches out to all shareholders and informs them of corporate activities and (b) the formulation of a clear policy for accurately, effectively, and sufficiently communicating and relating relevant information to the Issuer's shareholders as well as to the broader investor community.

- The appointment of an Investor Relations Officer ("**IRO**"). The IRO will ensure that the Company complies with, and files on a timely basis, all required disclosures and continuing requirements of the Philippine SEC and the PSE. In addition, the IRO will oversee most aspects of the shareholder meetings, press conferences, investor briefings, and management of the investor relations portion of the Company's website.

  The IRO shall also be specifically responsible for the following:

  - coordinating with other entities to ensure that accurate information about the Company's strategic directions, operational and financial results, and material developments in its business is pro-actively, uniformly, and efficiently articulated to the Company's stakeholders according to regulatory rules;
  - appraising the Senior Executive Team and the Board regularly about feedback received from investors and industry analyst, shareholder developments, and industry performance; and
  - managing and enhancing the Company's relationships with the investors, industry analysts, regulators, and other stakeholders, and establishing effective methods to enable them to have easy access to information.

- For this purpose, the Board of Directors of the Company has appointed the person named below as Investor Relations Officer who may be contacted through the following contact details:

  Shawn Yao
  Investor Relations Officer
  Tubig Pilipinas Holdings Inc.
  3rd Floor, JTKC Centre,
  2155 Pasong Tamo, Brgy. Pio Del Pilar
  Telephone Number: (632) 8800-3898
  E-mail Address: investor.relation@tubigpilipinas.com

- The maintenance of a dedicated investor relations page on the Company's corporate website upon approval of the listing of the Company's stock, https://https://tubigpilipinas.com/, which shall contain the following minimum information:

  - corporate information (such as the organizational structure, board of directors and management team and executive profiles);
  - company news (such as analyst briefing report, press releases, and latest news);
  - financial reports (annual and quarterly reports for the past two years);
  - disclosures (recent disclosures to the PSE and the SEC for the past two years);
  - investor FAQs;
  - investor contact (email address and phone numbers for the feedback / comments, shareholder assistance and service);
  - stock information; and

- other pertinent information.

- The regular use of various communication channels, e.g., press releases, e-mails, investor presentations, presentation in annual stockholders' meeting, regulatory disclosures and meetings, to disseminate correct and up-to-date information on the Company, promote investors' awareness of developments in the Company and effectively address concerns or issues of the stakeholders. This includes obtaining from the Customers Care Department any pertinent comment or query posted on social media by stakeholders.

COMPANY INFORMATION

We are a Philippine corporation organized under the laws of the Philippines. Our principal office address is at the 3rd Floor, JTKC Centre, 2155 Pasong Tamo, Brgy. Pio del Pilar, Makati City, Philippines, with telephone number: (632) 8800-3898. Our corporate website is http://https://tubigpilipinas.com/. Information on the website is incorporated by reference into this Prospectus.

SUMMARY OF THE OFFER

The following does not purport to be a complete listing of all the rights, obligations, and privileges attaching to or arising from the Offer Shares. Some rights, obligations, or privileges may be further limited or restricted by other documents and subject to final documentation. Prospective investors are enjoined to exercise appropriate due diligence and perform their own independent investigation and analysis of the Company and the Offer Shares. Each prospective investor must rely on its own appraisal of the Company and the Offer Shares 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 invest in the Offer Shares and must not rely solely on any statement or the significance, adequacy, or accuracy of any information contained herein. The information and data contained herein are not a substitute for the prospective investor's independent evaluation and analysis. A specific time of day refers to Philippine Standard Time.

Issuer	:	Tubig Pilipinas Holdings Inc.
Sole Issue Manager, Lead Underwriter and Sole Bookrunner	:	China Bank Capital Corporation
Selling Agents	:	Trading Participants of The Philippine Stock Exchange, Inc.
The Offer	:	Offer and sale of 15,700,000,000 Firm Shares with an offer of up to 2,355,000,000 Option Shares pursuant to the Overallotment Option (as described below).
Firm Shares	:	15,700,000,000 primary common shares to be issued by the Company.
Option Shares	:	Up to 2,355,000,000 primary common shares to be issued by the Company pursuant to the Overallotment Option.
Offer Shares	:	The Firm Shares and the Option Shares.
Offer Price	:	₱0.1000 to ₱0.1010 per Offer Share.
Institutional Offer	:	At least 10,990,000,000 Offer Shares (or 70% of the Firm Shares) (the "Institutional Offer Shares") are being offered and sold to certain qualified buyers ("QBs") and other investors in the Philippines, by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. The Option Shares, if the Overallotment Option is exercised and to the extent that the Option Shares are allocated to the Institutional Offer, will form part of the Institutional Offer. The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as agreed between the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. See "*Reallocation*" below.
Trading Participants and Retail Offer	:	Up to 4,710,000,000 Firm Shares (or 30% of the Firm Shares) (the "**Trading Participants and Retail Offer Shares**") are being offered in the Philippines through all the PSE Trading Participants and to local small investors ("**LSIs**") under the Local Small Investors Program of the PSE (subject to reallocation as described below) at the Offer Price. Up to 3,140,000,000 Firm Shares (or 20% of the Firm Shares) are being offered to all of the PSE Trading Participants (the "**Trading Participants Offer Shares**") and up to 1,570,000,000 Firm Shares (or 10% of the Firm Shares) are being offered to LSIs. Each PSE Trading Participant shall initially be allocated 25,950,000 Firm Shares (computed by dividing the 3,140,000,000 Firm Shares among the 121 active PSE Trading Participants rounded down to the required subscription multiple), subject to reallocation as may be determined by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. The balance of 50,000

		Firm Shares will be allocated to the PSE Trading Participants as may be determined by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. Each LSI applicant may subscribe up to a maximum of 990,000 Firm Shares at the Offer Price. LSIs shall subscribe through the PSE Electronic Allocation System ("**PSE EASy**"). An LSI is defined as a subscriber to the Offer who is willing to subscribe to a minimum board lot or whose subscription does not exceed ₱100,000.00. In the case of this Offer, the minimum subscription of LSIs shall be 50,000 Offer Shares or ₱5,050.00, while the maximum subscription shall be 990,000 Offer Shares or up to ₱99,990.00. There will be no discount on the Offer Price. The procedure in subscribing to Offer Shares via PSE EASy is indicated in the Company's LSI Guidelines to be announced through the PSE EDGE website. Should the total demand for the Offer Shares in the LSI program exceed the maximum allocation, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner shall prioritize the subscriptions of LSIs with amounts lower than the maximum subscription. In the event total demand for the Retail Offer Shares is five (5) times or more than the initial allocation of 1,570,000,000 Firm Shares, the Firm Shares in the Institutional Offer shall be reallocated to the Trading Participants and Retail Offer and the allocation for the Retail Offer Shares shall be increased to 2,355,000,000 Firm Shares (or 15% of the Firm Shares) in accordance with Article III, Part F, Section 4 of the PSE Consolidated Listing and Disclosure Rules (the "**PSE Listing Rules**"). The Sole Issue Manager, Lead Underwriter and Sole Bookrunner shall purchase the Trading Participants and Retail Offer Shares not reallocated to the Institutional Offer or otherwise not taken up by the PSE Trading Participants, LSIs or clients of the Sole Issue Manager, Lead Underwriter and Sole Bookrunner or the general public in the Philippines pursuant to the terms and conditions of the Underwriting Agreement.
Overallotment Option	:	Pursuant to the approval by the SEC to conduct price stabilization activities dated (x), the Company has appointed China Bank Securities Corporation to act as the Stabilizing Agent. The Sole Issue Manager, Lead Underwriter and Sole Bookrunner has an option, exercisable in whole or in part prior to the initial listing of the Offer Shares on the PSE ("**Listing Date**"), to purchase or procure purchasers for the Option Shares at the Offer Price from the Company, representing up to 1.89% of the issued and outstanding Common Shares of the Company, assuming full exercise of the Overallotment Option, on the same terms and conditions as the Firm Shares as set forth in this Prospectus, solely to cover over-allotments, if any. To the extent the Overallotment Option is exercised and the Option Shares are purchased pursuant thereto, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner shall deliver or cause the delivery of the proceeds from the purchase of such Option Shares to the Stabilizing Agent as a fund that may be used by the latter to effect price stabilization transactions with a view to supporting the market price of the Offer Shares at a level higher than that which might otherwise prevail for a limited period commencing on the Listing Date. Any stabilization activities may begin on or after the Listing Date and, if begun, may be ended at any time, but must end no later than thirty (30) calendar days from and including the Listing Date. Any stabilization activities shall be done in compliance with all applicable laws,

		rules and regulations. The total number of Shares which the Stabilizing Agent may purchase to undertake Price Stabilization (as described below) shall not exceed 15% of the aggregate number of the Firm Shares. If the Stabilizing Agent commences any Price Stabilization, it may discontinue such activity at any time. However, the Stabilizing Agent has the sole discretion whether to undertake Price Stabilization, and there is no assurance that the same will be undertaken. There is also no assurance that the price of the Shares will not decline significantly before or after any such stabilizing activities end. See "*Plan of Distribution – The Overallotment Option.*"
Price Stabilization	:	The Option Shares may be over-allotted and the Stabilizing Agent may effect price stabilization transactions for a period beginning on or after the Listing Date, but extending no later than thirty (30) calendar days from and including the Listing Date. The Stabilizing Agent may purchase Shares in the open market only if the market price of the Common Shares falls below the Offer Price. Such activities may stabilize, maintain or otherwise affect the market price of the Common Shares, which may have the effect of preventing a decline in the market price of the Common Shares and may also cause the price of the Common Shares to be higher than the price that otherwise would exist in the open market in the absence of these transactions. If the Stabilizing Agent commences any of these transactions (which would include thereafter disposing of or selling the Common Shares purchased), it may discontinue them at any time. However, the Stabilizing Agent has the sole discretion whether to undertake stabilization activities, and there is no assurance that the same will be undertaken. There is also no assurance that the price of the Common Shares will not decline significantly before or after any such stabilizing activities end. Once the total number of Shares purchased from the open market pursuant to Price Stabilization is equal to the Option Shares (or when no further Price Stabilization can be made without exceeding the number of Option Shares), the Stabilization Agent will no longer be allowed to conduct Price Stabilization. To the extent the Price Stabilization Fund is not fully exercised by the Stabilizing Agent, the balance thereof shall be redelivered to the Company. See "*Plan of Distribution – The Overallotment Option.*"
Eligible Investors	:	The Offer Shares may be purchased by any natural person of legal age regardless of nationality, or any corporation, association, partnership, trust account, fund or entity, regardless of nationality, but subject to limits under Philippine law and the restrictions set out in this Prospectus, and without prejudice to the right of the Issuer to reject an application, including the right to reject if the subscription or purchase will cause the Issuer to be in breach of the Philippine ownership requirements under relevant Philippine laws, or of other applicable laws. Purchase of the Offer Shares in certain jurisdictions may be restricted by law. Foreign investors interested in purchasing the Offer Shares should 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. Foreign investors, both corporate and individual, warrant that their purchase of the Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase, and hold the Offer Shares.
Use of Proceeds	:	We intend to use the net proceeds from the Offer primarily to (i) partially fund the equity portion of the Cebu Bulk water project; (ii) partially fund the

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<tr><td></td><td></td><td>equity portion of the AFAB project, (iii) fund the business development and expansion,and acquisition (in whole or in part) of companies with existing operating water projects, (iv) fund the development and upgrades of water supply and distribution projects for operating branches, (v) fund the development of wastewater plants in Mandaue City, Cebu, Coron, Palawan and San Jose City, Nueva Ecija, and (vi) fund operating and working capital requirements. See "Use of Proceeds" on page 103 of this Prospectus.</td></tr>
<tr><td>Minimum Subscription</td><td>:</td><td>Each application must be for a minimum of 50,000 Offer Shares, and thereafter, in multiples of 10,000 Offer Shares. Applications for multiples of any other number of Offer Shares may be rejected or adjusted to conform to the required multiple, at the Company's discretion.</td></tr>
<tr><td>Reallocation</td><td>:</td><td>The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as determined by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. If there is an under-application in the Institutional Offer and a corresponding over-application in the Trading Participants and Retail Offer, Offer Shares in the Institutional Offer may be reallocated to the Trading Participants and Retail Offer. If there is an under-application in the Trading Participants and Retail Offer and a corresponding over-application in the Institutional Offer, Offer Shares in the Trading Participants and Retail Offer may be reallocated to the Institutional Offer. The reallocation shall not apply in the event of over-application or under-application in both the Trading Participants and Retail Offer, on the one hand, and the Institutional Offer, on the other hand.
In the event total demand for the Retail Offer Shares is five (5) times or more than the initial allocation of 1,570,000,000 Firm Shares, the Firm Shares in the Institutional Offer shall be reallocated to the Trading Participants and Retail Offer and the allocation for the Retail Offer Shares shall be increased to 2,355,000,000 Firm Shares (or 15% of the Firm Shares) in accordance with the PSE Listing Rules.
The Sole Issue Manager, Lead Underwriter and Sole Bookrunner shall purchase the Trading Participants and Retail Offer Shares not reallocated to the Institutional Offer or otherwise not taken up by the PSE Trading Participants, LSIs or clients of the Sole Issue Manager, Lead Underwriter and Sole Bookrunner or the general public in the Philippines pursuant to the terms and conditions of the Underwriting Agreement.</td></tr>
<tr><td>Lock-up</td><td>:</td><td>Under Section 9.1 of the Revised Rules on Backdoor Listing of the PSE, shares of the backdoor listed company that are acquired pursuant to the transaction giving rise to backdoor listing shall not be sold or offered for sale, assigned or in any manner disposed of from closing or completion of the transaction giving rise to the backdoor listing and until six (6) months after the conduct of the Mandatory Follow-on Offering.

The following stockholders and corresponding shares are covered by the six (6)-month lock-up requirement from Listing Date:

<table>
<tr><th>Shareholder</th><th>No. of Shares</th></tr>
<tr><td>Pure Water Corporation</td><td>40,086,085,007</td></tr>
<tr><td>Quadwater Corporation</td><td>40,086,085,005</td></tr>
<tr><td>Pure Energy Holdings Corporation</td><td>4,990,229,985</td></tr>
<tr><td>CEF2 A09 B.V</td><td>9,969,000,000</td></tr>
<tr><td>Dexter Y. Tiu</td><td>1</td></tr>
<tr><td>Ryan Wesley T. Yapkianwee</td><td>1</td></tr>
</table>
</td></tr>
</table>

		<table><tr><td>Howard Conrad T. Sy</td><td>1</td></tr><tr><td>TOTAL</td><td>95,131,400,000</td></tr></table> Section 9.2 of the Revised Rules on Backdoor Listing further requires that shares of the backdoor listed company that are held by stockholders owning at least ten percent (10%) of the total issued and outstanding shares shall not be sold or offered for sale, assigned, or in any manner disposed of for a period of one (1) year from closing or completion of the transaction giving rise to the backdoor listing. The following stockholders and corresponding shares are covered by the one (1) year lock-up requirement from closing or completion of the transaction giving rise to the backdoor listing: <table><tr><th>Shareholder</th><th>No. of Shares</th></tr><tr><td>Pure Water Corporation</td><td>40,086,085,007</td></tr><tr><td>Quadwater Corporation</td><td>40,086,085,005</td></tr><tr><td>TOTAL</td><td>80,172,170,012</td></tr></table> To implement the lock-up requirement, the Company and the foregoing shareholders shall enter into an escrow agreement with China Banking Corporation – Trust and Asset Management Group.
Listing and Trading	:	The Company has filed an application with the SEC for the registration and an application with the PSE for the listing of the Offer Shares. The PSE has approved the listing application in a Notice of Approval dated (x) subject to compliance with certain conditions and the SEC is expected to issue the Order of Registration and Permit to Sell on or about (x). All of the Offer Shares to be issued are expected to be listed on the Main Board of the PSE under the symbol "TUBIG" on or about (x), or such other date that may be agreed by the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. Notice of any adjustment to the Listing Date shall be made by publication by the Company in two (2) newspapers of general circulation, provided that any adjustment to the Listing Date shall be subject to the approval of the PSE. See "*Description of the Offer Shares.*" Trading of the Common Shares of the Company, excluding those subject to lock-up, is expected to commence on or about (x).
Dividends and Dividend Policy	:	The Company will be authorized to declare dividends after it has adopted a dividend policy. A cash dividend declaration requires approval from the Board. A stock dividend declaration requires the further approval of shareholders representing not less than two-thirds (2/3) of the Company's outstanding capital stock. Dividends may be declared only from available unrestricted retained earnings. The Company and its subsidiary, TPGI, have not adopted a specific dividend policy specifying a minimum dividend rate based on its net earnings for any given year. The Company intends to adopt such dividend policy after completion of the Offer. See "*Dividends and Dividend Policy*".
Registration and Lodgment of Shares with PDTC	:	The Offer Shares are required to be lodged with the PDTC. The applicant must provide the information required for the PDTC lodgment of the Offer Shares. The Offer Shares will be ready for lodgment with the PDTC at least three (3) trading days prior to the Listing Date, and a certification to that effect shall be submitted by the Company to the PSE at least three (3) trading

		days prior to the Listing Date. The Offer Shares will be lodged with the PDTC on the Listing Date. The applicant may request to receive share certificates evidencing such applicant's investment in the Offer Shares through his/her broker after the Listing Date. Any expense to be incurred for such issuance of certificates shall be borne by the applicant.
Restrictions on Ownership	:	The Offer Shares may be purchased and owned by any person or entity regardless of citizenship or nationality, subject to any applicable nationality limits under Philippine law. In particular, the Philippine Constitution and other Philippine laws and regulations require that ownership of companies that own land be limited to citizens of the Philippines, or Philippine Nationals. Currently, the Company and its subsidiaries own land. In addition, the Company's Articles of Incorporation authorizes the Company to acquire land, which may include land in the Philippines. Accordingly, foreign ownership in the Company's capital stock will be limited to a maximum of 40% of its issued and outstanding capital stock. Please refer to the discussion under the section on "*Philippine Foreign Investment, Exchange Controls, and Foreign Ownership*" on page 274. For more information relating to restrictions on the ownership of the Shares, please see "*Description of Shares*" and "*Regulatory and Environmental Matters – Foreign Investment Laws and Restrictions*." In the event that foreign ownership of the Company's outstanding capital stock will exceed such allowable maximum percentage, the Company has the right to reject a transfer request by a stockholder to persons other than Philippine Nationals and the right not to record such purchases in the Company's books. Moreover, if any share is inadvertently issued and/or transferred in violation of the said restriction, the shares issued and/or transferred in excess of the allowable maximum percentage shall be null and void, and the Company may immediately proceed to cancel and demand the surrender of the certificate of stock covering such shares. Should any stockholder acquire shares in excess of the foregoing restriction, such stockholder shall not be considered a stockholder and shall have no right with respect to such shares except to demand payment therefore from the Company or transferor, as the case may be, or to dispose of the same to qualified shareholders within thirty (30) calendar days of receipt of notice from us. Foreign investors interested in subscribing or purchasing the Offer Shares should 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. Foreign investors, both corporate and individual, shall represent and warrant, through the Application, that their purchase of the Offer Shares will not violate the laws of their jurisdiction and that they are allowed to acquire, purchase, and hold the Offer Shares.
Registration of Foreign Investments	:	The BSP requires that investments of non-residents in listed shares of stock funded by inward remittance of foreign currency be registered with an authorized agent bank with authority to operate a foreign currency deposit unit only if the foreign exchange needed to service capital repatriation or dividend remittance will be sourced from the Philippine banking system.

		Such registration of foreign investments in the Offer Shares shall be the responsibility of the foreign investor. See "*Regulatory and Environmental Matters.*"
Restriction on Issuance and Disposal of Shares	:	See "*Lock-up*" above.
Tax Considerations	:	See "*Taxation*" for further information on the Philippine tax consequences of the purchase, ownership and disposal of the Offer Shares.
Procedure for Application for the Trading Participants and Retail Offer	:	The Offer Period shall commence at 9:00 a.m. on (x) and shall end at 12:00 noon on (x). If, for any reason, any day of the Offer Period is a non-Business Day, then the Offer Period may be extended to the next immediately succeeding Business Day, or such other date as may be agreed upon by the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. The Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner reserve the right to extend, shorten (provided that the Offer Period shall not be shorter than five (5) Business Days), or terminate the Offer Period, subject to the approval of the SEC and the PSE. Applications must be received by the Receiving Agent for PSE Trading Participant applications or through PSE EASy for LSI applications, as applicable, no later than 12:00 noon on (x) and shall be subject to the terms and conditions of the Offer as stated in the Prospectus and in the Application. Applications received thereafter or without the required documents will be rejected. <u>For PSE Trading Participants:</u> Application forms to purchase the Trading Participants Offer Shares and signature cards may be obtained from the Sole Issue Manager, Lead Underwriter and Sole Bookrunner or any participating PSE Trading Participant. Application forms will also be made available for download on the Company's website. Applicants shall complete the application form, indicating all pertinent information, such as the applicant's name, address, contact number, taxpayer's identification number, citizenship and all other information required in the application form. Applicants shall undertake to sign all documents and to do all necessary acts to enable them to be registered as holders of the Trading Participants Offer Shares. Failure to complete the application form may result in the rejection of the application. Applications must be received by the Receiving Agent not later than 12:00 noon on (x). Applications received thereafter or without the required documents will be rejected. Applications shall be considered irrevocable upon submission to the Receiving Agent and, once received, may not be withdrawn by the applicant. Applications shall be subject to the terms and conditions of the Offer as stated in this Prospectus and in the Application. All applications shall be evidenced by the application to purchase form, in quadruplicate, duly executed in each case by an authorized signatory of the applicant and accompanied by (i) two (2) completed signature cards, which for applicants who are corporations, partnerships or trust accounts, should be authenticated by the corporate secretary (or equivalent officer), (ii) photocopy of two (2) valid and current government-issued IDs of each of

		the applicant's signatories in the application, (iii) such other documents as may be reasonably required by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner or the Selling Agent in compliance with its internal policies regarding "know your customer", anti-money laundering, combating the financing of terrorism and countering proliferation financing, and (iv) the corresponding payment for the Trading Participants Offer Shares covered by the application and all other required documents. If the applicant is a corporation, partnership or trust account, the application must be accompanied by the following documents: ● Two (2) duly executed specimen signature cards of the authorized signatory(ies), duly authenticated by the applicant's Corporate Secretary (or the equivalent corporate officer); ● A certified true copy of the applicant's latest articles of incorporation and by-laws (or equivalent document) and other constitutive documents (each as amended to date) duly certified by its corporate secretary (or equivalent corporate officer authorized to provide such certification); ● A certified true copy of the applicant's SEC certificate of registration (or the equivalent document) issued by the relevant regulating body of the applicant's country of incorporation or organization duly certified by its Corporate Secretary (or the equivalent officer authorized to provide such certification); ● A duly notarized Corporate Secretary's Certificate (or the equivalent document) setting forth the resolutions of the applicant's board of directors or equivalent body, namely: (i) authorizing the purchase of the Offer Shares indicated in the application, (ii) identifying the list of designated signatory(ies) authorized for the purpose mentioned in (i), including each signatory's specimen signature, (iii) certifying the percentage of the applicant's capital or capital stock held by Philippine nationals; and certifying its designated email address for all communications with the Issuer; ● A photocopy of two (2) valid and current government-issued IDs of (a) the authorized signatory/ies, duly certified as a true copy by the Corporate Secretary (or the equivalent corporate officer) and (b) the Corporate Secretary, duly certified as true copy by an authorized officer of the corporation; and ● Such other documents as may be reasonably required by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner or the relevant Selling Agent (as applicable) in compliance with its internal policies regarding "know your customer", anti-money laundering, and combating the financing of terrorism and countering proliferation financing. Foreign corporate and institutional applicants who qualify as eligible investors, in addition to the documents listed above, are required to submit in quadruplicate, a document signed by an authorized signatory setting out their representation and warranty stating that their purchase of the Trading Participants Offer Shares to which their application relates will not violate the laws of their jurisdictions of incorporation or organization, and that they are allowed, under such laws, to acquire, purchase and hold the Trading Participants Offer Shares.

		This should be read in conjunction with the Company's TP Guidelines which will be published on the PSE EDGE website prior to the start of the Offer Period. <u>For Local Small Investors:</u> With respect to the LSIs, applications to purchase the Retail Offer Shares must be done online through PSE EASy. The system will generate a unique reference number and payment instructions. LSI applications and payments must be completed and settled, respectively, by 12:00 noon on (x) for check payments and by 1:00 p.m. on (x) for cash payments ("**Retail Offer Settlement Date**"). Further information about the Company, details about the Offer, instructions for subscribing through PSE EASy, payment terms and the list of PSE Trading Participants where LSI applicants may open trading accounts for the lodgment of the LSI applicant's Retail Offer Shares will be made available in the online FOO information center. The link to the online information center will be made available on the Company's website in due course and in the Company's LSI Guidelines which will be published on the PSE EDGE website prior to the start of the Offer Period. An LSI applicant should nominate in the application the PSE Trading Participant through which its shares will be lodged. Otherwise, the LSI application shall not be accepted. In the event that an LSI applicant does not have a PSE Trading Participant, the LSI applicant may open a trade account with China Bank Securities and nominate said entity as its endorsing PSE Trading Participant by accomplishing an account opening form and submitting the same (done through https://www.chinabankseconline.ph and by clicking on "Open an Account"), together with any required attachments prior to the submission of the LSI application. LSI applications will be processed on a first-come, first-served basis, while final allocation of the Retail Offer Shares will be determined pursuant to allocation mechanics. This section should be read in conjunction with the Company's LSI Guidelines which will be published on the PSE EDGE website prior to the start of the Offer Period.
Payment Terms for the Offer	:	The purchase price must be paid in full in Philippine Pesos upon the submission of the duly completed and signed application form and signature cards together with the requisite attachments. Any and all bank charges, remittance fees, and all relative charges and fees shall be for the account of the applicant. For the Trading Participants Offer, payment for the Offer Shares shall be made through (i) over-the-counter cash or check deposit payment in any BDO branch via Bills Payment under the merchant account "TUBIG FOO"; (ii) online payment via BDO Bills Payment, with "TUBIG FOO" as the merchant name through online banking or mobile banking; or (iii) any other mode of payment prescribed by the Receiving Agent. For LSIs, payment for the Offer Shares shall be made either by: (i) over-the-counter cash or check deposit payment in any BDO branch via Bills Payment under the merchant account "TUBIG FOO", or (ii) online payment via BDO

		Bills Payment with "TUBIG FOO" as the merchant name through online banking or mobile banking, or (iii) online payment via DragonPay through PSE EASy. LSI applicants may contact the Receiving Agent for alternative modes of payment. For check payments, only personal or corporate checks, and manager's or cashier's checks with a clearing period of not more than one (1) Business Day and drawn against any BSP authorized agent bank will be accepted as a valid mode of payment. The check must be dated as of the date of submission of the Application, made payable to "TUBIG FOO", and crossed "Payee's Account Only". Checks subject to clearing periods of over one (1) Business Day shall not be accepted. As applicable, the applications and required documents (including proofs of payment) shall be transmitted to the Receiving Agent via email at tubigfoo@stocktransfer.com.ph on or before the end of the Offer Period, with the physical copies delivered to the Receiving Agent's address at 34th Floor, Unit-D, Rufino Pacific Tower, 6784 Ayala Avenue, Makati City no later than 12:00 noon, five (5) Business Days after the end of the Offer Period. For more details on the procedures for the application to the Offer, please refer to the Company's LSI Guidelines and TP Guidelines which will be published on the PSE EDGE website prior to the start of the Offer Period.
Acceptance or Rejection of Applications for the Trading Participants and Retail Offer	:	An Application, once accepted and approved by the Issuer through the Receiving Agent and in conformity with the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, shall constitute a binding and effective agreement between the applicant and the Company for the subscription to or purchase of the Offer Shares in the number approved by the Issuer at the time, notwithstanding any provision to the contrary as may be found in the Application, this Prospectus, and other offer-related document and subject to (a) the conditions set forth therein; (b) receipt by the Issuer of the appropriate payment in good cleared funds from the applicant; (c) the successful listing of the Offer Shares on the PSE; and (d) upon the underwriting and purchase obligations of the Sole Issue Manager, Lead Underwriter and Sole Bookrunner becoming unconditional and not being suspended, terminated or cancelled, on or before such listing. Notwithstanding the acceptance of any Application, the actual issuance of the Offer Shares to an applicant shall take place only upon the listing of the Offer Shares on the PSE. Subject to the right of the Company to withdraw or cancel the offer and sale of the Offer Shares prior to Listing Date pursuant to the Withdrawal of the Offer section of this Prospectus, the Company and any of its agents involved in the Offer undertake to comply with all conditions that are within the control of the Company and any of its agents involved in the Offer, to ensure the listing of the Offer Shares on Listing Date. Subject to the paragraph below, all applications accepted by the Company may not be unilaterally revoked or canceled by the applicant or the Company, in full or in part, and the rights and privileges pertaining thereto are non-transferable.

		The Sole Issue Manager, Lead Underwriter and Sole Bookrunner shall accept, reduce, or reject Applications to Purchase on behalf of and in consultation with the Company in accordance with the following provisions: (1) Applications may be rejected if (i) the subscription price is unpaid or not fully paid; (ii) payments are insufficient or where checks, as applicable, are dishonored upon first presentment; (iii) the Applications are not received by the Receiving Agent, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, or the Selling Agent on or before the end of the Offer Period, or without the required documents, or there is failure to complete the Application to Purchase Form; (iv) the number of Offer Shares applied for subscription or purchase is less than the minimum amount of subscription or purchase; (v) the Applications do not comply with the terms of the Offer; (vi) the sale of the Offer Shares will result in a violation of foreign ownership restrictions; (vii) the applicants are not eligible investors; (viii) the Applications do not have sufficient information as required in the Application to Purchase or are not supported by the required documents; or (ix) the underwriting agreement is suspended, terminated, or cancelled on or before the Listing Date; or (x) the Applications suffer from some other defect or infirmity under applicable law. Applications with the checks dishonored upon first presentment and application forms which do not comply with the terms of the Offer will automatically be rejected. (2) Applications may be reduced if the Offer is oversubscribed, in which case the number of Offer Shares covered by the Applications may be reduced pro rata or in accordance with such other methodology adopted by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. Any payment received pursuant to the application should not be construed as an approval or acceptance by the Issuer of the application. Submission of the completed Application to Purchase to the relevant Selling Agent or the Sole Issue Manager, Lead Underwriter and Sole Bookrunner shall constitute an instruction and authority by the applicant to the Company and/or the Sole Issue Manager, Lead Underwriter and Sole Bookrunner to execute any application form or other documents and generally to do all such other things as the Company, and/or the Sole Issue Manager, Lead Underwriter and Sole Bookrunner may consider necessary or desirable to effect the registration in the name of the applicant of the Offer Shares applied for, or any lesser number in respect of which an Application may be accepted in the Stock and Transfer Book of the Company. The applicant shall undertake to sign all documents and to do all other acts necessary to enable the applicant to be registered as the owner of the Offer Shares applied for or any lesser number in respect of which the Application may be accepted, subject to the Articles of Incorporation and By-laws of the Company, and the laws of the Republic of the Philippines.
Underwriter's Firm Commitment to Purchase	:	The Sole Issue Manager, Lead Underwriter and Sole Bookrunner will fully underwrite, on a firm commitment basis, the Firm Shares. After the commencement of the Offer Period, the Offer shall not be withdrawn, cancelled, suspended or terminated solely by reason of the (i)

		inability of the Company or the Sole Issue Manager, Lead Underwriter and Sole Bookrunner to sell or market the Offer Shares or (ii) the refusal or failure by the Company, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, or any other entity or person to comply with any undertaking or commitment to take up any shares remaining after the Offer Period. In undertaking the Underwriter's Firm Commitment to Purchase, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner hereby manifests its conformity to comply with and be bound by all duly promulgated and applicable listing and disclosure rules, requirements, and policies of the PSE.
Withdrawal of the Offer	:	The Company reserves the right to withdraw the offer and sale of the Offer Shares at any time before the commencement of the Offer Period, in which event the Company shall make the necessary disclosures to the SEC and PSE. The Company may also withdraw the offer and sale of the Offer Shares at any time on or after the commencement of the Offer Period and prior to the Listing Date, if there is a supervening force majeure or fortuitous event, such as: a. An outbreak or escalation of hostilities or acts of terrorism involving the Philippines or a declaration by the Philippines of a state of war; or occurrence of any event or change (whether or not forming part of a series of events occurring before, on and/or after the date hereof) of a political, military, economic or other nature; or occurrence of any change in local, national or international financial, political, economic or stock market conditions which renders it impracticable or inadvisable to continue with the Offer and/or listing of the Offer Shares in the manner contemplated by the Prospectus, or would have a material adverse effect on the distribution, offer and sale of the Offer Shares in the Philippines, rendering it impracticable or inadvisable to proceed with the Offer in the manner contemplated by the Prospectus, or the Philippine economy or on the securities or other financial or currency markets of the Philippines; b. Issuance of an order revoking, cancelling, suspending, preventing or terminating the offer, sale, distribution or listing of the Offer Shares by any court or governmental agency or authority with jurisdiction on the matter, including the SEC or the PSE, NWRB or the LWUA; c. Cancellation, revocation or termination of the PSE Notice of Approval, the SEC pre-effective clearance, the SEC Order of Registration, and the SEC Permit to Sell; d. Cancellation or suspension of trading in the PSE for at least three (3) consecutive trading days, or in such manner or for such period as will render impracticable the listing and trading of the Offer Shares on the Listing Date or such other date as may be approved by PSE; e. A change or impending change in the law, rule, regulation, policy or administrative practice, or a ruling, interpretation, decree or order which (i) materially and adversely affects: (a) the ability of the Issuer or any of its Subsidiaries to engage in the business it is presently engaged in; or (b) the capacity and due authorization of the Issuer to offer and issue the Offer Shares and enter into any of the transaction documents in connection with the Offer, or (ii) would render illegal the performance

		by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner of his underwriting obligations; provided that in respect of limb (i) (a) as it refers to the Subsidiary, such event would have material adverse effect; f. Any significant, adverse, and unforeseeable change or development in the Issuer's or any of its Subsidiaries' long-term financial condition, assets, liabilities, results of operations, business, properties, or profitability, which renders the Offer Shares unsuitable for offering to the public; provided that in respect of a change or development directly affecting a Subsidiary, such change or development would have material adverse effect; g. The Issuer or any of its Subsidiaries decides to or is compelled by any competent authority to stop its operations which stoppage is not remedied with the Issuer or Subsidiary (as applicable) resuming normal operations within five (5) Business Days from either its decision to cease operations or the competent authority's order to stop operations; provided that in respect of stoppage of operations of a Subsidiary, such event would have material adverse effect; h. (i) The Issuer or any of its Subsidiaries shall be adjudicated bankrupt or insolvent, or shall admit in writing its inability to pay its debts as they mature or fall due, or shall make or threaten to make an assignment for the benefit of, or a composition or assignment with, its creditors or any class thereof, or shall declare or threaten to declare a moratorium on its indebtedness or any class thereof; or (ii) the Issuer or any of its Subsidiaries shall apply for or consent to the appointment of any receiver, trustee or similar officer for it or for all or any substantial part of its property; or (iii) such receiver, trustee or similar officer shall be appointed; or (iv) the Issuer or any of its Subsidiaries shall initiate or institute (by petition, application or otherwise howsoever), or consent to the institution of any bankruptcy, insolvency, reorganization, rehabilitation, arrangement, readjustment of debt, suspension of payment, dissolution, liquidation or similar proceeding relating to it under the laws of any jurisdiction; or (v) any such proceeding shall be instituted against the Issuer; or any of its Subsidiaries; or any judgment, writ, warrant of attachment or execution or similar process shall be issued or levied against any material asset, or material part thereof, of the Issuer; or any of its Subsidiaries; or (vi) any event occurs which under the laws of the Philippines or to other jurisdictions, or any applicable political subdivision thereof, has an effect equivalent to any of the foregoing; provided, in each of the case described in limbs (i) to (vi), in respect of such Subsidiary, such event would have material adverse effect; i. A general banking moratorium is declared in the Philippines or a material disruption in commercial banking or securities settlement or clearance services occurs in the Philippines; j. Any court proceeding, litigation, arbitration or other similar proceeding is commenced or threatened against the Sole Issue Manager, Lead Underwriter and Sole Bookrunner in connection with or with respect to the issuance or sale by the Issuer of the Offer Shares or the Offer in general which renders the performance of its underwriting commitment impossible or impracticable; k. Any event occurs which makes it impossible for the Sole Issue Manager, Lead Underwriter and Sole Bookrunner to perform his obligations hereunder due to conditions beyond its control, such as issuance by any court, arbitral tribunal, or government agency which has jurisdiction on

		the matter of an order restraining or prohibiting the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, or directing the Sole Issue Manager, Lead Underwriter and Sole Bookrunner to cease, from performing its underwriting obligations; l. Any representation, warranty or statement of the Issuer in the Prospectus shall prove to be untrue or misleading in any material respect or the Issuer shall be proven to have omitted a material fact necessary in order to make the statements in this Prospectus not misleading, which untruth or omission: (i) was not known and could not have been known to the Sole Issue Manager, Lead Underwriter and Sole Bookrunner on or before commencement of the Offer Period despite the exercise of due diligence, and (ii) has a material and adverse effect on the Issuer's or any of its Subsidiaries' long-term financial condition, assets, liabilities, results of operations, business, properties, or profitability; m. Unavailability of PDTC and PSE facilities used for the Offer and/or Listing and such unavailability impacts the ability of any of the Issuer and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner to fully comply with the listing requirements of PSE; and n. Any force majeure or fortuitous event, other than the ones enumerated above, that has material and adverse effect on the Issuer's or any of its Subsidiaries' long-term financial condition, assets, liabilities, results of operations, business, properties, or profitability. The Offer shall not be withdrawn, cancelled, suspended, or terminated solely by reason of the Issuer's or the Sole Issue Manager, Lead Underwriter and Sole Bookrunner's inability to sell or market the Offer Shares or refusal or failure to comply with any undertaking or commitment by the Issuer, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, or any other entity/ person to take up any shares remaining after the Offer Period. Notwithstanding the acceptance of any Application, the actual issuance of the Offer Shares to an applicant shall take place only upon the listing of the Offer Shares on the PSE. Subject to the right of the Company to withdraw or cancel the offer and sale of the Offer Shares prior to Listing Date pursuant to this section of this Prospectus, the Company and any of its agents involved in the Offer undertake to comply with all conditions that are within the control of the Company and any of its agents involved in the Offer, to ensure the listing of the Offer Shares on Listing Date. Notwithstanding the foregoing, the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner recognize and acknowledge that the PSE, in the exercise of its authority as a self-regulatory organization and further to its mandate to maintain a fair and orderly market, may impose appropriate sanctions and penalties on the Company and/or the Sole Issue Manager, Lead Underwriter and Sole Bookrunner for the cancellation of the Offer if subsequently, the PSE makes a determination that the suspension, cancellation or termination of the offer and/or the underwriting commitment was not warranted based on the facts gathered and properly evaluated by PSE and after due and proper proceedings initiated by the PSE not later than five (5) Business Days after such suspension, cancellation or termination.
Refunds of the Trading Participants and Retail Offer	:	In the event that the number of Trading Participants and Retail Offer Shares to be received by an applicant, as confirmed by the Company, the Receiving Agent and the Sole Issue Manager, Lead Underwriter and Sole

Bookrunner, is less than the number covered by the application, or if an application is rejected, then the applicant is entitled to a refund, without interest, within five (5) Business Days from the end of the Offer Period or on (x), of all or a portion of the applicant's payment corresponding to the number of Trading Participants and Retail Offer Shares wholly or partially rejected.

Subject to the final mechanics to be included in the LSI Guidelines, refunds to Local Small Investors, if any, may be coursed directly through their nominated PSE Trading Participant (subject to confirmation of such PSE Trading Participant). Such refunds will be processed by the Receiving Agent directly to the nominated PSE Trading Participant by transferring immediately available funds to the relevant bank account of, or via check to, each relevant nominated PSE Trading Participant consenting to such refund arrangement in such amount representing the total refund due to all the clients of the relevant PSE Trading Participant on or before the fifth (5th) Business Day after the end of the Offer Period or on (x). The affected LSI applicants may coordinate directly with their respective nominated PSE Trading Participant, as indicated in the submitted LSI Application.

All refunds shall be made through the Receiving Agent at the applicant's risk. If check refunds are not claimed after thirty (30) calendar days following the beginning of the refund period, such checks shall be mailed to the applicant's registered address at the applicant's risk.

Expected Timetable : The timetable of the Offer is expected to be as follows:

Receipt of SEC Pre-effective clearance	December 3, 2026
Receipt of PSE Notice of Approval	December 9, 2026
Book-building Period	December 9 - 16, 2026
Pricing and allocation of the Offer Shares	December 16, 2026
Notice of final Offer Price to the SEC and PSE	December 16, 2026
Receipt of the Permit to Sell from the SEC	December 18, 2026
Offer Period	January 4 – 8, 2027
PSE Trading Participants' Commitment Period	January 4 – 6, 2027
Submission of Firm Undertaking to Purchase forms by PSE Trading Participants	Janaury 6, 2027, 11:00 am
Trading Participants Offer Settlement Date	January 8, 2026
Retail Offer Settlement Date	January 8, 2026
Institutional Offer Settlement Date	January 12, 2026
Listing Date and commencement of trading on the PSE	January 18, 2027

The dates included above are subject to the approval of the PSE and the SEC, market and other conditions, and may be changed.

If, for any reason, any day of the above periods or dates is not a Business Day, then such period or date may be extended or moved, as the case may

		be, to the immediately succeeding Business Day, or such other date as may be agreed upon by the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. Notice of any adjustment to the Listing Date shall be made by publication by the Company in two (2) newspapers of general circulation, provided that any adjustment to the Listing Date shall be subject to the approval of the SEC and PSE.
Risks of Investing	:	In making an investment decision, investors are advised to carefully consider all the information contained in this Prospectus, including the risks associated with an investment in the Offer Shares. These risks include: ● risks relating to the Company's Business; ● risks relating to the Philippines; ● risks relating to the Offer and the Offer Shares; and ● risks relating to the presentation of information in this Prospectus. For a more detailed discussion on certain of these risks, see "*Risk Factors*" beginning on page 61, which while not intended to be an exhaustive enumeration of all risks, must be considered in connection with a purchase of the Offer Shares. The Offer Shares are offered solely on the basis of the information contained in this Prospectus.
Receiving Agent	:	Stock Transfer Service, Inc.
Stock and Transfer Agent	:	Professional Stock Transfer, Inc.
Escrow Agent for the Lock up Shares	:	China Banking Corporation through its Trust and Asset Management Group
Counsel for the Issuer	:	Romulo Mabanta Buenaventura Sayoc & de los Angeles
Counsel for the Sole Issue Manager, Lead Underwriter and Sole Bookrunner	:	SyCip Salazar Hernandez & Gatmaitan
Independent Auditors	:	Reyes Tacandong & Co.
Stabilizing Agent	:	China Bank Securities Corporation

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SUMMARY OF FINANCIAL INFORMATION

SUMMARY OF SELECTED OPERATING AND FINANCIAL INFORMATION

The following tables present the summary of audited and reviewed financial information, as the case may be, and should be read in conjunction with the independent auditors' reports and the Company's audited and reviewed consolidated financial statements, including the notes thereto, included as appendices to this Prospectus, and the section entitled "Management's Discussion and Analysis of Financial Condition and Results of Operations" The summary financial information as of and for the years ended December 31, 2023, 2024, and 2025 and as of and for the six-month periods ended June 30, 2025 and 2026 were derived from the Company's audited consolidated financial statements and its reviewed interim consolidated financial statements, which were prepared in accordance with PFRS and were audited by Reyes Tacandong & Co. in accordance with the Philippine Standards on Auditing for the audited consolidated financial statements and in accordance with the Philippine Standard on Reviewed Engagements for the reviewed interim consolidated financial statements.

The summary financial information below is not necessarily indicative of the results of future operations.

TUBIG PILIPINAS HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	For the years ended December 31			June
	2023	2024	2025	2026
	(Audited)			(Reviewed)
ASSETS				
Current assets				
Cash and cash equivalents	506,818	790,316	1,282,156	119,514
Advances to related parties	2,070,917	2,050,940	2,050,940	–
Other current assets	449,293	–	–	–
Assets of disposal group classified as held for sale	–	–	–	108,445,909
Total Current Assets	**3,027,028**	**2,841,256**	**3,333,096**	**108,565,423**
Noncurrent Assets				
Coal reserves and exploration and evaluation asset	3,222,477,218	2,286,431,394	899,461,326	–
Property and equipment	49,749,965	37,403,605	22,739,580	–
Restricted Cash	1,082,925	1,089,465	1,089,465	–
Total Noncurrent Assets	**3,273,310,108**	**2,324,924,464**	**923,290,371**	**–**
TOTAL ASSETS	**3,276,337,136**	**2,327,765,720**	**926,623,467**	**108,565,423**
LIABILITIES AND EQUITY				
Current Liabilities				
Trade and other payables	10,004,964	13,348,567	12,890.289	1,976,932
Advances from stockholders	69,275,381	75,635,941	87,396,031	38,857,718
Income tax payable	11,250	–	–	–
Liabilities of disposal group classified as held for sale	–	–	–	64,372,423
Total Current Liabilities	**79,291,595**	**88,984,508**	**100,286,320**	**105,207,073**
Noncurrent Liabilities				
Retirement benefits liabilities	494,396	540,425	602,790	–
Net deferred tax liabilities	1,191,303	1,179,796	1,164,205	–
Total Noncurrent Liabilities	**1,685,699**	**1,720,221**	**1,766,995**	**–**
TOTAL LIABILITIES	**80,977,294**	**90,704,729**	**102,053,315**	**105,207,073**

	For the years ended December 31			June
	2023	2024	2025	2026
	(Audited)			(Reviewed)
Equity				
Capital stock	4,000,000,004	4,000,000,004	4,000,000,004	4,000,000,004
Deficit	(807,969,084)	(1,766,267,935)	(3,178,758,774)	(3,999,970,576)
Cumulative remeasurement gain on retirement benefits liability, net of deferred tax	3,328,922	3,328,922	3,328,922	3,328,922
Total Equity	**3,195,359,842**	**2,237,060,991**	**824,570,152**	**3,358,350**
TOTAL LIABILITIES AND EQUITY	**3,276,337,136**	**2,237,765,720**	**926,623,467**	**108,565,423**

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the years ended December 31			June 30
	2023	2024	2025	2026
	(Audited)			(Reviewed)
General and Administrative Expenses	(22,168,229)	(22,272,894)	(25,537,745)	(414,171)
Provision for impairment loss on coal reserves and exploration and evaluation asset	(211,922,923)	(936,045,824)	(1,386,970,068)	–
Interest income	1,171	8,360	1,383	151
Gain on sale of transportation equipment	750,000	–	–	–
Loss from continuing operations	**(233,339,981)**	**(958,310,358)**	**(1,412,506,430)**	**(414,020)**
Provision for (benefit from) income tax				
Current	11,250	–		
Deferred	(12,488)	(11,507)	(15,591)	
	(1,198)	(11,507)	(15,591)	–
Discontinued Operations				
Loss from discontinued operations after tax	–	–	–	(820,797,782)
Nett loss	**(233,338,783)**	**(958,298,851)**	**(1,412,490,839)**	**(821,211,802)**
Other comprehensive income	–	–	–	–
Total comprehensive loss	**(233,338,783)**	**(958,298,851)**	**(1,412,490,839)**	**(821,211,802)**
Basic and diluted loss per share	**(0.006)**	**(0.024)**	**(0.035)**	**(0.020)**

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended December 31			June 30
	2023	2024	2025	2026
	(Audited)			(Reviewed)
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss before income tax	(233,339,981)	(958,310,358)	(1,412,506,430)	(821,227,901)
Adjustments for:				
Provision for impairment loss on coal reserves and exploration and evaluation asset	211,922,923	936,045,824	1,386,970,068	817,907,289
Depreciation and amortization	17,300,887	17,300,887	14,664,025	–
Provision for probable loss on input value-added tax (VAT)	29,718	126,540	476,750	33,480
Retirement benefits cost	49,792	46,029	62,365	64,397
Interest income	(1,171)	(8,360)	(1,383)	(662)

	For the years ended December 31			June 30
	2023	2024	2025	2026
		(Audited)		(Reviewed)
Gain on sale of transportation equipment	(750,000)	–	–	–
Operating loss before working capital changes	**(4,787,832)**	**(4,799,438)**	**(10,334,605)**	**(3,223,397)**
Decrease (increase) in other current assets	(29,718)	322,753	(476,750)	(33,480)
Increase (decrease) in trade and other payables	858,268	3,343,603	(458,278)	(84,620)
Net cash used for operations	**(3,959,282)**	**(1,133,082)**	**(11,269,633)**	**(3,341,497)**
Interest received	1,171	1,820	1,383	662
Income tax paid	–	(11,250)	–	–
Net cash used in operating activities	**(3,958,111)**	**(1,142,512)**	**(11,268,250)**	**(3,340,835)**
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to property and equipment	–	(4,954,527)	–	–
Decrease (increase) in advances to related parties	(7,055)	19,977	–	–
Proceeds from sale of transportation equipment	750,000	–	–	–
Net cash provided by (used in) investing activities	**742,945**	**(4,934,550)**	–	–
CASH FLOWS FROM FINANCING ACTIVITIES				
Additional advances from stockholders	3,259,820	6,360,560	11,760,090	3,190,080
Cash used in financing activities	**3,259,820**	**6,360,560**	**11,760,090**	**3,190,080**
NET INCREASE IN CASH	**44,654**	**283,498**	**491,840**	**(150,755)**
CASH AT BEGINNING OF YEAR	462,164	506,818	790,316	1,282,156
CASH AT END OF YEAR	**506,818**	**790,316**	**1,282,156**	**1,131,401**

Key Performance Indicators

The Group uses the following measures to assess its performance from period to period.

	2023	2024	2025	Q2 2026
RETURN ON ASSETS				
Net income	(233,338,783)	(958,298,851)	(1,412,490,839)	(821,211,802)
Divided by: average total assets	1,638,168,568	2,802,051,428	1,627,194,594	517,594,445
	-14.24%	-34.20%	-86.81%	-158.66%
RETURN ON EQUITY				
Net income	(233,338,783)	(958,298,851)	(1,412,490,839)	(821,211,802)
Divided by: total equity	3,195,359,842	2,237,060,991	824,570,152	3,358,350
	-7.30%	-42.84%	-171.30%	-24,452.84%

Definitions and formulas of the key performance indicators indicated above are detailed in the section *"Management's Discussion and Analysis of Results of Operations and Financial Condition"*.

SUMMARY PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

The following tables present summary unaudited pro forma consolidated financial statements for the Company based on the financial statements of the Company, adjusted to give pro forma effect to the Share Swap Agreement and Tax-Free Exchange transaction as if these occurred as of January 1, 2025. This summary should be read in conjunction with the independent auditors' reports and the Company's audited and reviewed consolidated financial statements included as appendices to this Prospectus, and the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The unaudited pro forma financial statements have been prepared in accordance with Section 9, Part II of the Revised SRC Rule 68.

The objective of this pro forma financial statements is to show what the significant effects on the historical financial information might have been had the Share Swap Agreement and Tax-Free Exchange transaction occurred at an earlier date. However, the unaudited pro forma financial statements is not necessarily indicative of the result of operations or related effects on the financial statements that would have been attained, had the Share Swap Agreement and Tax-Free Exchange transaction occurred at an earlier date nor do they purport to project the results of operations of the Company for any future period or date. The unaudited pro forma financial statements are not intended to be considered in isolation from, or as a substitute for, financial position or results of operations prepared in accordance with PFRS.

The pro forma adjustments are based upon available information and certain assumptions that the Company believes are reasonable under the circumstances. See "Risk Factors – Risks relating to the Presentation of Information in this Prospectus". For additional information regarding financial information presented in this Prospectus, see "Presentation of Financial Information".

TUBIG PILIPINAS HOLDINGS INC. AND SUBSIDIARIES
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	December 31, 2025	June 30, 2026
	Audited	Reviewed
ASSETS		
Current Assets		
Cash and cash equivalents	809,864,752	532,268,339
Trade and other receivables	106,819,931	124,815,662
Due from related parties	217,005,500	251,832,572
Other current assets	60,212,020	95,588,776
Total Current Assets	1,193,902,203	1,004,505,349
Noncurrent Assets		
Investment in associates	225,417,221	231,019,586
Property and equipment	1,354,438,961	1,408,252,836
Service concession asset	3,183,245,953	3,132,161,743
Goodwill	1,649,866,484	1,649,866,484
Customer contracts	1,310,415,072	1,283,114,758
Right-of-use (ROU) assets	18,199,434	16,716,004
Deferred tax asset	1,957,192	2,918,852
Other noncurrent assets	334,248,298	816,495,726
Total Noncurrent Assets	8,077,788,615	8,540,545,989
TOTAL ASSETS	**9,271,690,818**	**9,545,051,338**
LIABILITIES AND EQUITY		

Current Liabilities		
Trade and other payables	286,662,394	324,657,366
Current portion of:		
Loan payable	1,295,923,191	806,821,770
Service concession liability	37,352,496	32,566,303
Lease liabilities	1,479,982	548,871
Due to related parties	293,661,962	187,994,349
Total Current Liabilities	1,915,080,025	1,352,588,659
Noncurrent Liabilities		
Noncurrent portion of:		
Loans payable	638,597,607	1,219,357,614
Service concession liability	522,658,927	520,660,702
Lease liabilities	25,432,875	25,333,506
Retirement benefits liability	1,468,980	1,468,980
Net deferred tax liability	16,103,713	12,659,727
Total Noncurrent Liabilities	1,204,262,102	1,779,480,529
TOTAL LIABILITIES	**3,119,342,127**	**3,132,069,188**
Equity		
Capital stock	10,297,848,517	10,646,000,004
Deficit	(4,191,853,480)	(4,279,240,783)
Equity attributable to equity holders of the Parent Company	6,105,995,037	6,366,759,221
Non-controlling interest	46,353,654	46,222,929
TOTAL EQUITY	**6,152,348,691**	**6,412,982,150**
TOTAL LIABILITIES AND EQUITY	**9,271,690,818**	**9,545,051,338**

PRO FORMA CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	December 31, 2025 Audited	June 30, 2026 Reviewed
REVENUES	270,769,871	169,522,562
COST OF SERVICES	(325,865,300)	(181,968,310)
GROSS INCOME	(55,095,429)	(12,445,748)
OPERATING EXPENSES	(132,201,367)	(64,733,283)
INTEREST EXPENSE	(71,631,610)	(48,952,612)
INTEREST INCOME	7,924,423	7,410,100
SHARE IN NET INCOME OF ASSOCIATES	1,443,532	5,602,365
OTHER INCOME	58,847,423	28,165,114
LOSS BEFORE INCOME TAX	(190,713,028)	(84,954,064)
PROVISION FOR (BENEFIT FROM) INCOME TAX		
Current	4,300,497	6,853,092
Deferred	1,060,989	(4,289,128)
	5,361,486	2,563,964
NET LOSS	(196,074,514)	(87,518,028)
OTHER COMPREHENSIVE INCOME	–	–
TOTAL COMPREHENSIVE LOSS	(196,074,514)	(87,518,028)
NET LOSS/TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO:		
Equity holders of the Parent Company	(195,947,320)	(87,387,303)
Non-controlling interest	(127,194)	(130,725)
	(196,074,514)	(87,518,028)
Pro Forma Basic/Diluted Loss per Share Attributable to the Equity Holders of the Parent Company	(0.0018)	(0.0008)
Historical Basic/Diluted Loss per Share Attributable to the Equity Holders of the Parent Company	(0.0000)	(0.0000)

PRO FORMA CONSOLIDATED STATEMENTS OF CASH FLOWS

	December 31, 2025 Audited	June 30, 2026 Reviewed
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before income tax	(190,713,028)	(84,954,065)
Adjustments for:		
Depreciation and amortization	208,765,440	115,795,807
Interest expense	71,631,610	48,952,612
Unrealized foreign exchange loss	8,425,916	19,569,857
Interest income	(7,924,423)	(7,410,100)
Share in net income of associates	(1,443,532)	(5,602,365)
Provision for:		
Impairment loss on input VAT	476,750	33,480
Expected credit losses (ECL), net of write-off	2,587,694	856,121
Probable losses, net of reversal	30,072	–
Retirement benefits expense	1,468,980	–
Disposal of property and equipment	579,400	–
Operating income before working capital changes	**93,884,879**	**87,241,347**
Increase in:		
Trade and other receivables	(14,912,438)	(18,851,852)
Other current assets	(40,901,235)	(38,749,831)
Increase in trade and other payables	146,204,384	37,704,296
Net cash generated from operations	184,275,590	67,343,960
Income tax paid	(4,273,841)	(3,630,015)
Interest received	7,924,423	7,410,100
Net cash provided by operating activities	**187,926,172**	**71,124,045**
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property and equipment	(627,306,082)	(73,424,036)
Additions to:		
Service concession assets	(154,466,837)	(16,317,691)
Due from related parties	(16,611,049)	(50,869,412)
Increase in other noncurrent assets	(239,067,248)	(482,247,428)
Collection of due from related parties	286,672,524	16,042,340
Net cash used in investing activities	**(750,778,692)**	**(606,816,227)**
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from:		
Loans	986,207,421	672,660,650
Due to related parties	18,960,483	5,410,080
Non-controlling interest	18,134,999	–
Collection of subscription receivables	436,230,647	348,151,487
Payments of:		
Loans payable	(60,192,798)	(610,162,226)
Due to related parties	(100,865,100)	(111,077,693)
Service concession liability	(44,048,227)	(20,729,072)
Interest	(12,740,108)	(24,675,900)
Lease liabilities	(8,245,029)	(2,011,524)
Net cash provided by financing activities	**1,233,442,288**	**257,565,802**
Net increase (decrease) in cash and cash equivalents	**670,589,768**	**(278,126,380)**

Effect of exchange rate changes on cash and cash equivalents	(1,098,623)	529,967
Cash and cash equivalents at beginning of year	140,373,607	809,864,752
Cash and cash equivalents at end of year	**809,864,752**	**532,268,339**

Key Performance Indicators

The Group uses the following measures to assess its performance from period to period.

	2025	Q2 2026
REVENUE GROWTH		
Current period revenue	270,769,871	169,522,562
Prior period revenue	-	270,769,871
	270,769,871	(101,247,309)
Divided by: Prior period revenue	-	270,769,871
	0%	-37.39%
GROSS INCOME MARGIN		
Revenue	270,769,871	169,522,562
COGS	325,865,300	181,968,310
	(55,095,429)	(12,445,748)
Divided by: revenue	270,769,871	169,522,562
	-20.35%	-7.34%
NET INCOME MARGIN		
Net income	(196,074,514)	(87,518,028)
Divided by: revenue	270,769,871	169,522,562
	-72.41%	-51.63%
RETURN ON ASSETS		
Net income	(196,074,514)	(87,518,028)
Divided by: average total assets	9,774,101,581	9,407,392,482
	-2.01%	-0.93%
RETURN ON EQUITY		
Net income	(196,074,514)	(87,518,028)
Divided by: total equity	6,152,348,691	6,412,982,150
	-3.19%	-1.36%

Definitions and formulas of the key performance indicators indicated above are detailed in the section *"Management's Discussion and Analysis of Results of Operations and Financial Condition"*.

Non-PFRS Indicators

The Group uses the following non-PFRS measures to assess its operating performance from period to period by excluding the effects of certain non-cash charges.

	December 31, 2025	June 30, 2026
EBITDA		
Net Loss	(196,074,514)	(87,518,028)
Add:		
Income Tax Expense (Benefit)	5,361,486	2,563,964
Interest Expense	71,631,610	48,952,612
Depreciation and Amortization	208,765,440	115,795,807
	89,684,022	**79,794,355**
EBITDA Margin		
EBITDA	89,684,022	79,794,355
Revenue	270,769,871	169,522,562
	33%	**47%**
Cash Operating Margin		
Gross Loss	(55,095,429)	(12,445,748)
Less Operating Expenses	132,201,367	64,733,283
Operating Loss	(187,296,796)	(77,179,031)
Depreciation and Amortization	208,765,440	115,795,807
	21,468,644	**38,616,776**

Definitions and formulas of the key performance indicators indicated above are detailed in the section *"Management's Discussion and Analysis of Results of Operations and Financial Condition"*.

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RISK FACTORS

An investment in the Offer Shares involves several risks. The price of securities can and does fluctuate, and any individual security is likely to experience upward or downward movements and may even become valueless. There is an inherent risk that losses may be incurred rather than profit made as a result of buying and selling securities. Past performance is not indicative of future performance and results, and there may be a large difference between the buying price and the selling price of any security. For investors that deal in a range of investments, each investment carries a different level of risk.

Investors should carefully consider all the information contained in this Prospectus, including the risk factors described below, before deciding to invest in the Offer Shares. The occurrence of any of the following events, or other events not currently anticipated, could have a material adverse effect on the Company's business, financial condition and results of operations and cause the market price of the Common Shares to decline. All or part of an investment in the Offer Shares could be lost.

The means by which the Company intends to address the risk factors discussed herein are principally presented under the captions "Business," particularly under "Competitive Strengths" "Management's Discussion and Analysis of Financial Condition and Results of Operations," "Industry," and "Board of Directors and Senior Management—Corporate Governance" of this Prospectus.

This risk factor discussion does not purport to disclose all of the risks and other significant aspects of investing in the Common Shares. The risks described below are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or those the Company currently views to be immaterial may also materially and adversely affect the Company's business, financial condition or results of operations. Investors should undertake independent research and study the trading of securities before commencing any trading activity. Investors should seek professional advice regarding any aspect of the securities such as the nature of risks involved in the trading of securities. Investors may request publicly available information on the Common Shares and the Company from the SEC.

The means by which the Company intends to address the risk factors discussed herein are principally presented under pages 61 to 90 of this Prospectus.

The risk factors discussed in this section are of equal importance and are separated into categories for ease of reference only. The order in which risks are presented is not necessarily an indication of the likelihood of the risks actually materializing, of the potential significance of the risks or of the scope of any potential harm to our business, results of operations, financial condition and prospects.

RISKS RELATING TO THE COMPANY'S BUSINESS

Missing Consents to Share Swap Transaction

Under the Joint Venture Agreement among the City of Mandaue, the Company, and ALV Water Solutions Corporation involving the design, construction, operation, maintenance, and financing of a Level III Water Supply Treatment Facility, the Company is prohibited from transferring its shares, except with the prior written consent of the City of Mandaue. In addition, in the Company's lease agreement with Logan Lane Holding, Inc. ("**LLHI**") for the lease of the Company's office spaces, LLHI's conformity to any change of ownership or control over majority of the shares in the Company is required. The required consents were not secured prior to the Share Swap Transaction. As such, the failure to obtain such consents may constitute as breach of the relevant agreements and a ground for termination, claims for damages, or the exercise of other remedies available to the City of Mandaue or LLHI, as applicable.

TPGI is in the process of securing the respective consents of the City of Mandaue and LLHI to the Share Swap Transaction. Further, TPGI is also securing the City of Mandaue's consent to the transfer of its rights under the JVA to ALV Tubig ng Mandaue. Due to the TPGI's positive professional relationship with the City of Mandaue and LLHI, TPGI

believes that the Joint Venture Agreement with the City of Mandaue and the lease agreement with LLHI will not be terminated and is confident that it will be able to secure the necessary consents soon.

Pending Water Permit Applications

Tubig Cadiz, Inc. appropriates water from sources within Brgys. Tiglawigan and Luna, Cadiz, Negros Occidental, to provide water supply services to permanent housing projects for victims of Typhoon Yolanda located within Brgys. Tiglawigan and Luna, Cadiz, Negros Occidental, pursuant to a Memorandum of Agreement with the National Housing Authority. In addition, Tubig Trece Martires Corporation appropriates ground water from a water source in Brgy. Cabuco, San Jose Water Company Inc. sources water from various location to cater to the city's demands. Trece Martires City, Cavite, without the required water permit from the NWRB. However, to this date, SJWCI does not have a water permit for 1 of its sources, Tubig Cadiz, Inc. has yet to secure water permits from the NWRB while Tubig Trece Martires Corporation has already filed its water permit application.

As of the date of this Prospectus, Tubig Cadiz, Inc. has not been ordered by NWRB to cease from appropriating water from its sources within Brgys. Tiglawigan and Luna, Cadiz, Negros Occidental. However, Tubig Trece Martires Corporation has been ordered by the NWRB to cease from appropriating water from its source in Brgy. Cabuco, Trece Martires City, Cavite. Tubig Cadiz, Inc. and Tubig Trece Martires Corporation continue to appropriate water despite the lack of requisite water permits so water supply can be provided to their respective customers. The cessation of Tubig Cadiz, Inc. and Tubig Trece Martires Corporation's operations will result in cutting of water supply of a significant number of people, which will not only adversely affect the financial condition of the Company but more importantly, will negatively impact the health and well being of the customers that are being served.

Both Tubig Cadiz, Inc. and Tubig Trece Martires Corporation are in the process of securing the required water permits from the NWRB and the Company is committed to securing the aforementioned water permits.

Pending Business Permit for Trece Martires Corp.

TTMC operates the water supply system serving Sunshine Ville in Barangay Cabuco, a socialized housing project developed under the auspices of the National Housing Authority (NHA) in partnership with Eddmari Construction and Trading, et.al. and RFN Construction & Development Corporation, through a Memorandum of Agreement. The developers initially requested the Trece Martires City Water District (TMCWD) to provide water services to the said area. TMCWD, however, declined to undertake the development and operation of the system and instead allowed TPGI to construct and develop the water facilities, issuing Board Resolution No. 2017-01-06A dated 25 January 2017 to that effect.

As such, TPGI has developed, managed, and operates the water system in Sunshine Ville Subdivision since 2017. On 2022, it incorporated a special purpose vehicle named "Tubig Trece Martires Corp." to assume full responsibility for the operation and maintenance of the water facility.

On January 2026, Tubig Trece Martires Corp. applied for the renewal of its Business Permit before the Business Permit Licensing Office (BPLO) of Trece Martires, Cavite. However, as of date, the application remains pending due to the additional requirement of clearance from TMCWD. TTMC has an ongoing communication with the water district to comply with their requirements for the issuance of the clearance. Additionally, the TTMC has yet to obtain its sanitary permit which is an ancillary permit to its Business Permit.

At present, TTMC continues to operate in its service area and no threats of fines or closure is expected.

Pending Forest Land Use Agreement (FLAG) for Tubig Coron Inc.

Tubig Coron Inc. (TCI) uses the Mabentangen Creek as its water source in supplying its service area. This creek is located in an area classified as forestland in Coron, Palawan. As such, TCI applied for a Forest Land Use Agreement (FLAG) before the Department of Environment and Natural Resources (DENR), which would allow the TCI to temporarily use and develop a portion of the said forestland. TCI's application has passed through the requirements

set by the CENRO, PENRO, and DENR Regional Office levels and is currently pending before by the Forest Management Bureau of the DENR Central Office for evaluation and approval.

To the extent that the project's occupation or use of forestland requires a FLAG, delays or non-approval may affect project implementation, continued use of the affected area with documented authority, and related costs, subject to the remedies available to TCI, including filing of an appeal or re-application in case of non-approval.

The company continues to coordinate with the DENR Central Office and concerned field offices, monitor the application, and address additional documentary or technical requirements. Activities requiring FLAG authorization will be undertaken only upon securing the necessary approval.

Environmental Compliance Certificate (ECC) related Notice of Violations

San Jose City Water Company Inc. (SJCWCI), Tubig Nabua Inc. (TNI), and Tubig Catbalogan Corp. (TCC) were issued Notices of Violation by their respective Department of Environment and Natural Resources-Environmental Management Bureau (DENR-EMB) Regional Offices for the alleged violation of the conditions imposed in their Environmental Compliance Certificate. The aforementioned subsidiaries had already submitted their Position Papers and applied for the Discharge Permit and Permit to Operate. As of date, these subsidiaries are waiting for the Resolution and issuance of the necessary permits.

The denial thereof may lead to the inability of SJCWCI, TNI and CWCI to discharge, which will then incur hauling charges.

All subsidiaries continue to facilitate coordination with DENR-EMB and the relevant permitting offices to obtain the outstanding permits and confirm the disposition of the associated NOVs. Records of applications, penalty payments, and regulatory correspondence are maintained to substantiate corrective progress and support ongoing environmental compliance monitoring.

The ECC for the Caliban River Intake Facility of Bacolod Bulk Water Inc. (BBWI), ECC, Permit to Operate, Discharge Permits, Hazardous Waste Generator Permit for Princess Urduja Waterworks Inc. (PUWSI), and Discharge Permit for 1 Facility of Calbayog Water Company Inc. (CWCI) are likewise being processed although no Notice of Violations were issued.

Environmental compliance is a key component of TPHI's sustainability efforts, as non-compliance may lead to the issuance of a cease and desist order the incurrance of penalties and revocation of its ECC. The Company continues to monitor the status of environmental permits and regulatory requirements across its operating entities and works toward closing identified gaps, maintaining valid permits and approvals, and aligning its operations with applicable regulatory standards.

Cease and Desist Order from NWRB

On 12 November 2025, Tubig Trece Martires Corp. (TTMC) received an Order from the National Water Resources Board (NWRB) to cease and desist from appropriating water from a deepwell operated by the former in Sunshine Ville Subdivision due to the absence of a water permit. In the said Order, TTMC was required to pay a penalty of one thousand pesos (PHP 1,000.00) per day reckoned from the date of inspection but no assessment was issued by NWRB-Monitoring and Enforcement Division to date regarding the violation. Should the assessment be issued against TTMC, it will pay the assessed amount together with its currents efforts in complying with the requirements for the issuance of a water permit.

Cease-and-Desist Order from the DENR

On 25 March 2026, the DENR-EMB ordered Bacolod Bulk Water, Inc. ("**BBWI**") to pay a penalty of PhP70,000 and to cease and desist from implementing its Water Supply 2 Expansion Project/Caliban River Water Intake Facility until an amendment of its ECC is duly secured to include said expansion project.

BBWI filed an amendment of its ECC for the Water Supply 2 Expansion Project/Caliban River Water Intake Facility as early as November 24, 2021 and has constantly cooperated with the DENR with respect to all documents and studies the DENR has requested and has undertaken all public consultations required by the DENR. BBWI is closely coordinating with the DENR for the issuance of its amended ECC. In the meantime, BBWI continues to operate the BACIWA Bulk Water Supply Project – Injection Point 2, taking into consideration the interest and welfare of its customers.

In addition, the members of the *Sangguniang* Barangay of Caliban have executed an Affidavit of Desistance, Withdrawal of Protest/Opposition, and Manifestation of Full Support in relation to BBWI's BACIWA Bulk Water Supply Project – Injection Point 2, as a result of BBWI's engagement with the *Sangguniang* Barangay of Caliban. In such affidavit, the members of the *Sangguniang* Barangay of Caliban stated that it now understands that the Bulk Water Supply Project – Injection Point 2 is intended to improve the availability, reliability, and resilience of potable water supply for Bacolod City and the Municipality of Murcia and that they freely, voluntarily, and unconditionally desist from, withdraw, and abandon any and all of its protests involving the Bulk Water Supply Project – Injection Point 2.

Cadiz City Water District's Attempt to Take-Over Tubig Cadiz, Inc.'s Water Facilities

Since 2021, the Cadiz City Water District ("**CCWD**") has been demanding that TPGI relinquish its control and operation of the water facilities serving the permanent housing projects for victims of Typhoon Yolanda at : (a) St. Antonino Heights, Brgy. Luna; (b) St. Patrick Homes 1, Brgy. Tiglawigan; (c) Len-Vil Homes, Brgy. Sicaba, and (d) Lacson Villas, Brgy. Cadiz, which are all located in Cadiz, which the Company constructed pursuant to the Company's Memorandum of Agreement with the NHA dated August 28, 2020. The CCWD's basis for such demand is the NHA's prior turn-over of the Yolanda housing project to the LGU of Cadiz City which subsequently turned over such project to the CCWD.

While the NHA executed a Deed of Transfer and Acceptance with the LGU of Cadiz City for the transfer of the Yolanda housing projects sometime in 2019, such transfer was only limited to the land development and house construction components of the Yolanda housing projects and excluded the turnover of the water system constructed and developed by TPGI. As such, the Company believes that there is no legal basis for CCWD to assert ownership over the water facilities constructed by TPGI for the Yolanda housing project and CCWD's only recourse is to purchase the water facilities from the Company. No legal proceedings have been initiated by CCWD or the LGU of Cadiz City to assert its ownership over the water facilities constructed by TPGI for the Yolanda housing project.

The Company is confident that it will be able to defend its ownership and operations of the water systems for the Yolanda housing project.

Inability to Increase Customer Tariffs

The Company's ability to maintain or improve its financial performance depends, in part, on its ability to obtain timely and adequate adjustments to the tariffs charged to customers. Tariff adjustments are generally intended to reflect increases in operating costs, inflation, capital expenditures, and other factors affecting the provision of water and wastewater services.

The applicable tariff adjustment mechanisms vary across the Company's projects. For the BBWI Project, tariff adjustments during the concession period are formula-based and are subject to consumer price index ("CPI") escalation and/or adjustments under extraordinary circumstances, as provided under applicable regulations of the Government Procurement Policy Board ("GPPB") and/or the National Economic and Development Authority ("NEDA").

For the privately owned projects, namely the Trece Martires Sunshine Ville Development Water Supply Project operated by Tubig Trece, the Cadiz Water Supply Project operated by Tubig Cadiz, the Labrador and Sual Water Supply Projects operated by Princess Urduja, and the Coron Water Supply and Septage Project operated by Tubig

Coron, tariff adjustments are subject to the regulatory approval of the National Water Resources Board ("NWRB"). The Company intends to adopt similar tariff adjustment mechanisms for the Echague Water Supply and Septage Project operated by Tubig Echague, the Iloilo Water Supply Project operated by Iloilo Water, and the Malasiqui Water and Wastewater Project operated by Malasiqui Water.

For the Nabua Water Supply and Septage Project operated by Tubig Nabua, the Calbayog Water Supply and Septage Project operated by Calbayog Water, the San Jose Water Supply and Septage Project operated by San Jose Water, and the Catbalogan Water Supply and Septage Project operated by Tubig Catbalogan, tariff adjustments may require the approval of either the NWRB or the Local Water Utilities Administration ("LWUA"), as applicable. The timeframe for obtaining tariff adjustment approvals varies depending on the applicable regulatory process, the completeness of the supporting documentation submitted, and any additional information or requirements that may be requested by the relevant regulatory authority. Based on the Company's experience, the approval process may take approximately six (6) months and, in some cases, more than one (1) year.

As a mitigating measure, most of the Company's projects undertaken through Joint Venture Agreements contain pre-agreed tariff adjustment schedules negotiated with the relevant joint venture partners. However, the implementation and enforceability of such tariff adjustments remain subject to the Company's compliance with its contractual service obligations and the applicable tariff approval procedures set out in the relevant agreements.

If tariff adjustments are not approved within the expected timeframe or at the levels requested, or if the corresponding regulatory approvals are delayed, the Company may not be able to fully and promptly recover increases in operating expenses, including electricity, labor, raw water, inflation-related costs, capital expenditures, and other costs associated with providing its services. As a result, the Company's revenue growth, profit margins, cash flows, financial condition, and results of operations may be affected, which could, in turn, influence the timing or scale of future capital investments, business expansion initiatives, and the achievement of its targeted returns on investment.

Service Obligations and Business Efficiency Targets under the Bulk Water Supply and Distribution Agreements

Pursuant to the Bulk Water Supply Contracts entered into by BBWI with Bacolod City Water District ("BACIWA") and PrimeWater Infrastructure Corp. ("PrimeWater"), BBWI is required to deliver the contracted minimum water volume that complies with the applicable water quality standards, namely the BACIWA Water Quality Parameters for BACIWA and the Philippine National Standards for Drinking Water ("PNSDW") for PrimeWater.

Under both contracts, if BBWI fails to deliver the contracted minimum water volume, it will be subject to a penalty equivalent to 50% of the applicable contract price per cubic meter multiplied by the underdelivered volume. In addition, if the water supplied fails to meet the applicable water quality standards, BBWI will be subject to a penalty equivalent to 100% of the applicable contract price for the affected volume of water delivered.

Failure to satisfy the minimum volume and water quality requirements under these contracts may result in the imposition of contractual penalties, including termination and exercise of rights to acquire the subsidiary's facilities, which could affect the Company's revenues, profitability, cash flows, financial condition, and results of operations.

On May 2023, BACIWA's board of directors approved the rescission of the BBWI Bulk Water Contract Delivery Point 2. Following such rescission, on June 25, 2024, BBWI, BACIWA and Primewater executed the PRIMEWATER-BACIWA Bulk Water Supply Contract as a succeeding arrangement. On July 8, 2026, BBWI received a letter from BACIWA informing it of the approval of final settlement of for Injection Poin 2 including liquidated damages payable under BBWI Bulk Water Contract Delivery Point 2 requiring BBWI to pay before December 15, 2026. On October 2026, BBWI accepted the settlement, which closes open items between BBWI and BACIWA for BBWI Bulk Water Contract Delivery Point 2.

Under the TPGI's JVA with Nabua Water District ("**NAWAD**"), JVA with Coron Rural Waterworks and Sanitation Association ("**CRWSA**"), JVA with San Jose City (N.E.) Water District ("**SJCWD**"), JVA with Calbayog City Water District ("**CCWD**"), JVA with Catbalogan Water District ("**CWD**"), and Memorandum of Agreement with the consortium developers of the Sunshine Ville Development, and the other joint venture partners of Tubig Pilipinas, the

Company and its subsidiaries are required to comply with various contractual service obligations, including, among others, service coverage, water availability, water pressure, non-revenue water ("**NRW**"), and capital expenditure commitments such as septage treatment plants. There have been instances where Tubig Pilipinas and its subsidiaries have not fully achieved some of these contractual performance targets. Depending on the nature and circumstances of the non-compliance and the terms of the relevant agreement, such failure may be alleged or determined to constitute a material breach of contract. In such event, the relevant contracting party may be entitled to exercise the remedies available under the applicable agreement, which may include the forfeiture or calling of the Company's performance security and, following compliance with the dispute resolution and other contractual procedures, including arbitration where applicable, the termination of the relevant agreement.

TNI, SJWCI, TCI and TCC have yet to comply with the service obligation on its septage services. The Company will start its septage services once the respective cities / municipalities have issued or updated their city / municipality ordinance relative to septage.

The relevant contracting party may be entitled to exercise the remedies available under the applicable agreement, which may include the forfeiture or calling of the company's performance security and following compliance with the dispute resolution and other contractual procedures, including arbitration where applicable, the termination of the relevant agreement.

The Company continuously monitors its contractual obligations and works closely with its counterparties to address any performance gaps and maintain compliance with its contractual commitments. However, if a material breach is established and the applicable contractual remedies are exercised, the Company could lose the revenues associated with the affected project, incur additional costs and liabilities, and experience an adverse effect on its business, financial condition, results of operations, and prospects.

For the Company's bulk water supply projects, if TPGI initiates the termination of a bulk water supply agreement, its rights and obligations under the relevant agreement are generally required to be assigned to a qualified replacement operator in accordance with the procedures prescribed therein. While TPGI may be entitled to receive compensation from the replacement operator based on the applicable contractual formula, such compensation may not fully recover the Company's investment in the project.

The Company's projects are also subject to operational risks that may affect their ability to consistently supply the required volume of water and satisfy contractual performance standards. These risks include, among others, limitations in available water resources, deterioration in raw water quality or contamination, NRW, including water losses and illegal connections, equipment failures, power interruptions, and other operational events that may disrupt water production and distribution.

To mitigate these risks, the Company adopts conservative engineering design standards and an operating redundancy philosophy across its projects. Its bulk water facilities are designed with multiple redundancies for critical assets to enhance operational reliability and continuity of supply. For major equipment and systems that may be susceptible to breakdown, including pumps, power supply systems, water treatment components, and chemical dosing systems, the Company generally applies an N+1+1 redundancy configuration. For example, where two pumps are required for normal operations, the Company typically installs three operational pumps, with an additional standby pump available as a spare. The Company's facilities are likewise equipped with standby generators and redundant treatment and dosing systems to reduce the likelihood that the failure of any single component will materially interrupt operations.

In addition, the Company designs key transmission infrastructure to accommodate projected long-term demand rather than only the initially contracted supply volumes. For example, for the BBWI Project, major transmission pipelines were constructed with diameters of up to 800 millimeters to support the system's projected capacity requirements over a 25-year period. This forward-looking design approach is intended to reduce future capacity constraints, improve operating efficiency, and support the Company's ability to meet its contractual service obligations as demand grows. Notwithstanding these measures, there is no guarantee that the Company's operational and engineering safeguards will prevent all supply interruptions or performance shortfalls. Any prolonged disruption in water supply or failure to

satisfy contractual performance standards could result in contractual penalties, increased operating costs, or other liabilities, which may affect the Company's financial condition, results of operations, and cash flows.

Expiration of Water and Bulk Water Supply Contracts

BBWI holds exclusive rights to service the BACIWA under two (2) 25-year Bulk Water Supply Contracts to deliver bulk water to Delivery Points 1 and 2. Both contracts between BBWI and BACIWA were executed on March 10, 2016, which will terminate in 25 years automatically from Day 1 of Delivery of each contract. After the 25-year expiry of the contracts, BBWI will retain ownership of the water rights of this project, as well as the water treatment facilities and pipelines.

Tubig Pilipinas, in an Agreement signed on May 09, 2019, holds a thirty (30) year exclusive right to be the partner of Nabua Water District (NAWAD) for the design, construction, rehabilitation, operation, maintenance, financing, expansion, and management of the water supply and septage system of NAWAD. The thirty (30) year appointment period may be renewed for another twenty (20) years upon mutual agreement of the parties. The same exclusive right was given by Coron Rural Waterworks and Sanitation Association (CRWSA) to Tubig Pilipinas giving the latter twenty-five (25) years to manage and operate the water systems which may be renewed for another twenty-five (25) years.

On June 27, 2019, a Memorandum of Agreement was entered into by Tubig Pilipinas and the Municipality of Echague whereby the former was given twenty-five (25) years to construct, operate, manage, and maintain the water, sewage and septic utility system/facility of the latter. This concession was granted by way of Municipal Resolution 2016-165, on December 5, 2016. Meantime, the authority of the Mayor of Echague to enter into a Memorandum of Agreement with Tubig Pilipinas was granted by the Sangguniang Bayan by virtue of Municipal Resolution number 2016-17.

Tubig Pilipinas holds exclusive rights to service the Sunshine Ville Development and Cadiz City NHA developments under a perpetual Bulk Water Supply and Direct Water Distribution Agreement entered into between Tubig Pilipinas and the consortium of housing developers. Sunshine Ville and Sunshine Ville 2 were entered into on April 22, 2015 and November 13, 2014, respectively. On January 25, 2017, the Trece Martires City Water District issued a resolution allowing Tubig Pilipinas to provide potable water supply to Sunshine Ville Subdivision. Similarly, On February 23, 2016, the Sangguniang Panglungsod of Cadiz City, Negros Occidental issued a resolution interposing no objection to Tubig Pilipinas in proving clean, potable water to 4,000 residential houses affected by Typhoon Yolanda located in Barangays Luna, Tiglawigan, Sicaba and Cadiz Viejo, which effectively grants Tubig Pilipinas the right to service the said households. On August 28, 2020, the National Housing Authority (NHA) entered into a Memorandum of Agreement with Tubig Pilipinas for the water supply and distribution of the St. Antonio Heights, St. Patrick Homes, Len-Vil Homes and Lacson Villas NHA Subdivisions located in Cadiz City.

Princess Urduja was granted a 25-year exclusive franchise to supply water to the residents and businesses of Sual, Pangasinan and Labrador, Pangasinan on June 4, 2012 and June 12, 2012, respectively. Their respective LGUs are contractually prohibited from allowing any other entity from abstracting groundwater water from their area. At the end of 25 years, the franchise is renewable upon mutual agreement of the parties. Upon expiration of the franchise, Princess Urduja will retain ownership over the water rights of the project, as well as the water treatment facilities and pipelines.

In partnership with Manila Water Philippine Ventures, the San Jose City Water District (SJCWD) and Calbayog City Water District (CWD) both granted the Tubig Pilipinas and Manila Water Philippine Ventures Consortium the exclusive rights to design, construct, rehabilitate, operate, maintain, finance, expand, and manage the water supply and septage system of the water district for a period of twenty-five (25) years which may be renewed for another twenty-five (25) years.

Also, in partnership with Manila Water Philippine Ventures (MWPV), the consortium was also granted a franchise to establish, construct, operate, manage, repair, and maintain water supply and wastewater system and facilities in the Municipality of Malasiqui, Pangasinan by virtue of Municipal Ordinance No. 008-2017 issued on 04 December 2017. The franchise shall be for a term of twenty-five (25) years unless sooner cancelled or revoked. A similar franchise

was granted to Tubig Pilipinas and MWPV for the City of Ilolilo for a period of twenty-five (25) years by virtue of its Regulation Ordinance No. 2019-184.

While the aforementioned agreements allow for extensions of the stated concession periods, subject to the mutual agreement of the parties, there is no assurance that any of the agreements will be renewed beyond its expiration date. If the agreements are not renewed, its total investments with the allowed guaranteed return will still be fully recovered but BBWI will not be able to supply water to BACIWA and Princess Urduja, Tubig Pilipinas and its subsidiaries will not be able to continue its operations within its service areas. Nevertheless, BBWI, Princess Urduja, Tubig Pilipinas and its subsidiaries will still retain ownership of the water rights, all the water treatment facilities, and pipelines.

This risk is mitigated by the embedded nature of bulk water infrastructure once it is integrated into a water district or distributor's system. After a distribution network has been designed, interconnected, and operated around a particular bulk supply source, replacing that source or re-routing the system to another supplier can be technically difficult, operationally disruptive, and significantly more expensive. As a result, a bulk water supplier that develops the source, treatment facilities, and transmission infrastructure ahead of demand benefits from a strong first mover advantage. This advantage is further strengthened by the finite availability of viable water sources. Usable surface water sources are limited, and once a supplier has secured the necessary permits, developed the intake, constructed the treatment plant, and integrated the source into the distribution system, competing suppliers face significant practical, regulatory and economic barriers. Under the framework, subsequent applicants for the same or related water source may also be required to go through regulatory review and may be subject to objections or protests from existing permit holders and other affected parties. These factors support contract renewal and continuity, particularly where the Company's supply has become essential to the public water system.

Lack of Water in the River Wells and other Aquifers

Tubig Pilipinas and its subsidiaries and affiliates, being in the business of bulk water supply and distribution, are highly reliant on the volume and quality of water from its deep wells and rivers, which to a high extent may be affected by the El Niño phenomenon among other things. A lack of water volume in the river wells and other aquifers may translate to lower production volume. There can be no assurance of adequate supply of water, and the failure of Tubig Pilipinas and its subsidiaries and affiliates to secure adequate water supplies would have material adverse effects on Tubig Pilipinas' results of operations and financial condition.

To mitigate this risk, before starting any project, Tubig Pilipinas, with the assistance of its industry experts and several World Bank consultants for water, conducts in depth analysis on all water sources, flow analysis for surface water sources, and geo-resistivity analysis on all groundwater sources. These specific reports all form part of the Feasibility Studies submitted to the LGU or the developer of a particular project. Further, Tubig Pilipinas and its subsidiaries and affiliates' water permit applications are for several sources and always over and above the quantity required for its water projects.
Other mitigating factors include the Company's disciplined source development process. Before developing a water source, the Company undertakes long-term hydrology assessments, including studies covering approximately 20 years of historical hydrological data, to evaluate the reliability, seasonality, and long-term viability of the source. The Company also reduces dependence on any single source by developing multi-surface water sources and by designing treatment and intake facilities around expected variability in raw water conditions. This strategy is intended to lessen reliance on overstressed wells and aquifers and improve resilience during dry seasons, drought conditions, and periods of increased demand. While hydrological and climate related risks cannot be eliminated, the Company's source selection process, long-data review, and diversified surface-water infrastructure help reduce the likelihood and impact of raw water shortages.

Liability for Major Water Supply Contamination

Tubig Pilipinas and its subsidiaries and affiliates' businesses, particularly the supply of water to end-users, is subject to water supply contamination that could result in disease, death if unchecked, or otherwise endanger the public's health.

As of the date of this Prospectus, Tubig Pilipinas and any of its subsidiaries and affiliates have not yet experienced any water contamination issues. If it should occur, the entire water system will be shut down. The water will then be tested at three (3) categories of testing points, namely at the source, at the station after the chlorine dosing, and at the offtake location or customer's water meter, in order to determine the source of the contamination. Should it be determined that the contamination occurred in the transmission or pipeline, an in-pipe video drone will be deployed to determine the exact location and extent of the damage. The damaged portion will then be excavated and replaced. If the contamination is due to saline intrusion or heavy metal contamination in the source (well or river), the source will immediately be shut off and a greater amount of water will be drawn from the other operating well or river source until the problem is fixed.

If Tubig Pilipinas or any of its subsidiaries and affiliates' water supply becomes contaminated, it could be subject to civil, criminal, or regulatory enforcement actions, private lawsuits, and expensive cleanup obligations.

Although Tubig Pilipinas and its subsidiaries and affiliates' water quality currently surpasses the water quality standards of the Philippine National Standards for Drinking Water set by the Department of Health ("**DOH**"), there can be no assurance that its water supply will always meet these standards. Additionally, should the water source become contaminated, Tubig Pilipinas and its subsidiaries and affiliates' inability to substitute water supply from an uncontaminated water source or to treat the contaminated water source in a cost-effective manner may have a material adverse effect on its financial condition and results of operations.

Tubig Pilipinas and its subsidiaries and affiliates prevent water contamination by protecting the water source, whether deep well or river, by building a structure on the area and posting 24/7 staff to guard the premises. Watershed protection educational programs are also conducted on a yearly basis to educate the residents and businesses located near or adjacent to the water source on the proper disposal of waste and protection of the water source.

Fortunately, there are no industrial factories or mines near any of Tubig Pilipinas and its subsidiaries and affiliates' project areas. Tubig Pilipinas and its subsidiaries and affiliates are in constant coordination and cooperate with the water districts, LGUs, and the Department of Environment and Natural Resources ("DENR") regional branches in its project areas to fight against the establishment of industrial factories and/or mines that might pollute the nearby rivers and aquifers.

Absence of NTP from the Regional Health Office for Projects under Construction

Tubig Echague Corporation ("TEC") and WMTP, have not been issued a Notice to Proceed ("NTP") by the Regional Health Office for the construction of their respective water supply and treatment facilities in the Municipality of Echague, Isabela, and the Municipality of Talisay, Cebu. Since the commencement of construction, neither subsidiary has received any notice or directive from its respective municipality requiring the submission or issuance of such NTP, nor has either subsidiary received a notice of violation in relation thereto.

Notwithstanding the absence of any notice or enforcement action, there remains a possibility that the relevant authorities may subsequently determine that the NTP was required under applicable laws or regulations. In such event, TEC and/or WMTP may be required to secure the necessary approval, submit additional documents, or undertake corrective measures. Depending on the applicable regulatory framework, the authorities may also impose administrative penalties or order the suspension of construction or operations.

Non-Revenue Water

One of the major challenges facing water supply and distribution companies is maintaining non-revenue water ("NRW") at acceptable levels. High NRW adversely affects the ability to meet consumer demand, as a significant portion of water produced and supplied is not billed. Since such water generates no revenue, elevated NRW levels may also adversely affect operating efficiency, profitability, and the ability to maintain water tariffs at reasonable and affordable levels. NRW is generally defined as the difference between the volume of water put into the distribution system and the volume of water billed to consumers. It is primarily attributable to physical losses from leaks, commercial losses arising from illegal connections and water pilferage, and inaccuracies in metering and billing.

Tubig Pilipinas and its subsidiaries with water distribution projects have historically recorded NRW levels exceeding 30% in certain service areas. This is largely attributable to Tubig Pilipinas' strategic focus in recent years on expanding water production and distribution capacity to address significant supply shortages and demand gaps within their respective concession and service areas. While this approach has enabled Tubig Pilipinas to improve water availability and expand service coverage, it has also required the operation and expansion of distribution networks that continue to undergo optimization, resulting in relatively elevated NRW levels.

The inability of Tubig Pilipinas and its subsidiaries to reduce or maintain NRW within the levels prescribed under applicable concession agreements, joint venture agreements, or other service obligations may have a material adverse effect on their financial condition, results of operations, and cash flows. In addition, failure to achieve applicable NRW performance targets may constitute a breach of service obligations and could subject the relevant subsidiary to contractual remedies, penalties, or other regulatory or contractual consequences, as discussed above in *Service Obligations and Business Efficiency Targets under the Bulk Water Supply and Distribution Agreements*.

To address NRW, Tubig Pilipinas and its subsidiaries conduct routine monitoring and maintenance of their distribution networks, including leak detection, pipeline rehabilitation and replacement, pressure management, district metered area ("DMA") monitoring, and more comprehensive in-pipe condition assessments. Commercial losses are mitigated through measures such as regular inspections, prompt action against illegal connections, improved metering programs, and securing water meters and other critical assets against tampering, theft, or damage. Tubig Pilipinas intends to continue investing in NRW reduction initiatives as part of its efforts to improve operational efficiency and comply with applicable service obligations.

Tubig Cadiz' Pending Compliances

Tubig Cadiz has pending applications for ECCs before the NWRB. If the ECCs are not secured, Tubig Cadiz may be prohibited from commencing or continuing project activities requiring such certificates and may be directed to suspend the same until the necessary environmental requirements are satisfied. The applications may also be subject to further assessment or additional documentary requirements, and any resulting delays or restrictions could adversely affect the implementation and operation of the affected projects.

In addition, the consent of the National Housing Authority ("NHA") to Tubig Cadiz' accession to the Memorandum of Agreement dated 28 August 2020 between TPGI and NHA has not been obtained or verified. The absence of such consent may give rise to contractual or legal issues concerning Tubig Cadiz' rights and obligations under the MOA and may require further documentation, approval, or regularization with NHA. Any resulting regulatory or contractual action may entail additional costs, delays, or operational constraints that could adversely affect Tubig Cadiz' business and financial condition and, consequently, TPGI.

Power Interruptions and Increased Power Costs

The operations of Tubig Pilipinas and most of its subsidiaries and affiliates are dependent on a reliable and reasonably priced supply of electricity to operate deep wells, pumping stations, treatment facilities, and distribution systems. Accordingly, increases in electricity and fuel costs, as well as interruptions in power supply, may materially increase operating expenses, disrupt water production and distribution, and adversely affect the financial condition, results of operations, and cash flows of Tubig Pilipinas and its subsidiaries.

Historically, power costs have represented a significant component of production and operating expenses for several of Tubig Pilipinas' water distribution projects. During the early years of operations of the Trece Martires Project, power costs accounted for approximately one-fourth of total operating expenses as diesel-powered generator sets were used to operate the water pumps while the project remained off-grid. Beginning in the first quarter of 2021, the project's two deep well sources were connected to the Meralco distribution network, substantially reducing operating and maintenance costs and improving operating margins.

Similarly, for BBWI, diesel and electricity costs accounted for approximately 54% of total production costs in 2026, compared with approximately 60% in the prior period. This improvement was primarily due to the completion of the electrification of the BBWI facility and its connection to the National Grid in March 2026. Following the grid connection, BBWI discontinued the use of diesel-powered generator sets, resulting in significantly lower power generation costs and reduced overall production costs.

Power cost exposure varies across Tubig Pilipinas' projects depending on the source of water and the production system employed. For example, the Coron project incurs minimal electricity costs because water is sourced from Mabentangen Creek and delivered to customers primarily through a gravity-fed distribution system. In contrast, projects such as Nabua, San Jose, Calbayog, and other systems that rely on deep wells or a combination of deep wells and groundwater sources require continuous pumping operations.

Any significant increase in electricity tariffs or fuel prices, prolonged power outages, or disruptions in the supply of electricity could increase production costs, reduce operating margins, interrupt water supply, and adversely affect the financial performance of Tubig Pilipinas and its subsidiaries. In addition, there can be no assurance that Tubig Pilipinas will be able to fully recover increased operating costs through tariff adjustments or that such adjustments, if approved, will be implemented on a timely basis.
To mitigate these risks, Tubig Pilipinas considers the availability and reliability of power infrastructure as one of the factors in evaluating new water supply and distribution projects. Where technically and economically feasible, Tubig Pilipinas also develops gravity-fed water systems and other energy-efficient facilities to reduce dependence on electricity. In addition, Tubig Pilipinas and its subsidiaries may seek tariff adjustments from the National Water Resources Board ("NWRB") and other relevant regulatory authorities, where permitted under applicable regulations and contractual arrangements, to reflect increases in operating costs, including inflation and higher power costs. However, there can be no assurance that such tariff adjustments will be approved or will fully offset increases in operating expenses.

Unsuccessful Implementation of Growth Strategy

The Company’s growth strategy may involve: (a) entering into strategic alliances and partnerships; and (b) investments in water supply and distribution projects. TPGI’s success in implementing this strategy, as well as the growth strategies of its subsidiary and associates, will depend on, among other things, its own or its subsidiary’s and associates’ ability to identify and assess potential partners, investments, acquisitions; successfully finance, close, and integrate such investments and acquisitions; and control costs and maintain sufficient operation and financial controls. This growth strategy will place significant demands on TPGI’s management and resources. TPGI‘s future growth may be adversely affected if it is unable to make these investments or to pursue these acquisitions, or if these investments and acquisitions prove unsuccessful.

TPGI's growth strategy depends significantly on the successful development, construction, implementation, and operation of new water supply and wastewater infrastructure projects. Failure to complete these projects on schedule, within budget, or in accordance with applicable technical, regulatory, and contractual requirements could adversely affect the Company's ability to achieve its projected revenues, profitability, and long-term growth objectives.

As of the date of this Prospectus, TPGI is undertaking or preparing to undertake several significant projects that are expected to contribute materially to its future operations and financial performance. These include (a) the Jaclupan Bulk Water Supply Project in Talisay City, Cebu, which is designed to deliver up to 50 million liters per day (MLD) of potable bulk water and is expected to become a significant source of revenue for the Company upon completion. Construction of the project is currently ongoing and is expected to be completed before the end of 2026; (b) the provision of water supply and wastewater services within the Freeport Area of Bataan (FAB) in Mariveles, Bataan pursuant to the Joint Venture Agreement between TPGI and the Authority of the Freeport Area of Bataan (AFAB), which was signed on July 23, 2026. Commercial operations are expected to commence in May 2027 following the completion of the agreed nine-month transition period; and (c) the provision of Level III water supply and wastewater services in the City of Mandaue pursuant to the Joint Venture Agreement entered into with the Local Government Unit of Mandaue City.

Development and implementation risks include, among others:

- the need to incur significant expenditures for feasibility studies, preliminary engineering, permits, right-of-way acquisition, legal services, and other pre-development costs before determining whether a project is technically feasible, economically viable, or capable of being financed;
- the inability to negotiate acceptable tariffs, bulk water supply agreements, wastewater service fees, concession arrangements, or other commercial terms necessary to achieve expected returns;
- the inability to obtain sufficient debt or equity financing or to satisfy financing conditions for project development and construction;
- shortages of, or increases in the cost or insufficient quality of, equipment, construction materials, and skilled labor, as well as breakdowns or failures of equipment or construction processes;
- social unrest, terrorism, labor disputes, civil disturbances, or other events that may disrupt project implementation;
- engineering, geological, hydrological, environmental, or technical challenges that may require design modifications or additional expenditures;
- construction delays, permitting delays, delays in obtaining regulatory approvals, unforeseen site conditions, or unanticipated capital cost overruns;
- failure of contractors, subcontractors, consultants, suppliers, utility providers, or other counterparties to perform their contractual obligations in a timely or satisfactory manner;
- adverse environmental conditions, including extreme weather events, flooding, typhoons, earthquakes, or other natural disasters that may interrupt construction or operations; and
- changes in laws, regulations, government policies, or actions by national or local government agencies that could delay implementation, increase compliance costs, or otherwise adversely affect project economics.

In particular, any material delay in the completion of the Jaclupan Bulk Water Supply Project could postpone the realization of anticipated revenues from what is expected to be one of the Company's key operating assets. Similarly, delays in the turnover and transition process under the AFAB Joint Venture Agreement or in satisfying the conditions necessary to commence operations in May 2027 could defer the expected contribution of the FAB water and wastewater business. The implementation of the Mandaue City Joint Venture Agreement likewise depends on the timely satisfaction of contractual, regulatory, operational, and technical requirements, and there can be no assurance that the project will proceed as currently planned.

There can be no assurance that any of these projects will be completed on schedule, within budget, or in accordance with their anticipated scope or commercial terms, or that they will generate the expected operating results or financial returns. If TPGI is unable to successfully implement these projects or future expansion initiatives, the Company's growth strategy may not be realized, which could materially and adversely affect its business, financial condition, results of operations, cash flows, and prospects.

Risks relating to the Presentation of Information in this Prospectus

The presentation of financial information, including of pro forma financial information, in this Prospectus may be of limited use to investors and may not accurately show the Company’s financial position or be indicative of future results.

Failure to Obtain Financing or the Inability to Obtain Financing on Reasonable Terms

The capital expenditures for the Trece Martires, Cadiz, Nabua, Coron, Echague, San Jose (NE), Catbalogan, Malasiqui, Iloilo and Princess Urduja projects were funded through equity capital. Any future capital expenditures for all new projects, if any, will be financed through a mix of debt and equity capital. On the other hand, BBWI and Calbayog Water’s operations and capital expenditures as well as WMTP’s construction costs are financed using project finance, a combination of both debt and equity capital.

There can be no assurance that Tubig Pilipinas and its subsidiaries and affiliates will be able to obtain sufficient funds at acceptable rates, if at all, to complete the capital expenditure program or satisfy its other liquidity and capital resources requirements. Failure to obtain the requisite funds could delay or prevent completion of Tubig Pilipinas and

its subsidiaries and affiliates' capital expenditure program and other projects, which may have a material adverse effect on the operation and development of its businesses.

Tubig Pilipinas maintains three (3) tiers of banking relationships the first tier consists of top 5 Philippine commercial and development banks provide Tubig Pilipinas with 10 to 12 year Project Finance Facilities, second mid tier Philippine private banks who provide us with accounts receivable backed financing with tenors of 1-3 years and third banks and non-bank financial institutions who provide us with resolving lines for supplier credit and/or construction financing.

San Jose is non-compliant with its debt covenants

Under its existing term loan facility with Bank of the Philippine Islands ("**BPI**"), San Jose City Water Company, Inc. ("SJCWCI"), a subsidiary of the Company, is required to maintain certain financial covenants, including a prescribed debt-to-equity ratio. Based on SJCWCI's Audited Financial Statements for the year ended December 31, 2025, the prescribed debt-to-equity threshold was not achieved. To address this concern, an equity infusion was subsequently undertaken in early 2026, which is expected to improve SJCWCI's capital structure and support its compliance with the financial covenants under the loan agreement.

SJCWCI has requested a waiver from BPI in relation to the aforementioned financial covenant and is currently awaiting the bank's approval. In view of the equity infusion and the fact that SJCWCI is current with its loan repayments, the Company expects the request for waiver to be approved.

Calbayog Water Company Inc. is non-compliant with its debt covenants

Under the Omnibus Loan and Security Agreement dated October 21, 2021, between Calbayog Water Company, Inc. ("CWCI"), an affiliate of the Company, and Bank of the Philippine Islands ("BPI"), CWCI is required to observe certain covenants, including compliance with applicable laws, regulations, and environmental, occupational, health, and safety guidelines. Certain regulatory permits, such as discharge permit, previously secured by CWCI have expired and are currently undergoing the renewal process. The pending renewal of these permits may constitute a breach of the relevant provisions of the loan agreement, which may give rise to the exercise of certain remedies available to BPI under the loan agreement.

CWCI is currently undertaking the necessary steps to secure the renewal of the relevant permits and expects to receive them by November 2026. In view of this progress, CWCI does not anticipate BPI declaring a breach under the loan agreement. The Company and CWCI are working together to obtain a waiver from BPI on the breach under the loan agreement.

The denial thereof may lead to the inability of CWCI to discharge, which will then incur hauling charges.

Pending eCAR for TCC transfere shares

The eCAR covering certain transfers of shares in TCI to TPGI have yet to be obtained. TCI has already applied for the eCAR , pending the payment of the relevant taxes and the issuance of the eCAR.

Philippine Laws and Regulations

Tubig Pilipinas and its subsidiaries and affiliates are subject to laws and regulations relating to the protection of human health and the environment. Tubig Pilipinas and its subsidiaries and affiliates' capital expenditures, water extraction, and the treatment of water, sewage, and septage are among the activities subject to regulation and supervision by governmental agencies, such as the NWRB, the DOH, and the DENR.

Tubig Pilipinas and its subsidiaries and affiliates have incurred, and will continue to incur, expenditures to comply with these provisions. In addition, because the standard of environmental laws and their enforcement are being enhanced, Tubig Pilipinas and its subsidiaries and affiliates' level of expenses for environmental compliance may

increase in the future. While the Company believes that Tubig Pilipinas and its subsidiaries and affiliates have obtained all material environmental approvals currently required to own and operate its facilities, Tubig Pilipinas and its subsidiaries and affiliates could also be exposed to potential liability for eventual damages for non-compliance with environmental laws and regulations. Because Tubig Pilipinas and its subsidiaries and affiliates operate in a highly regulated environment, it is susceptible to regulatory violations and the resulting fines. To mitigate this, Tubig Pilipinas and its subsidiaries and affiliates exert all reasonable endeavors to comply with the rules, regulations, guidelines, and directives set forth by the NWRB, DOH, and DENR

Taxation

The Philippines continues to provide fiscal incentives for qualified infrastructure and service projects through the Corporate Recovery and Tax Incentives for Enterprises Act, as amended by Republic Act No. 12066, or the CREATE MORE Act, and the Strategic Investment Priority Plan. The CREATE MORE implementing rules were signed on February 17, 2025. The 2026 SIPP was published on June 2, 2026, although BOI has stated that the applicable 2022 SIPP guidelines remain in effect pending issuance of the 2026 general policies and specific guidelines.

Subject to BOI approval, continued compliance with the specific terms and conditions of registration, and issuance of the required Certificate of Entitlement to Tax Incentives, eligible registered projects may avail of incentives such as income tax holiday ("**ITH**"), enhanced deductions, customs duty exemption on qualified importations, and, where applicable, VAT exemption on importation and VAT zero-rating on local purchases directly attributable to the registered project.

BBWI's current BOI registration is Certificate of Registration No. 2026-052, dated February 24, 2026, as a New Operator of Bulk Water Supply for the Bacolod City Bulk Water Supply Project covering the Sum-ag and Caliban Rivers water sources. The BOI issued a pre-operating letter dated May 25, 2026 requiring BBWI to report its actual start of commercial operations, initial investments and employment, maintain the committed project cost and employment levels, submit required regulatory clearances, secure the final water permit prior to availment of ITH, and obtain a CETI before filing its income tax return with the BIR.

BBWI has already responded to the BOI confirming that it has commenced full commercial operations. BBWI is also preparing to apply for the applicable ITH incentives in its next reporting submission, subject to the issuance of the required CETI and continued compliance with BOI requirements.

In addition, WMTP, as operator of a bulk water supply project, intends to apply for registration with the BOI and, subject to approval and compliance with applicable requirements, avail of the tax incentives available to qualified bulk water supply projects under the CREATE MORE Act and the Strategic Investment Priority Plan. There can be no assurance that such application will be approved or that WMTP will ultimately qualify for or continue to enjoy the applicable incentives.

There is no assurance that BBWI or WMTP will be able to fully avail of, or continue availing of, these incentives. Any failure to comply with BOI conditions, reportorial requirements, permitting requirements, performance commitments, or future changes in tax laws, revenue regulations, SIPP coverage, or BOI/FIRB policy may result in the suspension, cancellation, withdrawal, or non-availability of incentives, which could adversely affect the Company's tax position, cash flows and results of operations.

As mitigation, BBWI is maintaining a BOI compliance calendar, monitoring CREATE MORE, BIR, BOI and FIRB issuances, tracking reportorial deadlines, preparing the required annual and tax incentive reports, securing the CETI prior to claiming incentives, and coordinating with tax counsel and BOI on matters affecting the registered project.

Credit and Collection Risk

The financial performance and cash flows of Tubig Pilipinas and its subsidiaries are dependent on the timely collection of amounts due from customers under their respective water supply and distribution agreements. Delays in collections,

payment defaults, disputes over billings, or the inability of customers to satisfy their payment obligations may adversely affect the working capital, liquidity, and results of operations of Tubig Pilipinas and its subsidiaries.

The credit exposure of Tubig Pilipinas and its subsidiaries varies depending on the nature of their operations. For its water distribution projects, revenues are generated from a broad base of residential, commercial, industrial, and institutional consumers, while for its bulk water supply projects, revenues are derived solely from its offtakers. Accordingly, delays or defaults in payment by bulk water customers may have a more significant impact on the cash flows of the relevant subsidiary.

Historically, BBWI has experienced delays in the collection of amounts due from BACIWA and Prime Water under their respective bulk water supply agreements. While such receivables have generally been subsequently collected, prolonged payment delays may adversely affect the liquidity, working capital requirements, and financial condition of BBWI. In particular, under BBWI's bulk water supply agreement with Prime Water, overdue amounts are subject to a contractual penalty of 2% per month. As a result of previous delayed payments, BBWI recognized additional revenues from the imposition of such contractual penalties. However, there can be no assurance that penalty charges will fully compensate for the adverse effects of delayed collections on BBWI's cash flows or that similar contractual protections will be available or enforceable under other supply agreements. BBWI nevertheless expects payment performance under its supply agreement with Prime Water to improve following the recent change in Prime Water's management. There can be no assurance, however, that payments will continue to be made on a timely basis or that future payment delays will not occur.

To mitigate credit and collection risks, Tubig Pilipinas and its subsidiaries monitor customer receivables on a regular basis, implement collection procedures for overdue accounts, maintain regular coordination with institutional customers regarding billing and payment schedules, and, where applicable, enforce contractual remedies for payment delays, including the imposition of penalties and other remedies available under the relevant agreements. Tubig Pilipinas also seeks to diversify its customer base across multiple service areas and customer classes to reduce concentration of credit risk.

Weather and Natural Disaster Risk

The operations of Tubig Pilipinas and its subsidiaries are exposed to risks arising from adverse weather conditions and natural disasters. The Philippines is prone to typhoons, floods, earthquakes, landslides, volcanic activity, droughts, and other natural calamities, any of which may damage water sources, treatment facilities, pumping stations, transmission pipelines, reservoirs, and other critical infrastructure. Such events may interrupt water production and distribution, delay project construction, increase repair and maintenance costs, and adversely affect the financial condition, results of operations, and cash flows of Tubig Pilipinas and its subsidiaries.

The impact of weather-related events varies depending on the location and nature of each project. Prolonged droughts, including those associated with the El Niño phenomenon, or reduced rainfall may diminish the yield of rivers, creeks, springs, and groundwater sources, thereby reducing the volume of water available for treatment and distribution. During recent El Niño conditions, certain water sources serving Tubig Pilipinas' especially those in Catbalogan experienced reduced water availability and lower source yields, requiring closer monitoring of production levels, operational adjustments, and implementation of water conservation measures in coordination with the relevant local government units and customers. Although Tubig Pilipinas and its subsidiaries were generally able to continue providing water service, prolonged or more severe drought conditions may further reduce available water supply, increase operating costs, and adversely affect their ability to meet contractual supply obligations. Conversely, heavy rainfall, flooding, typhoons, and landslides may damage infrastructure, increase water turbidity, disrupt access to facilities, interrupt power supply, or require the temporary suspension of operations to protect public health and the integrity of the water system.

Bulk water supply projects of BBWI and WMTP that rely on surface water sources may experience fluctuations in raw water quality and quantity during periods of extreme weather, while water distribution projects that depend on deep wells may likewise be affected by flooding, power interruptions, groundwater contamination, or declining

aquifer levels. Construction of new facilities may also be delayed by severe weather conditions, resulting in increased capital expenditures and deferred revenues.

The occurrence of severe weather events or natural disasters could also result in business interruptions, increased operating expenses, asset impairment, and delays in fulfilling contractual obligations under concession agreements, joint venture agreements, and bulk water supply contracts. Although Tubig Pilipinas endeavors to maintain adequate insurance coverage for certain risks, there can be no assurance that all losses or business interruptions resulting from natural disasters will be fully insured or recoverable.

To mitigate these risks, Tubig Pilipinas and its subsidiaries incorporate disaster resilience and climate considerations into the planning, design, construction, and operation of their water facilities. Preventive measures include the use of multiple water sources where feasible, regular maintenance of critical infrastructure, flood and slope protection works, emergency response and business continuity plans, backup power systems such as generator sets for critical facilities, water quality monitoring, and coordination with local government units, electric utilities, and disaster risk management agencies. Nevertheless, there can be no assurance that these measures will be sufficient to prevent or mitigate the adverse effects of severe weather events or natural disasters on the operations and financial performance of Tubig Pilipinas and its subsidiaries.

Insurance Risk

The operations of Tubig Pilipinas and its subsidiaries are exposed to various risks, including damage to property and equipment, business interruption, natural disasters, accidents, equipment failure, employee-related incidents, and third-party liability. Although Tubig Pilipinas and its subsidiaries maintain insurance coverage for risks that management considers appropriate and commercially reasonable, there can be no assurance that all risks will be fully insured or that insurance proceeds will be sufficient to cover all losses, liabilities, or business interruptions. Certain risks may be uninsurable, subject to policy exclusions, deductibles, coverage limits, or delays in claims settlement.
Any uninsured or underinsured loss, or the denial of an insurance claim, could require Tubig Pilipinas or the affected subsidiary to bear substantial repair, replacement, or reconstruction costs, interrupt operations, delay project implementation, or otherwise adversely affect its financial condition, results of operations, and cash flows. In addition, there can be no assurance that insurance coverage will continue to be available in the future on commercially acceptable terms or at reasonable premiums.

For projects undertaken pursuant to Joint Venture Agreements including Nabua, San Jose, Calbayog, Catbalogan, Tubig Pilipinas and its subsidiaries are generally required to post performance security in favor of the partner water district to secure the faithful performance of their contractual obligations. While such performance security provides assurance to the project owner that the agreed service obligations will be performed and may be drawn upon in the event of specified contractual defaults, it does not constitute insurance for Tubig Pilipinas or its subsidiaries and does not protect them against operational losses or other business risks. In the event of a material breach of their obligations under the applicable Joint Venture Agreement, the relevant performance security may be forfeited or called, which could adversely affect the financial condition, results of operations, and cash flows of Tubig Pilipinas and the affected subsidiary.

To mitigate these risks, Tubig Pilipinas and its subsidiaries periodically review their insurance coverage, maintain policies that management believes are appropriate for the nature of their operations, monitor compliance with insurance requirements under applicable contracts, and implement operational and safety measures intended to reduce the likelihood and severity of insurable events. Tubig Pilipinas also monitors the validity and sufficiency of the performance securities posted under its Joint Venture Agreements to ensure continued compliance with its contractual obligations.

Reliance on Joint Venture (JV) Partners

Certain projects of Tubig Pilipinas and its subsidiaries are undertaken through Joint Venture Agreements with water districts including Nabua, San Jose, Calbayog and Catbalogan. The continued operation and financial performance of

these projects depend, in part, on the ability and willingness of such joint venture partners to perform their respective obligations under the applicable agreements.

A material risk in these projects is the ability of the relevant local water district to approve proposed tariff adjustments prior to the submission of the same to the Local Water Utilities Administration ("LWUA") or other applicable regulatory authority. Delays in obtaining such approvals, or the failure to secure approval for proposed tariffs, may limit the ability of the relevant subsidiary to recover increases in operating costs, fund required capital expenditures, and maintain expected financial returns.

In addition, delays or failures by joint venture partners or counterparties to perform their contractual obligations, including obligations relating to providing assistance in securing necessary permits, licenses, and regulatory approvals, facilitating access to right-of-way and other required project areas, supporting customer coordination, implementing agreed project plans, and undertaking other operational responsibilities, may adversely affect the ability of Tubig Pilipinas and its subsidiaries to meet their service obligations and achieve projected financial performance.

Tubig Pilipinas seeks to mitigate these risks by establishing clear contractual obligations, performance standards, and remedies under its Joint Venture Agreements, maintaining regular coordination with its joint venture partners and counterparties, and monitoring compliance with contractual and regulatory requirements. Nevertheless, there can be no assurance that such measures will prevent delays or mitigate the adverse effects arising from the failure or inability of counterparties to perform their obligations.

Reliance on Third Party Suppliers and Contractors

Tubig Pilipinas and its subsidiaries rely on third-party suppliers, contractors, and service providers for various aspects of their operations, including the construction, maintenance, and repair of water facilities, supply of equipment and materials, pipeline rehabilitation, and other technical and operational services. The timely and satisfactory performance of these third parties is essential to the continued operation, expansion, and maintenance of Tubig Pilipinas' water supply and distribution projects.

The failure of suppliers, contractors, or service providers to deliver equipment, materials, or services in accordance with agreed specifications, quality standards, timelines, or contractual requirements may result in project delays, increased costs, operational disruptions, or inability to meet service obligations. In particular, delays in the procurement or delivery of critical equipment, such as pumps, pipes, electrical components, and water treatment-related facilities, or delays in the completion of construction and rehabilitation works, may adversely affect the ability of Tubig Pilipinas and its subsidiaries to provide reliable water services and achieve projected financial performance. Certain subsidiaries also rely on third-party service providers for specialized operational requirements. For the San Jose project, SJCWCI entered into an agreement with Cabanatuan City Septage Corporation, under which Cabanatuan City Septage Corporation will provide septage treatment services to SJCWCI while SJCWCI undertakes the construction of its own septage treatment facility. Any failure, delay, or interruption in the provision of septage treatment services by such third-party provider may affect SJCWCI's ability to comply with its service obligations and maintain uninterrupted operations.

Tubig Pilipinas and its subsidiaries may also be exposed to risks arising from increases in the prices of materials, equipment, labor, and other services provided by third parties. Such cost increases may adversely affect operating expenses, capital expenditure requirements, and the profitability of affected projects, particularly where such increases cannot be fully recovered through tariff adjustments or contractual mechanisms.

To mitigate these risks, Tubig Pilipinas and its subsidiaries undertake supplier and contractor evaluation processes, maintain relationships with multiple vendors where practicable, establish contractual requirements relating to performance, quality, and delivery schedules, and monitor the progress and compliance of contractors and suppliers. For arrangements involving critical third-party services, Tubig Pilipinas and its subsidiaries monitor service performance and maintain coordination with service providers to ensure continuity of operations. Nevertheless, there can be no assurance that these measures will prevent disruptions or fully mitigate the adverse effects arising from the failure or inability of third parties to perform their obligations.

Key Personnel Risk

The operations and continued growth of Tubig Pilipinas and its subsidiaries depend, to a significant extent, on the experience, expertise, and continued services of its key personnel, including its Chief Financial Officer, the deparment heads including Head of Legal Department, Head of Business Development and Operations, Head of Project Development, Head of Environmental, Social, and Governance ("ESG"), Head of Human Resources, and branch managers responsible for the day-to-day management and operations of the Company's various service areas. These key personnel provide leadership and oversight in areas critical to the business, including financial management, legal and regulatory compliance, project development and execution, business expansion, operational management, customer and stakeholder coordination, sustainability initiatives, and organizational development.

The loss of the services of any of these key personnel, or the inability to attract, retain, and develop qualified replacements, may adversely affect Tubig Pilipinas' ability to effectively manage its operations, execute its business strategies, comply with regulatory and contractual requirements, and pursue future growth opportunities. In particular, branch managers play an important role in ensuring the continuity of local operations, managing customer and stakeholder relationships, monitoring service performance, and coordinating with local government units, water districts, and other relevant parties. The loss of experienced branch managers or operational personnel may affect the efficiency and continuity of service delivery in the relevant service areas.

In addition, competition for experienced professionals in the water infrastructure, utilities, and related industries may make it more difficult for Tubig Pilipinas and its subsidiaries to retain existing personnel or recruit suitable replacements.

Tubig Pilipinas seeks to mitigate this risk by maintaining a management structure with clearly defined responsibilities and implementing succession planning and knowledge transfer initiatives to ensure continuity of operations.

Tubig Pilipinas also places emphasis on the continuous development of its employees by providing continuing education and professional development opportunities designed to enhance their technical expertise, managerial capabilities, and operational skills, while supporting the development of qualified personnel who may assume key roles within the organization.

In addition, Tubig Pilipinas provides competitive compensation and benefits and fosters a professional working environment to support employee retention. Nevertheless, there can be no assurance that these measures will be sufficient to prevent the departure of key personnel or mitigate the impact of any such loss on Tubig Pilipinas and its subsidiaries.

Labor-related

Tubig Pilipinas and its subsidiaries may be subject to risks arising from labor-related claims, disputes, or changes in employment laws and regulations, including those relating to wages, benefits, working conditions, occupational health and safety, and employment practices. Increased labor costs or additional regulatory requirements may increase operating expenses, particularly where such costs cannot be fully recovered through approved tariff adjustments or contractual mechanisms.

To mitigate labor-related risks, Tubig Pilipinas and its subsidiaries seek to maintain compliance with applicable labor laws and regulations and implement human resource policies that promote a fair, inclusive, and safe workplace. These policies incorporate statutory requirements, including those relating to gender sensitivity, anti-discrimination and anti-harassment, support for persons with disabilities and solo parents, employee welfare, and workplace health and safety. Tubig Pilipinas also provides training and development opportunities, including continuing education and skills development programs, to enhance workforce competency and support operational continuity. Nevertheless, there can be no assurance that labor disputes, regulatory changes, or other labor-related matters will not adversely affect the operations and financial performance of Tubig Pilipinas and its subsidiaries.

RISKS RELATING TO THE PHILIPPINES

Risks relating to the Philippines are systemic in nature and outside the Company's control. However, the Company intends to continue to maintain appropriate financial and operational controls and policies within the context of the prevailing business, economic and political environment taking into consideration the interests of its shareholders, customers, and other stakeholders.

Given the importance of water to the lives of 118 million Filipinos the sector has been and will continue to be a major priority of all past, present and future Administrations.

The Company is exposed to risks associated with the Philippines, including the performance of the Philippine economy

The Company and its subsidiaries' results of operations have been influenced, and will continue to be influenced, to a certain degree by the general state of the Philippine economy. The Company's development, income and results of operations depend, to a certain extent, on the performance of the Philippine economy. In the past, the Philippines has experienced periods of slow or negative growth, high inflation, significant devaluation of the peso and the imposition of exchange controls.

Other factors that may adversely affect the Philippine economy include:

- decreases in business, industrial, manufacturing or financial activities in the Philippines, the Southeast Asian region or globally;
- scarcity of credit or other financing, resulting in lower demand for products and services provided by companies in the Philippines, the Southeast Asian region or globally;
- foreign exchange rate fluctuations;
- foreign exchange controls;
- inflation or increase in interest rates;
- levels of employment, consumer confidence and income;
- changes in the Government's fiscal and regulatory policies;
- Government budget deficits;
- public health epidemics or outbreaks of diseases, such as a worsening or resurgence of the COVID-19 pandemic, a re-emergence of polio, SARS, bird flu, or H1N1, or the emergence of other similar diseases 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;
- geopolitical tensions between the Philippines and other claimant countries concerning disputed territories in the West Philippine Sea;
- delays in obtaining government approvals and permits;
- a downgrade in the long-term foreign and local currency sovereign credit ratings of the Philippines or the related outlook for such ratings;
- political instability, territorial disputes, terrorism or military conflict in the Philippines, other countries in the region or globally; and
- other regulatory, social, political or economic developments in or affecting the Philippines.

Any future deterioration in economic conditions in the Philippines could materially and adversely affect the Company's business, financial position, and operations—including the Company's ability to grow its business and implement its business strategy. Changes in the conditions of the Philippine economy could materially and adversely affect the Company's business, financial condition or operations.

Any downturn in the Philippine economy may have a negative impact on general business conditions in the Philippines, which may materially reduce the revenues, profitability and cash flows of the Company and its subsidiaries.

Any political instability in the Philippines may adversely affect the Company.

The Philippines has from time to time experienced political, social, and military instability. In the past decade, there has been political instability in the Philippines, including alleged extrajudicial killings, alleged electoral fraud, impeachment proceedings against two (2) former presidents and the chief justice of the Supreme Court of the Philippines, military uprisings, and public protests arising from alleged misconduct by previous administrations. In addition, a number of incumbent and past officials of the Philippine government are currently under investigation on corruption charges stemming from allegations of misuse of public funds, extortion, and bribery. An unstable political environment may also arise from the imposition of emergency executive rule, martial law or widespread popular demonstrations or rioting.

There can be no assurance that acts of political violence will not occur in the future and any such events could negatively impact the Philippine economy. An unstable political environment may negatively affect the general economic conditions and operating environment in the Philippines, which in turn could have a material adverse effect on the business, operations, and financial condition of the Company.

In addition, the Company may be affected by political and social developments in the Philippines and changes in the political leadership and/or government policies in the Philippines. Such political or regulatory changes may include (but are not limited to) the introduction of new laws and regulations. In May 2022, the Philippines elected both national and local government officials, including the President of the country. On May 25, 2022, Ferdinand Romualdez Marcos Jr. was officially proclaimed the next Philippine President. As President, he will determine the country's agenda and policies for the next six years.

The Company may also be affected by changes in government policies in the Philippines. Such regulatory changes may include (but are not limited to) the introduction of new laws and regulations that could impact the Company's business.

There can be no assurance that the current or any new administration will continue to implement social and economic policies that promote a favorable and stable macroeconomic and business environment. Policy instabilities or a fundamental change of policy direction, including those with respect to Philippine foreign policy, may lead to an increase in political or social uncertainty and the loss of investor confidence in the Philippines. Any potential instability could have an adverse effect on the Philippine economy, which may impact our business, prospects, financial condition, and results of operations.

There is no guarantee that future events will not cause political instability in the Philippines. Such instability may disrupt the country and its economy, as well as commercial traffic into and out of the Philippines, which could materially and adversely affect the Company's business, financial condition and results of operations. Acts of terrorism, clashes with separatist groups and violent crimes could destabilize the country and could have a material adverse effect on the Company's business and financial condition.

The Philippines has been subject to a number of terrorist attacks in the past several years. In recent years, the Philippine military has been in armed conflict with extremist militants, which have ties with international terrorist groups, and have been responsible for terrorist activities including armed intrusions in several cities or municipalities and isolated bombings, mainly in regions in the southern part of the Philippines.

Continued conflicts between the Government and separatist groups, and attacks from terrorist groups could lead to further injuries or deaths by civilians and members of the police and military, which could destabilize parts of the country and adversely affect the country's economy. Any such destabilization could cause interruption to parts of the Company's business and materially and adversely affect its financial conditions, results of operations and prospects. An increase in the frequency, severity or geographic reach of these terrorist acts could destabilize the Philippines and adversely affect the country's economy.

The government may temporarily take control of the Company's business in times of national emergency.

The Philippine Constitution provides that in times of national emergency, when the public interest so requires, the Government may temporarily take over and direct the operation of any privately-owned public utility or business. The term national emergency has been interpreted to include threat from external aggression, calamities, or natural disasters, and strikes of such proportion as would paralyze government service. Recent jurisprudence has held that, in the event of such a temporary takeover, the Government is not required to compensate the private entity-owner of the business, nor may the private entity-owner that has been affected by the takeover claim compensation. If the Government takes control of the Company's business/es in a time of national emergency, the Company's business, financial condition, and results of operations may be adversely affected.

Territorial and other disputes with China and a number of Southeast Asian countries may disrupt the Philippine economy and business environment.

The Philippines, China and several Southeast Asian countries, including Vietnam, Malaysia, Brunei and Taiwan, have long-standing and overlapping territorial and maritime claims over various islands, reefs, shoals and maritime zones in the West Philippine Sea, which forms part of the South China Sea. These disputes involve competing claims over sovereign rights, fisheries, natural resources and freedom of navigation in one of the world's busiest international shipping routes.

In January 2013, following escalating tensions arising from China's occupation of Bajo de Masinloc (Scarborough Shoal), the Philippines initiated arbitration proceedings against China under the dispute settlement mechanism of the United Nations Convention on the Law of the Sea ("**UNCLOS**"). In July 2016, the Arbitral Tribunal constituted under Annex VII of UNCLOS ruled overwhelmingly in favor of the Philippines, declaring that China's "nine-dash line" claim has no legal basis under international law, affirming the Philippines' sovereign rights within its exclusive economic zone ("**EEZ**"), and finding that China had violated the Philippines' sovereign rights through, among others, interference with fishing and petroleum exploration, construction of artificial islands, and failure to prevent Chinese fishermen from exploiting marine resources. China has consistently rejected the arbitral award and continues to assert its historical claims in the South China Sea.

Since the assumption of office of President Ferdinand R. Marcos Jr. in 2022, the Philippine Government has adopted a more assertive policy in protecting its sovereign rights and jurisdiction in the West Philippine Sea while simultaneously maintaining diplomatic dialogue with China through bilateral consultation mechanisms. The Philippines has likewise strengthened defense and security cooperation with treaty allies and strategic partners, particularly the United States, Japan and Australia, through expanded joint military exercises, coordinated maritime patrols, enhanced defense agreements and increased security assistance. The United States has repeatedly reaffirmed that the 1951 Mutual Defense Treaty applies to armed attacks on Philippine armed forces, public vessels and aircraft operating in the South China Sea.

Despite continuing diplomatic engagement, tensions in the West Philippine Sea have intensified in recent years. Since 2023, there have been repeated confrontations involving Philippine and Chinese coast guard and maritime militia vessels, including the use of water cannons, dangerous maneuvers, obstruction of Philippine resupply missions to the BRP *Sierra Madre* stationed at Ayungin Shoal (Second Thomas Shoal), collisions involving Philippine government vessels, laser illumination incidents, and interference with Philippine fisheries and maritime patrol operations. Additional incidents have occurred in Escoda (Sabina) Shoal and other maritime features located within the Philippines' EEZ. The Philippine Government has responded by lodging numerous diplomatic protests and publicly denouncing actions it considers inconsistent with international law and the 2016 arbitral award.

Most recently, in May and June 2026, the Philippine Government protested the reported deployment of a Chinese floating structure within the vicinity of Bajo de Masinloc (Scarborough Shoal), expressing concern that such activities could represent incremental efforts to establish a more permanent Chinese presence similar to developments previously seen at Mischief Reef and other disputed maritime features. Philippine defense officials publicly warned against any attempt to transform Scarborough Shoal into another artificial island or military outpost. Although the

reported floating platform was subsequently removed, both governments reiterated their respective sovereignty claims, underscoring the continuing volatility of the dispute.

The continuing disputes have also contributed to heightened geopolitical competition in the Indo-Pacific region. The United States and several allied countries have increased freedom of navigation operations, maritime patrols and military exercises in the South China Sea, while China has continued to expand the presence of its coast guard, naval forces and maritime militia in disputed waters. Although the Philippines and China continue to engage through diplomatic channels, there can be no assurance that these mechanisms will successfully prevent future confrontations or reduce tensions.

There can likewise be no assurance that the territorial disputes involving the Philippines, China and other claimant states will be resolved or that existing tensions will not escalate further. Any increase in military activity, maritime confrontation, restrictions on navigation or fishing, or deterioration in diplomatic relations could adversely affect regional stability, international trade, foreign direct investment, tourism, supply chains and investor confidence in the Philippines.

Any deterioration in the Philippine economy as a result of these or other geopolitical developments, including significant depreciation of the Philippine Peso, increased inflation, higher interest rates, disruptions to international trade or shipping routes, or reduced foreign investment, may adversely affect the Company's operations. In particular, further disputes between the Philippines and other countries may result in reciprocal trade measures, sanctions, restrictions on cross-border investments, limitations on the movement of goods and services, changes in immigration or visa policies, or other retaliatory governmental actions. Any adverse developments in jurisdictions in which the Company conducts business or maintains commercial relationships could materially and adversely affect the Company's business, financial condition, results of operations and prospects.

Geopolitical Disruptions and Global Supply Chain Vulnerabilities caused by the ongoing conflict involving Israel, the United States, and Iran, as well as the continued hostilities in the Russia-Ukraine war.

While Tubig operates exclusively within the domestic Philippine market and does not directly engage in international energy trading or shipping, its exposure to global supply chains and macroeconomic conditions renders it vulnerable to secondary and tertiary effects of these conflicts. These include Energy Price Volatility and Fuel Supply Disruptions. The closure or restricted access to the Strait of Hormuz—a critical global chokepoint for oil transportation—could lead to a sharp increase in global crude oil prices. Given that a significant portion of the Philippines' energy mix relies on imported fossil fuels, higher oil prices would likely result in increased electricity generation costs. As Tubig's water treatment, pumping, and distribution systems are energy-intensive, rising electricity tariffs could materially impact operational expenses and compress margins.

Second, delays in Equipment and Technology Imports. Ongoing global supply chain disruptions—exacerbated by rerouting of shipping lanes due to regional conflicts—may delay the delivery of critical water infrastructure components such as pumps, motors, control systems, and filtration membranes. Many of these items are sourced from Europe, the Middle East, or Asia via routes that could be affected by maritime insecurity or insurance premium hikes in conflict-affected zones.

Third, macroeconomic slowdown and reduced consumer spending caused by the prolonged global instability could dampen investor confidence and slow economic growth in the Philippines, potentially affecting customer bill payment rates, especially among low-income households. A rise in non-revenue water and collection losses could strain Tubig's cash flow and financial sustainability.

Tubig mitigates the risk of energy efficiency and cost management by actively investing in energy-efficient pump systems, variable frequency drives (VFDs), and scheduled pumping optimization to reduce overall power consumption. The company is also evaluating opportunities for solar-powered pumping stations in select remote areas to hedge against future electricity price volatility.

To counteract supply chain disruptions, Tubig has implemented a strategic inventory policy for critical spare parts and water treatment chemicals. Stock levels are regularly reviewed and adjusted based on global risk assessments,

ensuring operational continuity during periods of import delays. Tubig also worked on the diversification of suppliers, procurement channels and expanding its supplier base. Long-term contracts with flexible delivery terms are being prioritized to enhance supply resilience.

Tubig also engages in financial hedging and budget flexibility while maintaining conservative debt levels and holds contingency reserves to absorb short-term cost shocks. Where feasible, Tubig engages in forward pricing agreements for key imported materials and monitors currency and commodity trends to inform procurement timing.

Tubig maintains close coordination with local government units (LGUs), and the water districts where the Company's plants are located. This enables proactive planning and, where necessary, requests for tariff adjustments or regulatory relief under force majeure or exceptional circumstances.

Tubig's executive team conducts regular scenario analyses to assess the potential impact of global crises on operations and finances. Tubig also conducts risk monitoring which tracks geopolitical developments and adjusts mitigation plans accordingly.

While Tubig cannot control international conflicts, its proactive risk management framework is designed to ensure operational resilience, financial stability, and uninterrupted service delivery to its customers—even in the face of global uncertainty.

The sovereign credit ratings of the Philippines may adversely affect the Company's business.

In June 2026, the Philippines remained investment grade with all three major rating agencies S&P Global Rating BBB+ with a Stable Outlook. While S&P became cautious in April 2026 lowering the Outlook from Positive to Stable while affirming its ratings, S&P did not move to a negative outlook and still expects healthy growth and gradual fiscal improvement. Moody's Ratings of Baa2 with a Stable Outlook citing resilient growth, a sound banking system, foreign exchange reserves and ongoing fiscal consolidation. Fitch Ratings maintains its BBB rating with a Negative Outlook due to slower public spending, exposure to higher energy prices and global geopolitical risks. There is a downgrade risk but not immediate or highly probable. Fitch sees a possibility of a downgrade over the next 12-24 months if adverse trends continue but at the same time expects the Philippines to maintain relatively strong medium term growth and continue reducing debt gradually which is why it did not downgrade the rating rating itself. A downgrade is currently not the base case view amongst several analysts and research houses and that an actual downgrade would require a prolonged economic slowdown, a major fiscal deterioration or a severe external shock.

Nevertheless, while Moody's and S&P retained the sovereign rating and stable outlook, no assurance can be given that these agencies will not in the future downgrade the credit ratings of the Government and, therefore, Philippine companies, including the Company. As a systemic risk, the Company cannot provide assurance of effective mitigation. Any such downgrade could have an adverse impact on the liquidity in the Philippine financial markets, the ability of the 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.

Occurrence of Natural or Other Calamities

The Philippines has experienced a significant number of major natural calamities over the years, including typhoons, volcanic eruptions and earthquakes.

In recent years, the Philippines has continued to experience severe typhoons that have caused significant damage to communities, properties, and critical infrastructure. In 2024, a series of typhoons, including Kristine, Leon, Marce, Nika, Ofel, and Pepito, affected millions of Filipinos and caused substantial damage to agriculture, homes, roads, bridges, and other infrastructure. In 2025, several successive tropical cyclones likewise affected various parts of the country, resulting in significant casualties and billions of pesos in damage to infrastructure and agricultural assets. These recurring events highlight the country's continuing vulnerability to extreme weather conditions and natural disasters.

The Philippines likewise remains highly exposed to volcanic hazards due to its location along the Pacific Ring of Fire. Taal Volcano experienced significant eruptions in January 2020 and July 2021, with the January 2020 eruption alone resulting in approximately ₱8.4 billion in damage to assets and forgone income. More recently, Kanlaon Volcano in Negros Island experienced a major explosive eruption in June 2024, followed by additional eruptions in December 2024 and succeeding periods of volcanic unrest through 2025 and 2026. These events demonstrate the continuing risks posed by volcanic activity to communities, agriculture, businesses, and critical infrastructure located near active volcanoes.

In the past ten (10) years, the Philippines has continued to experience a number of significant earthquakes due to its location along the Pacific Ring of Fire. In July 2022, a magnitude 7.0 earthquake struck Abra in Northern Luzon, resulting in deaths and injuries and causing extensive damage to buildings, roads, bridges, schools, and other infrastructure. In December 2023, a magnitude 7.6 earthquake struck offshore of Mindanao, causing damage to homes and infrastructure and prompting tsunami warnings. More recently, a magnitude 6.9 earthquake struck Cebu in September 2025, resulting in significant casualties and damage to buildings and infrastructure. These recurring events underscore the country's continuing exposure to seismic hazards and the importance of resilient infrastructure and disaster preparedness.

Natural calamities may also affect the Distribution Utilities or NGCP's transmission facilities wherein they will need to shut down power, which causes downtime in order to repair the damaged equipment. These situations, however, are mitigated through the Task Force for Energy Resilience ("**TFER**") of the DOE. Facilities are built back stronger and repairs to damaged facilities are kept to the shortest time possible.

Natural calamities may disrupt the Company's ability to deliver energy to the affected areas. This may materially disrupt and adversely affect the Company's business and operations. However, the Company can assure prospective investors that the comprehensive insurance coverage that the Company maintains will adequately compensate it for all damages and economic losses resulting from natural catastrophes, including possible business interruptions.

COVID-19 Global Pandemic

The COVID-19 pandemic created economic disruption, uncertainty, and volatility, all of which affected and may continue to affect the Company's businesses. Although the Company has implemented numerous initiatives to mitigate the adverse effects of the pandemic, the duration and extent of these effects are beyond the Company's control. As of the date of this Prospectus, quarantine restrictions are still in place in the Philippines and may be made more stringent if COVID-19 cases rise.

Due to numerous uncertainties and factors arising from the pandemic that are beyond the Company's control, it may be difficult to predict the pandemic's long-term effect on the Company, its businesses, results of operations, cash flows, and financial condition. These factors and uncertainties include, but are not limited to:

- The severity and duration of the pandemic, including whether there are subsequent waves or other additional periods of increases or spikes in the number of COVID-19 cases in future periods in areas in which the Company operates;
- The extent and timeliness of the national and local government's response to the pandemic, including but not limited to, quarantine restrictions as well as vaccination procurement and deployment programs;
- Restrictions on business operations, including complete or partial closure of the buildings;
- Economic measures, fiscal policy changes, or additional measures that have not yet been implemented;
- The health of, and effect of the pandemic on, the Company's personnel and the Company's ability to maintain staffing needs to effectively sustain its operations;
- Evolving macroeconomic factors, including general economic uncertainty, unemployment rates, and recessionary pressures;
- Volatility in the credit and financial markets during and after the pandemic; and
- The pace of recovery considering the rebound in consumer confidence, driven by government and economic response.

The extent to which the COVID-19 pandemic will impact the Company will depend on future developments, including the timeliness and effectiveness of actions taken or not taken to contain and mitigate the effects of COVID-19, in the Philippines and internationally, by governments, central banks, healthcare providers, health system participants, other businesses, and individuals, all of which are highly uncertain and unpredictable. To the extent the COVID-19 pandemic adversely affects the Company's business and financial results, it may also have the effect of heightening many of the other risks described in this Prospectus.

Considering the evolving nature of the pandemic, the Company continues to follow the minimum health protocols imposed by the national government, as well as the relevant local government units, to continue performing the necessary works to deliver the projects on schedule. The Company implemented and continues to practice proactive measures to minimize, if not totally, eliminate health risks, such as extending assistance on the scheduling of COVID-19 vaccines and boosters to employees, adopting a hybrid work arrangement, providing shuttle service, providing staff dormitories and housing to employees, weekly COVID-19 antigen testing, adequate supply of protective equipment, providing sanitizers and posting infographic materials in common areas of the office, plants and staff houses, and extending health maintenance organizations (HMO) coverage and health care packages to employees who are confirmed COVID-19-positive.

The Ability of Philippine Consumers to Absorb Increases in Water Tariffs

The Philippine economy continues to face macroeconomic headwinds that may affect the purchasing power of households and their ability to absorb increases in utility costs. During the first quarter of 2026, the Philippine economy expanded by 2.8%, reflecting slower household consumption and investment amid elevated inflation and global economic uncertainties. Consequently, the government revised its 2026 GDP growth target downward to 3.5%–4.5% from its earlier forecast.

Inflation has likewise accelerated significantly during 2026. According to the Philippine Statistics Authority ("**PSA**"), headline inflation reached 7.2% in April 2026 before easing slightly to 6.8% in May 2026, bringing the year-to-date average inflation rate to 4.5%. Food and non-alcoholic beverages accounted for 32.7% of overall inflation, while Housing, Water, Electricity, Gas and Other Fuels contributed 24.0%, highlighting the increasing burden of utility-related expenses on Filipino households. Within this category alone, inflation reached 7.8% in May 2026.

The Philippine water industry is similarly exposed to these inflationary pressures. Water service providers incur significant operating expenses for electricity used in groundwater extraction, pumping and treatment facilities, water treatment chemicals, labor, maintenance, and network rehabilitation. Electricity alone typically represents one of the largest operating cost components of a water utility. Rising fuel prices, peso depreciation, and higher labor costs may therefore increase the Company's operating expenditures and capital requirements.

These higher operating costs may necessitate periodic water tariff adjustments. For example, the Metropolitan Waterworks and Sewerage System ("**MWSS**") continues to implement inflation-based tariff adjustments, including Consumer Price Index ("**CPI**") adjustments and Foreign Currency Differential Adjustments ("**FCDA**"), for Metro Manila concessionaires to reflect changes in inflation, exchange rates, and financing costs associated with water infrastructure investments. Similar tariff adjustment mechanisms are likewise embedded in concession agreements, joint venture agreements, and water supply contracts entered into by water service providers with local government units and water districts.

Although potable water remains an essential public utility with relatively inelastic demand, sustained increases in water tariffs, coupled with elevated inflation, may reduce consumers' capacity to absorb additional utility expenses. This may result in slower growth in billed water consumption, increased customer delinquencies, and longer collection periods, particularly in economically vulnerable communities. Such developments could adversely affect the revenues, cash flows, and financial performance of the Company.

Nevertheless, the Company believes that this risk is mitigated by the essential nature of water services and the long-term contractual framework governing its operations. The Company's projects are undertaken through long-term

concession agreements, joint venture agreements, and water service contracts with local government units and water districts, which generally provide for periodic tariff reviews and adjustments based on inflation, changes in operating costs, capital expenditures, and other regulatory-approved parameters. These mechanisms are intended to preserve the financial sustainability of water service providers while ensuring the continued delivery of safe, reliable, and affordable potable water to the communities they serve.

The Company is subject to the risk of fluctuations in foreign currency exchange rates.

While the Group's sales are all denominated in Philippine Peso, the Company's operations involve the purchase of equipment from distributors and suppliers who sell equipment that may be denominated in currencies other than Philippine Pesos. Such fluctuations between the value of the Philippine Peso and other currencies may affect the price of its equipment when converted into Philippine Pesos and may have an adverse effect on the Company's cost mitigation strategy.

In the event of a general weakening of the Philippine Peso, the Company cannot provide assurance of effective mitigation to such risk. In any case, the Company has some exposure to foreign currency denominated transactions. As at December 31, 2023, 2024, 2025 and June 30, 2026, TPHI and its subsidiaries' foreign currency denominated financials instruments are as follows:

	December 31,			June 30
	2023	2024	2025	2026
	(in USD)			
Cash equivalents	-	-	7.48 million	6.61 million
Loans payable	5.79 million	4.32 million	7.71 million	7.86 million

RISKS RELATING TO THE OFFER AND THE OFFER SHARES

The Common Shares may not be a suitable investment for all investors.

Each potential investor in the Common Shares must determine the suitability of that investment in light of its own circumstances. In particular each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the Common Shares, the merits and risks of investing in the Common Shares and the information contained in this Prospectus;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Common Shares and the impact the Common Shares will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the Common Shares, including where the currency for principal or dividend payments is different from the currency of the potential investor;
- understand thoroughly the terms of the Common Shares and be familiar with the behavior of any relevant financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate, foreign exchange rate and other factors that may affect its investment and its ability to bear the applicable risks.

The market for the Offer Shares may not always be active or liquid and the price of the Offer Shares may fall.

Trading volumes on the PSE have historically been significantly smaller than other major securities markets in more developed countries and have also been highly volatile. There can be no assurance that an active market for the Offer Shares will develop following the Offer or if developed, that such active market will be sustained.

The price at which the Offer Shares will trade on the PSE at any point in time during or after the Offer may vary significantly from the Offer Price, and the Company cannot provide assuanrce of effective mitigation to such risk.

The market price of the shares may be volatile, which could cause the value of investors' investments in the Common Shares to decline. An individual security may experience upward or downward movements, and may even lose all its value. There is an inherent risk that losses may be incurred rather than profit made as a result of buying and selling securities. There is an extra risk of losing money when securities are brought from companies with relatively low capitalization. There may be a substantial difference between the buying price and the selling price of such securities, These fluctuations may be exaggerated if the trading volume of the Company's Offer Shares is low.

The market price of shares could be affected by several factors, including:

- general market, political and economic conditions;
- changes in earnings estimates and recommendations by financial analysts;
- changes in market valuations of listed stocks in general and other retail stocks in particular;
- the market value of our assets;
- changes to Government policy, legislation or regulations; and
- general operational and business risks.

In addition, many of the risks described elsewhere in this Prospectus could materially and adversely affect the market price of shares.

In part, and as a result of the global economic downturn, the global equity markets have experienced price and volume volatility that has affected the share prices of many companies. Share prices for many companies have experienced wide fluctuations that have often been unrelated to the operating performance of those companies. Fluctuations such as these may adversely affect the market price of the Shares.

There can be no guarantee that the Offer Shares will be listed on the PSE.

Purchasers of Offer Shares will be required to pay for such Offer Shares on the Trading Participants and Retail Offer Settlement Date, which is expected to be on or about (x) and on the Institutional Offer Settlement Date, which is expected to be on or about (x). There can be no guarantee that listing will occur on the anticipated Listing Date or at all. Delays in the admission and the commencement of trading in shares on the PSE have occurred in the past. If the PSE does not admit the Offer Shares onto the PSE, the market for the Offer Shares will be illiquid and shareholders may not be able to trade the Offer Shares. This may materially and adversely affect the value of the Offer Shares.

Future sales of Common Shares in the public market could adversely affect the prevailing market price of the Common Shares and shareholders may experience dilution in their holdings.

In order to finance the expansion of our business and operations, the Board will consider the funding options available to them at the time, which may include the issuance of new shares. If additional funds are raised by us through the issuance of new equity or equity-linked securities other than on a pro rata basis to existing shareholders, the percentage ownership of existing shareholders may be reduced, shareholders may experience subsequent dilution or such securities may have rights, preferences and privileges senior to those of the Offer Shares.

Further, the market price of the Common Shares could decline as a result of future sales of substantial amounts of the Common Shares in the public market or the issuance of new Common Shares, or the perception that such sales, transfers or issuances may occur. This could also materially and adversely affect the prevailing market price of the Common Shares or our ability to raise capital in the future at a time and at a price the Company deems appropriate.

Under Section 9.1 of the Revised Rules on Backdoor Listing of the PSE, shares of the backdoor listed company that are acquired pursuant to the transaction giving rise to backdoor listing shall not be sold or offered for sale, assigned or in any manner disposed of from closing or completion of the transaction giving rise to the backdoor listing and

until six (6) months after the conduct of the Mandatory Follow-on Offering. Section 9.2 of the Revised Rules on Backdoor Listing further require that shares of the backdoor listed company that are held by stockholders owning at least ten percent (10%) of the total issued and outstanding shares shall not be sold or offered for sale, assigned, or in any manner disposed of for a period of one (1) year from closing or completion of the transaction giving rise to the backdoor listing. To implement this lock-up requirement, the PSE requires the applicant company to lodge the shares with the PDTC through a PCD participant for the electronic lock-up of the shares or to enter into an escrow agreement with the trust department or custodian unit of an independent and reputable financial institution.

Except for such restrictions, there is no restriction on our ability to issue shares or the ability of any of our shareholders to dispose of, encumber or pledge, their Common Shares, and there can be no assurance that the Company will not issue Common Shares or that such shareholders will not dispose of, encumber or pledge, their shares.

Investors may incur immediate and substantial dilution as a result of purchasing Common Shares in the Offer.

The issue price of the shares in the Offer may be substantially higher than the net tangible book value of net assets per share of the outstanding shares. Therefore, purchasers of shares in the Offer may experience immediate and substantial dilution and our existing shareholders may experience a material increase in the net tangible book value of net assets per share of the Shares they own. See "*Dilution*" on page 101 of this Prospectus.

The Company's Shares may be subject to Philippine foreign ownership limitations.

The Constitution and other related statutes restrict the exploration, development, and utilization of natural resources, as well as ownership of private lands to Philippine Nationals. The term Philippine National as defined under RA No 7042, or the Foreign Investments Act of 1991, as amended, means a citizen of the Philippines, or a domestic partnership or association wholly-owned by citizens of the Philippines, or a corporation organized under the laws of the Philippines of which at least 60% of the capital stock outstanding and entitled to vote is owned and held by citizens of the Philippines, or a corporation organized abroad and registered to do business in the Philippines under the Revised Corporation Code, of which 100% of the capital stock outstanding and entitled to vote is wholly-owned by Filipinos or a trustee of funds for pension or other employee retirement or separation benefits, where the trustee is a Philippine National and at least 60% of the fund will accrue to the benefit of Philippine Nationals.

The Company and its subsidiaries currently own land. In addition, the Company's Articles of Incorporation authorize the Company to acquire land, which may include land in the Philippines. Accordingly, foreign shareholdings in our Company may not exceed (i) 40% of our issued and outstanding capital stock entitled to vote in the election of directors; and (ii) 40% of our total issued and outstanding capital stock, whether or not entitled to vote in the election of directors. These restrictions may adversely affect the liquidity and market price of the Shares to the extent international investors are not permitted to purchase Shares in normal secondary transactions.

Shareholders may be subject to limitations on minority shareholders' rights.

The obligation under Philippine law of majority shareholders and directors with respect to minority shareholders may be more limited than those that are available in certain other countries. Consequently, minority shareholders may not be able to protect their interests under current Philippine law to the same extent as in certain other countries.

The Revised Corporation Code provides for minimum minority shareholders' protection in certain instances where a vote by the shareholders representing at least two-thirds of the Company's outstanding capital stock is required. The Revised Corporation Code also grants shareholders an appraisal right allowing a dissenting shareholder to require the corporation to purchase his shares in certain instances. Derivative actions, while permitted under the Revised Corporation Code and governed by the Interim Rules of Procedure Governing Intra-Corporate Controversies (A.M. No. 01-2-04-SC), are rarely brought on behalf of Philippine companies. Accordingly, there can be no assurance that legal rights or remedies of minority shareholders will be the same, or as extensive, as those available in other jurisdictions or sufficient to protect the interests of minority shareholders.

The Company is required to maintain a minimum public ownership of 20%.

In accordance with SEC Memorandum Circular No. 13 Series of 2017 and under the PSE Amended Rule on Minimum Public Ownership ("**MPO Rule**"), the Company is required to maintain a minimum public ownership (MPO) of 20.0% of its total issued and outstanding shares. Listed companies that become non-compliant with the MPO Rule will be suspended from trading for a period of not more than six months and will automatically be delisted if they remain non-compliant with the MPO Rule after the lapse of the suspension period. Suspended or delisted shares will not be traded on the PSE. In addition, the sale of shares of listed companies that do not maintain the MPO are not considered publicly listed for taxation purposes and should, therefore, be subject to capital gains tax and documentary stamp tax, and requires a Certificate Authorizing Registration ("**CAR**") from the BIR.

Additional Taxes

The sale, exchange or disposition of the Common Shares after the Offer Period, if made outside the facilities of the PSE is subject to capital gains tax and documentary stamp tax, and if made through the facilities of the PSE (except for a dealer in securities) is subject to stock transaction tax. Changes in laws, rules and regulations may result in additional taxes on the acquisition, disposition, or transfer of the Common Shares. For a discussion on the taxes currently imposed by the BIR, please refer to the section on "*Taxation*" on page 239 of this Prospectus.

There can be no assurance that the Company will be able to pay dividends or maintain any given level of dividends.

Dividends on the Common Shares may not be paid or the Company may pay less than full dividends, under the terms and conditions governing the Common Shares. Holders of the Common Shares will not receive dividends on a Dividend Payment Date or for any period during which the Company does not have retained earnings out of which to pay dividends.

If dividends on the Common Shares are not paid in full, or at all, the Common Shares may trade at a lower price than they might otherwise have traded if dividends had been paid. The sale of Common Shares during such a period by a holder of Common Shares may result in such holder receiving lower returns on the investment than a holder who continues to hold the Common Shares until dividend payments resume. In addition, because of the dividend limitations, the market price for the Common Shares may be more volatile than that of other securities that do not have these limitations.

Insufficient distributions upon liquidation

Upon any voluntary or involuntary dissolution, liquidation or winding up of the Company, holders of Common Shares will be entitled only to the available assets of the Company remaining after the indebtedness of the Company is satisfied. If any such assets are insufficient to pay the amounts due on the Common Shares, then the holders of the Common Shares shall share pro ratably in any such distribution of assets in proportion to the full distributions to which they would otherwise be respectively entitled.

Liquidity of the securities market

The Philippine securities markets are substantially less liquid and more volatile than major securities markets in other jurisdictions and are not as highly regulated or supervised as some of these other markets. The Company cannot guarantee that the market for the Common Shares will always be active or liquid upon their listing on the PSE.

In addition, the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner are not obligated to create a trading market for the Common Shares and any such market making will be subject to the limits imposed by applicable law and may be interrupted or discontinued at any time without notice. Accordingly, the Company cannot predict whether an active or liquid trading market for the Common Shares will develop or if such a market develops, if it can be sustained. Consequently, a shareholder may be required to hold his Common Shares for an indefinite period of time or sell them for an amount less than the Offer Price.

Risks relating to certain information in this Prospectus

Certain information contained herein is derived from unofficial publications.

Certain statistics in this Prospectus relating to the Philippines, the industries and markets in which the business of the Company operates, including statistics relating to market size and market share, are derived from various government and private publications, including those produced by industry associations and research groups. This Prospectus also contains industry information which was prepared from public sources and independent market research conducted by GlobalData, Plc to provide an overview of the segments of the water industry in which the Company operates. The information contained in that section may not be consistent with other information regarding our industry. Similarly, industry forecasts and other market research data, including those contained or extracted herein, have not been independently verified and may not be accurate, complete, up-to-date or consistent with other information compiled within or outside the Philippines. Prospective investors are cautioned accordingly.

*There may be possible deviation in the Use of Proceeds***.**

The intended use of proceeds from the Offer is set out under "Use of Proceeds" on page 103 of this Prospectus. It is the Company's current intention to apply the net proceeds from the Offer in the manner described in that section.

However, as new business opportunities arise, or as unforeseen events occur, the Company may opt to reallocate a portion or all of the net proceeds to other business plans or to other uses or hold such funds in bank accounts or short-term securities, if such action is considered to be in the best interests of the Company. As a consequence, the actual application of the proceeds from the Offer may deviate from the intended use as described in this document. Any such material deviation, however, will be disclosed in accordance with the relevant rules of the SEC and/or PSE.

In addition, the business plans of the Copmany as described herein are based on assumptions of future events, which by their nature, are subject to uncertainty. As such, while the Company exerts reasonable efforts in planning, there is no assurance that the plans of the Company will materialize as intended.

The presentation of financial information in this Prospectus, including pro forma consolidated financial information may be of limited use to investors and may not accurately show or serve as an adequate basis from which to evaluate the Company's financial position, future projects, business performance and results of operations.

The presentation of financial information in this Prospectus comprises historical information of the Company as of and for the years ended December 31, 2023, 2024, and 2025, and as of and for the six (6)-month periods ended June 30, 2025 and 2026. The historical financial information presented may be of limited use to investors. While the presentation of separate historical financial results of TPGI included in this Prospectus may provide a reference to investors, there is no assurance that such presentation accurately depicts what the Company's financial results would have been had the acquisition of TPGI been effected earlier, nor is such presentation indicative of future prospects, business performance, results of operations or financial position. The Company also has included pro forma condensed consolidated financial information of the Company in the appendices of this Prospectus. The pro forma consolidated results of operations and financial position of the Company included herein are necessarily based on certain assumptions, and such information is not necessarily indicative of operating results or financial position that would have been achieved had these transactions been completed prior to such periods, nor is it indicative of future results of operations or financial position, and should not be relied upon as being so indicative.

Accordingly, the Company's cconsolidated financial information in this Prospectus, including the Company's pro forma consolidated financial information may not provide a meaningful basis for evaluating the Company's future prospects, business and results of operations. Further, there can be no reliance on the Company's historical results of operations as an indication of future performance.

DESCRIPTION OF THE OFFER SHARES

The following is general information relating to our capital stock but does not purport to be complete or to give full effect to the provisions of law and is in all respects qualified by reference to the applicable provisions of our Articles of Incorporation and By-Laws.

The Offer Shares shall be offered at a price of [₱0.1000 to ₱0.1010] per Offer Share (the Offer Price). The determination of the Offer Price is further discussed on page 99 of this Prospectus. A total of 124,515,000,040 Common Shares will be outstanding after the Offer and the Offer Shares will comprise up to 14.50% of the outstanding Common Shares after the Offer, assuming the full exercise of the Overallotment Option. All the issued and outstanding shares of the Company, including the Offer Shares, will be listed and traded on the Main Board of the PSE.

Share Capital Information

As of the date of this Prospectus, the Company has an authorized capital stock of ₱13,000,000,000.00, divided into 130,000,000,000 Common Shares with a par value of ₱0.10 per share. On June 25, 2026, the SEC approved the increase in authorized capital stock of the Company from ₱5,000,000,000.00 divided into 50,000,000,000 shares, to ₱13,000,000,000.00 with par value of ₱0.10 per share, thus consisting of 130,000,000,000 shares. Out of this increase in authorized capital stock and pursuant to the Share Swap Agreement, Pure Water subscribed to 28,245,500,000 common shares, Quadwater subscribed to 28,245,000,000 common shares, and CFM subscribed to 9,969,000,000 common shares, all at the par value of ₱0.10 per common share. The common shares issued to and subscribed by Pure Water, Quadwater, and CFM are fully paid by way of the transfer of 632,352,943 common shares of TPGI to the Company pursuant to the Share Swap Agreement.

As of the date of this Prospectus, the Company has 106,460,000,040 Common Shares that are issued and outstanding. The Company has no shares held in treasury.

The Offer Shares will consist of 15,700,000,000 Firm Shares and up to 2,355,000,000 Option Shares. Both Firm and Options shares are unissued Common Shares to be offered and issued by us by way of primary offer.

Assuming full exercise of the Overallotment Option, the Company will have 124,515,000,040 common shares issued and outstanding.

A Philippine corporation may issue common or preferred shares, or such other classes of shares with such rights, privileges or restrictions as may be provided for in its articles of incorporation and by-laws. A Philippine corporation may also increase or decrease its authorized capital stock, provided that the increase or decrease is approved by a majority of the board of directors and by shareholders representing at least two-thirds of the outstanding capital stock of the corporation voting at a shareholders' meeting duly called for the purpose and is duly approved by the SEC.

The Company may acquire its own shares for a legitimate corporate purpose as long as the Company has unrestricted retained earnings or surplus profits sufficient to pay for the shares to be acquired, such as in the following instances: (i) elimination of fractional shares arising out of stock dividends, (ii) the purchase of shares of dissenting shareholders exercising their appraisal right and (iii) the collection or compromise of an indebtedness arising out of an unpaid subscription in a delinquency sale or to purchase delinquent shares during such sale. Upon repurchase of the Company's own shares, the shares become treasury shares, which may be resold at a reasonable price fixed by the Company's Board of Directors.

The Board of Directors is authorized to allocate, issue, sell, or otherwise transfer, convey, or dispose of shares of stock of the Company, including treasury shares, to such persons or entities as the Board may determine, pursuant to the Company's Amended Articles of Incorporation.

Rights Relating to Shares

Voting Rights of Shares

Each common share is entitled to one vote. At each meeting of the shareholders, every stockholder entitled to vote on a particular question or matter involved shall be entitled to one vote for each share of stock standing in his name in the Company's books at the time of the closing of the transfer books for such meeting.

In accordance with Section 23 of the Revised Corporation Code of the Philippines, at each election of directors, every stockholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him as of the relevant record date for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate the number of votes equal to the number of directors to be elected multiplied by the number his shares or by distributing such votes on the same principle among any number of candidates as the stockholder shall see fit. A Director may also be removed by the vote of stockholders representing two-thirds (2/3) of the outstanding voting shares.

The Company's common shares have full voting rights. However, the Revised Corporation Code provides that voting rights cannot be exercised with respect to shares declared by the Board of Directors as delinquent, treasury shares, or if the shareholder has elected to exercise his right of appraisal referred to below.

Dividend Rights of Common Shares

The Company is allowed to declare dividends out of its unrestricted retained earnings at such times and in such percentages as may be determined by the Board of Directors. Such determination will take into consideration factors such as debt service requirements, the implementation of business plans, operating expenses, budgets, funding for new investments, appropriate reserves and working capital, among other things.

The Revised Corporation Code requires, as a general rule, that a corporation with retained earnings in excess of 100.00% of its paid-in capital declares and distributes as dividends the amount of such surplus. Notwithstanding this requirement, a corporation may retain all or any portion of such surplus in the following cases: (a) when justified by definite expansion plans approved by the Board of Directors of the corporation; (b) when the required consent of any financing institution or creditor to such distribution has not been secured; or (c) when retention is necessary under special circumstances, such as when there is a need for special reserves for probable contingencies. As to tax implications relative to these excess earnings, the imposition of the Improperly Accumulated Earnings Tax ("**IAET**") has been repealed under the second package of the Comprehensive Tax Reform Program of the government, specifically, Republic Act No. 11534 otherwise known as the Corporate Recovery and Tax Incentive for Enterprises Act ("**CREATE**"). However, the BIR clarified in Revenue Regulations No. 5-2021, that the IAET shall no longer be imposed on corporations upon the effectivity of the CREATE onwards. This shall apply to the entire taxable year for all fiscal years/taxable years ending after the effectivity of CREATE." Not having provided any retroactive effect under the Act, the general rule on the prospective application from effectivity date applies, which is officially April 11, 2021 or 15 days after CREATE's publication on March 27, 2021. It may be safely argued that any excess retained earnings in 2020 and prior years may still be at risk of being assessed the IAET should the accumulated earnings for those taxable years be found to be beyond the reasonable needs of the business.

A cash dividend declaration does not require any further approval from the shareholders. A stock dividend declaration requires the further approval of shareholders holding or representing not less than two-thirds of the outstanding capital stock. The Revised Corporation Code defines the term "outstanding capital stock" to mean the "total shares of stock issued under binding subscription contracts to subscribers or stockholders, whether fully or partially paid, except treasury shares." Such shareholders' approval may be given at a general or special meeting duly called for such purpose. See "*Dividends and Dividend Policy*."

Rights of Shareholders to Assets of the Company

Each holder of a Common Share is entitled to a pro rata share in the Company's assets available for distribution to the shareholders in the event of dissolution, liquidation and winding up.

Pre-emptive Rights

Pursuant to the Company's Amended Articles of Incorporation, stockholders have no pre-emptive right to subscribe to any issue or disposition of shares of any class of the Company.

Appraisal Rights

Under Philippine law, shareholders dissenting from the following corporate actions may demand payment of the fair value of their shares in certain circumstances:

(a) in case any amendment to the corporation's articles of incorporation has the effect of changing and restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class;

(b) in case of any sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property or assets;

(c) in case of merger or consolidation;

(d) in case the corporation decides to invest its funds in another corporation or business or for any purpose other than the primary purpose; and

(e) in case of extension or shortening of the term of corporate existence.

In any of the above instances, a dissenting shareholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand to the corporation for the payment of the fair value of shares held within 30 days from the date on which the vote was taken. Failure to make the demand within this period is deemed a waiver of the appraisal right. If the proposed corporate action is implemented, the corporation shall pay the stockholder, upon surrender of the certificate or certificates of stock representing the stockholder's shares, the fair value thereof as of the day before the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action.

If, within 60 days from the approval of the corporate action by the stockholders, the withdrawing stockholder and the corporation cannot agree on the fair value of the shares, it shall be determined and appraised by three disinterested persons, one of whom shall be named by the stockholder, another by the corporation, and the third by the two chosen persons. The findings of the majority of the appraisers shall be final, and their award shall be paid by the corporation within 30 days after such award is made.

From the time the shareholder makes a demand for payment until the corporation purchases such shares, all rights of the shareholders accruing on the shares, including voting and dividend rights, shall be suspended, except the right of the shareholder to receive the fair value of such shares. However, in the event that the dissenting stockholder is not paid the value of the shares within 30 days after the award, the voting and dividend rights shall immediately be restored.

No payment shall be made to any dissenting shareholder unless the corporation has unrestricted retained earnings sufficient to support the purchase of the shares of the dissenting shareholders. Upon payment of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the corporation.

Derivative Rights

Under Philippine law, shareholders have the right to institute proceedings on behalf of the corporation in a derivative action in the event that the corporation itself is unable or unwilling to institute the necessary proceedings to rectify the wrongs committed against the corporation or to vindicate corporate rights as, for example, where the directors themselves are the malefactors.

Right of Inspection

It is a recognized right of a shareholder to inspect the corporate books, records of all business transactions of the corporation and the minutes of any meeting of the Board and shareholders at reasonable hours on business days and may demand a copy of excerpts from such records or minutes at his or her expense. On the other hand, the corporation may refuse such inspection if the shareholder demanding to examine or copy the records of the corporation has improperly used any information secured through any prior examination or was not acting in good faith or for a legitimate purpose in making his demand.

Right to Financial Statements

Another recognized right of a shareholder is the right to be furnished with the most recent financial statement of the corporation, which shall include a balance sheet as of the end of the last taxable year and a profit and loss statement for said taxable year, showing in reasonable detail its assets and liabilities and the results of its operations. At the meeting of shareholders, the board of directors is required to present to the shareholders a financial report of the operations of the corporation for the preceding year, which shall include financial statements duly signed and certified by an independent certified public accountant.

Change in Control

There are no existing provisions in the Company's Articles of Incorporation or By-Laws which will delay, defer or in any manner prevent a change in control of the Company.

Shareholders' Meetings

Annual or Regular Shareholders' Meetings

All Philippine corporations are required to hold an annual meeting of shareholders for corporate purposes, one of which is the election of directors. Our by-laws provide for annual meetings on June 30 of each year, and if a legal holiday, then on the day following.

Special Shareholders' Meeting

Pursuant to Section 49 of the Revised Corporation Code, stockholders may propose the holding of a special meeting and items to be included in the agenda. Our by-laws allow the calling of a special meeting by the Board of Directors at its own instance, or at the written request of stockholders representing a majority of the outstanding capital stock, or the President.

Shareholders who, alone or together with other shareholders, hold at least 5.0% of the outstanding capital stock of a publicly listed company have the right to include items on the agenda prior to the regular/special stockholders' meeting.

Moreover, shareholders of a publicly listed company holding at least 10.0% or more of the outstanding capital stock may call for a special stockholders' meeting, subject to the guidelines set under Section 49 of the Revised Philippine Corporation Code, SEC Memorandum Circular No. 7 (series of 2021) ("**SEC Circular No. 7**"), and other relevant regulations. The shareholders calling for the special stockholders' meeting must have held the shares for a period of at least one year prior to the receipt by the Corporate Secretary of a written call for a special stockholders' meeting.

Notice of Shareholders' Meeting

Whenever shareholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and time of the meeting, and the purpose or purposes for which the meeting is called. Our by-laws require that notices for the meetings shall be sent by the Secretary by personal delivery, by mail or electronic message at least twenty-eight (28) business days prior to the date of the meeting, for either regular or special meetings, or such other period as may be allowed by applicable regulation, to each stockholder of record at his last known address. The notice shall state the place, date and hour of the meeting, and the purpose or purposes for which the meeting is called. In case of special meetings, only matters stated in the notice can be the subject of motions or deliberations at such meetings. Notice of any meeting may be waived, expressly or impliedly, by any shareholder, in person or by proxy, before or after the meeting.

When the meeting of the shareholders is adjourned to another time or place, notice of the adjourned meeting need not be provided so long as the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is decided. At the reconvened meeting, any business may be transacted that might have been transacted on the original date of the meeting.

For a special stockholders' meeting called pursuant to SEC Circular No. 7, the Board shall issue the notice to convene the stockholders' meeting at least seven days prior to the proposed date of the special meeting after a determination that the objectives and conditions in the written call are consistent with the requirements of SEC Circular No. 7.

Quorum

Unless otherwise provided by law or an existing shareholders' agreement, shareholders who own or hold a majority of the outstanding capital stock must be present or represented in all regular or special meetings of shareholders in order to constitute a quorum, except in cases where the Revised Corporation Code provides a greater percentage vis-à-vis the total outstanding capital stock. If no quorum is constituted, the meeting shall be adjourned until shareholders who own or hold the requisite number of shares shall be present or represented.

Upon approval of and upon notice by the Board of Directors, meetings may be attended by the stockholders either in person or through video or teleconference or such other means as may be subsequently permitted by applicable law or regulation.

Voting

The shareholders may vote at all meetings the corresponding number of shares registered in their respective names, either in person or by proxy duly appointed as discussed herein below.

Fixing Record Dates

For purposes of determining the stockholders entitled to notice of, or to vote or be voted at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividends or other distribution or allotment of any rights, or for the purpose of any other lawful action, or for making any other determination of stockholders, our by-laws provide that the Board of Directors may provide that the stock and transfer book be closed for ten (10) working days preceding the scheduled date of meeting. In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. A determination of stockholders of record entitled to notice of or to vote or be voted at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

In the event that a stock dividend is declared in connection with an increase in authorized capital stock, the corresponding record date shall be fixed by the SEC and shall be indicated in the SEC order which shall not be less than ten (10) days nor more than thirty (30) days after all clearances and approvals by the SEC shall have been secured.

Regardless of the kind of dividends, the record date set shall not be less than ten trading days from receipt by the PSE of the notice of declaration of the dividend.

Proxies

Shareholders may vote at all meetings the number of shares registered in their respective names, either in person or by proxy. A proxy shall be in writing and duly presented to and received by the Corporate Secretary for inspection and recording within five business days prior to the scheduled meeting. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been presented to the Corporate Secretary. No proxy shall be valid and effective for a period longer than five years at any one time.

No member of the PSE and no broker/dealer shall give any proxy, consent or authorization, in respect of any securities carried for the account of a customer to a person other than the customer, without the express written authorization of such customer. The proxy executed by the broker shall be accompanied by a certification under oath stating that before the proxy was given by the broker, he had duly obtained the written consent of the persons in whose account the shares are held. There shall be a presumption of regularity in the execution of proxies and proxies shall be accepted if they have the appearance of prima facie authenticity in the absence of a timely and valid challenge. Proxies are required to comply with the relevant provisions of the Revised Corporation Code, the SRC, the Implementing Rules and Regulations of the SRC (as amended), and SEC Memorandum Circular No. 5 (series of 1996) issued by the SEC.

Issue of Shares

Subject to applicable limitations, the Company may issue additional shares to any person for consideration deemed fair by our Board, provided said consideration shall not be less than the par value of the issued shares. No share certificates shall be issued to a subscriber until the full amount of the subscription together with interest and expenses (in case of delinquent shares) has been paid and proof of payment of the applicable taxes shall have been submitted to our Corporate Secretary. Under the PSE Rules, only fully paid shares may be listed on the PSE.

Transfer of Common Shares

Shares may be transferred, sold, assigned or pledged by delivery of the certificates duly endorsed by the stockholder, his attorney-in-fact, or other legally authorized person. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation.

All the issued and outstanding shares of the Company will be in scripless form through the electronic book-entry system of the Company's stock transfer agent and lodged with the depository agent as required by the PSE. Legal title to uncertificated shares will be shown in an electronic register of shareholders which shall be maintained by the stock transfer agent of the Company. See "*The Philippine Stock Market*" on page 286 of this Prospectus.

Under Philippine law, transfer of the Common Shares is not required to be effected on the PSE, but any off-exchange transfers will subject the transferor to a capital gains tax that may be significantly greater than the stock transaction tax applicable to transfers effected on an exchange. See "*Taxation*" on page 276 of this Prospectus. All transfers of Common Shares on the PSE must be effected through a licensed stockbroker in the Philippines.

Share Register

Our share register is maintained at the principal office of our stock transfer agent, Professional Stock Transfer, Inc.

Share Certificates

On or after the listing of the shares on the PSE, any beneficial owner of the shares may apply with PDTC through his broker or custodian-participant for withdrawal of his shareholdings from the book-entry system and a stock certificate be issued in the name of such owner. Certificates representing the Common Shares may be issued in such

denominations as shareholders may request, except that certificates will not be issued for fractional shares. For Shareholders who wish to split their certificates, they may do so through application to our stock transfer agent.

No certificate of stock shall be issued to a subscriber until the full amount of subscription together with interest and expenses (in case of delinquent shares), if any is due, has been paid.

Mandatory Tender Offer

Pursuant to the SRC and its implementing rules and regulations, it is mandatory for any person or group of persons acting in concert to make a tender offer to all the shareholders of the target corporation before the intended acquisition of:

- 35% of the outstanding voting shares or such outstanding voting shares that are sufficient to gain control of the board in a public company in one or more transactions within a period of 12 months;
- 35% of the outstanding voting shares or such outstanding voting shares that are sufficient to gain control of the board in a public company directly from one or more stockholders;
- or equity which would result in ownership of over 50% of the outstanding equity securities of a public company.

Pertaining to the first instance, when the securities tendered pursuant to such an offer exceed the number of shares that the acquiring person or group of persons is willing to acquire, the securities shall be purchased from each tendering shareholder on a pro rata basis according to the number of securities tendered by each security holder.

Pertaining to the second instance, the tender offer shall be made for all the outstanding voting shares. The sale of shares pursuant to the private transaction with the stockholders shall not be completed prior to the closing and completion of the tender offer.

Pertaining to the third instance, the acquirer shall be required to make a tender offer for all the outstanding equity securities to all remaining stockholders of the company at a price supported by a fairness opinion provided by an independent financial advisor or equivalent third party. The acquirer shall be required to accept all securities tendered.

Further, no mandatory tender is required in:

- purchases of shares from unissued capital stock unless such purchases will result in a 50% or more ownership of shares by the purchaser or such percentage that is sufficient to gain control of the Board;
- purchases from an increase in the authorized capital stock of the target company;
- purchases in connection with a foreclosure proceeding involving a pledge or security where the acquisition is made by a debtor or creditor;
- purchases in connection with a privatization undertaken by the government of the Philippines;
- purchases in connection with corporate rehabilitation under court supervision;
- purchases through an open market at the prevailing market price; or
- purchases resulting from a merger or consolidation.

Change in Control

There are no existing provisions in our amended Articles of Incorporation or the By-Laws which will delay, defer or in any manner prevent a change in control of the Company.

Fundamental Matters

The Revised Corporation Code provides that the following acts of a corporation require the approval of shareholders representing at least two-thirds (2/3) of the issued and outstanding capital stock of the corporation: (i) amendment of the articles of incorporation; (ii) removal of directors; (iii) sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the assets of the corporation; (iv) investment of corporate funds in any other corporation

or business or for any purpose other than the primary purpose for which the corporation was organized; (v) delegation to the board of directors of the power to amend or repeal by-laws or adopt new by-laws; (vi) merger or consolidation; (vii) an increase or decrease in capital stock; (viii) dissolution; (ix) extension or shortening of the corporate term; (x) creation or increase of bonded indebtedness; (xi) declaration of stock dividends; (xii) management contracts with related parties; and (xiii) ratification of contracts between the corporation and a director or officer, and (xiv) issuance of shares in exchange for property needed for corporate purposes or in payment of previously contracted debt without application of preemptive right (where such right is available).

Further, the approval of shareholders holding a majority of the outstanding capital stock of a Philippine corporation, including non-voting shares, is required for the adoption or amendment of the by-laws of such corporation.

Accounting and Auditing Requirements

Philippine stock corporations are required to file copies of their annual financial statements with the SEC. In addition, public corporations are required to file quarterly financial statements (for the first three (3) quarters) with the SEC. Those corporations whose shares are listed on the PSE are additionally required to file said quarterly and annual financial statements with the PSE. Shareholders are entitled to request copies of the most recent financial statements of the corporation which include a statement of financial position as of the end of the most recent tax year and a profit and loss statement for that year. Shareholders are also entitled to inspect and examine the books and records that the corporation is required by law to maintain.

The Board is required to present to shareholders at every annual meeting a financial report of the Company's operations for the preceding year. This report is required to include audited financial statements.

TPGI's subsidiaries has taken out loans from government banks such as Development Bank of the Philippines and other private banks where real properties owned by the subsidiary, including equipment and facilities, are mortgaged in favor of the lending bank. Some of the pertinent loan agreements require TPGI to serve as surety and to pledge its own shares in the relevant subsidiary (borrower) in favor of the lending bank.

TPGI and its subsidiaries sees to it that they comply with their respective obligations under subsisting financing instruments, e.g. mortgage agreements. Just recently, the Company was required by a lending bank to amend its corporate charters to include the power to grant third-party mortgages among other securities.

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DETERMINATION OF THE OFFER PRICE

The Offer Price is [₱0.1000 to ₱0.1010] per Offer Share. The final Offer Price will be determined through a book-building process and discussions between the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. The market price for the Common Shares derived from the day-to-day trading as of October 16, 2026 was ₱0.063 per share.

The factors that will be considered in determining the Offer Price are, among others, include the Company's ability to generate earnings, cash flow, and dividends, the Company's short- and long-term prospects, the level of demand from institutional investors, overall market conditions at the time of launch of the Offer and the market prices and earnings multiples of listed comparable companies, with reference to the relevant country's stock market index. The Offer Price does not have any correlation to the book value of the Offer Shares.

Pursuant to Section 65 of the Revised Corporation Code of the Philippines, the Company cannot issue shares for less than their par value, and any director or officer who consents to issuing watered stock—or who knows about the insufficient consideration but fails to file a written objection with the corporate secretary—will be held personally and jointly liable with the stockholder. The Offer Price, therefore, cannot be below the par value of the Common Shares, which is ₱0.1000 per share.

[Investors should not rely on the historical market price of the Common Shares on the PSE as an indicator of the value of the Common Shares.

Trading Volumes on the PSE have historically been significantly smaller than other major securities markets in more developed countries and have also been highly volatile. There can be no assurance that an active market for the Offer Shares will develop following the Offer or if developed, that such market will be sustained.

The price at which the Offer Shares will trade on the PSE at any time after Listing Date may vary significantly from the Offer Price.

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CAPITALIZATION

The following table sets out the Company's consolidated debt, shareholders' equity and capitalization as of June 30, 2026, and as adjusted to reflect the issue of the Offer Shares. The table should be read in conjunction with the Company's audited consolidated financial statements, reviewed interim consolidated financial statements, and unaudited pro forma financial information included in this Prospectus. On October 16, 2026, Pure Water, Quadwater and CEF2 A09 B.V. subscribed to additional common shares aggregating ₱6,646,000,000.00, divided to 66,460,000,000 shares at a par value of ₱0.10 as part of the Share Swap Transaction. On July 13, 2026, the Company's independent directors purchased common shares aggregating ₱0.30, divided to 3 shares at a par value of ₱0.10. Other than the additional subscription of Pure Water, Quadwater and CEF2 A09 B.V. and the independent directors, there has been no material change in the figures as shown in the following table and the notes thereto since the date thereof except for the issue of the Offer Shares.

	As of June 30, 2026 Based on the Company's Reviewed Interim Consolidated Financial Statements	As Adjusted After the Share Swap Transaction Giving Effect to Stock Issuance to Pure Water, Quadwater, CEF2 A09 B.V. and the Company's Independent Directors*	As Adjusted After the Share Swap Transaction, Giving Effect to Stock Issuances to Pure Water, Quadwater and CEF2 A09 B.V. and the Company's Independent Directors*, and the Offer (based on a ₱0.1010 Offer Price)
	₱	₱	₱
Total Liabilities	105,207,073	3,132,069,188	3,132,069,188
Equity			
Capital stock	4,000,000,004	10,646,000,004	12,216,000,004
Additional Paid-in Capital	-	-	-
Deficit	(3,999,970,576)	(4,279,240,783)	(4,340,940,783)
Other comprehensive loss	3,328,922	-	-
Non-controlling interest	-	46,222,929	46,222,929
Total Equity	3,358,350	6,412,982,150	7,921,282,150
Total Capitalization	108,565,423	9,545,051,338	11,053,351,338

DILUTION

If you invest in the Offer Shares, your interest will be diluted for each Offer Share you purchase to the extent of the difference between the Offer Price per Offer Share and the Company's pro forma net book value per Share after the Offer. As of June 30, 2026, the Company's net tangible book value per Common Share was ₱0.0001 Net tangible book value per Share represents total assets minus intangible assets, total liabilities and non-controlling interests, divided by the total number of Common Shares outstanding.

On October 16, 2026, Pure Water, Quadwater and CEF2 A09 B.V. subscribed to additional common shares aggregating ₱6,646,000,000.00, divided to 66,460,000,000 shares at a par value of ₱0.10 as part of the Share Swap Transaction. On July 13, 2026, the Company's Independent Directors purchased common shares aggregating ₱0.30, divided to 3 shares at a par value of ₱0.10. After giving effect to the issuance of common shares to Pure Water, Quadwater and CFM pursuant to the Share Swap Transaction, and after deducting estimated fees and expenses for such issuances, the Company's net tangible book value per Common Share would be ₱0.0321. Assuming no exercise of the Overallotment Option, after giving effect to the issuance of common shares to the Pure Water, Quadwater, CFM, less applicable estimated fees and expenses, and after giving effect to the issuance of the primary Firm Shares (at an Offer Price of ₱0.1010 per Offer Share), and after deducting estimated discounts, commissions, estimated fees and expenses of the Firm Offer, the net tangible book value per share would be ₱0.0403. At the maximum Offer Price of ₱0.1010, the Common Shares will be purchased at a premium of ₱0.0607 to net tangible book value per share.

Assuming full exercise of the Overallotment Option, after giving effect to the issuance of common shares to Pure Water, Quadwater, and CFM, less applicable fees and expenses, and after giving effect to the issuance of the primary Firm Shares and the primary Option Shares (at an Offer Price of ₱0.1010 per Offer Share), and after deducting estimated discounts, commissions, estimated fees and expenses for the Offer, the net tangible book value per share would be ₱0.0415. At the maximum Offer Price of ₱0.1010, the Common Shares will be purchased at a premium of ₱0.0595 to net tangible book value per share.

The following table illustrates dilution on a per Common Share basis based on an Offer Price of ₱0.1010 per Offer Share assuming the following:

I. Dilution upon the issuance of the Firm Shares:

Offer Price per Offer Share	₱0.1010
Net tangible book value per share as of June 30, 2026	₱0.0001
Net tangible book value per share as adjusted after common share issuances to Pure Water, Quadwater, CFM, and the Company's Independent Directors	₱0.0321
Net tangible book value per share as adjusted after common share issuances to Pure Water, Quadwater, CFM, and the Company's Independent Directors and the Offer	₱0.0403
Dilution to investors in the Offer	₱0.0607

II. Dilution upon the issuance of the Firm Shares and the Option Shares (assuming full exercise of the Overallotment Option)

Offer Price per Offer Share	₱0.1010
Net tangible book value per share as of June 30, 2026	₱0.0001
Net tangible book value per share as adjusted after common share issuances to Pure Water, Quadwater, CFM, and the Company's Independent Directors	₱0.0321
Net tangible book value per share as adjusted after common share issuances to Pure Water, Quadwater, CFM, and the Company's Independent Directors and the Offer	₱0.0415
Dilution to investors in the Offer	₱0.0595

The following table sets forth the shareholdings, and percentage of Common Shares outstanding, of existing and new shareholders of the Company immediately after completion of the Offer assuming no exercise of the Overallotment Option:

	Number of Common Shares	%
Existing shareholders	106,460,000,040	87.15
New Investors	15,700,000,000	12.85
Total	122,160,000,040	100.00

The following table sets forth the shareholdings, and percentage of Common Shares outstanding, of existing and new shareholders of the Company immediately after completion of the Offer assuming full exercise of the Overallotment Option:

	Number of Common Shares	%
Existing shareholders	106,460,000,040	85.50
New Investors	18,055,000,000	14.50
Total	124,515,000,040	100.00

See *"Risk Factors – Risks Relating to the Offer and the Offer Shares – Future sales of Shares in the public market could adversely affect the prevailing market price of the Shares and shareholders may experience dilution in their holdings" and "Risk Factors – Risk Relating to the Common Shares –Investors may incur immediate and substantial dilution as a result of purchasing shares in the Offer" on pages 87 to 88 of this Prospectus*.

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USE OF PROCEEDS

At an Offer Price of [₱0.1000 to ₱0.1010] per Offer Share, the Company expects to raise [₱1,570] million to [₱1,585.7] million of gross proceeds from the Firm Shares and ₱[1,805.5] million to ₱[1,823.6] million assuming full exercise of the Overallotment Option.

Assuming an Offer Price of [₱0.1000], The Company estimates that net proceeds from the Offer to be approximately approximately [₱1,493.0] million to ₱[1,719.3] million, assuming the non-exercise and full exercise of the Overallotment Option, after deducting the fees, commissions, taxes and other expenses in relation to the Offer payable by the Company amounting to approximately [₱77.0 million] or [₱86.2 million], respectively.

	Estimated Amount for the Base Offer at an Offer Price of ₱0.1000	**Estimated Amount Assuming the Full Exercise of the Overallotment Option**
	(₱ Millions)	**(₱ Millions)**
Estimated total proceeds from the Firm Offer	[1,570.0]	[1,805.5]
Estimated expenses:		
Underwriting fees for the Firm Offer[1]	[46.4]	[53.8]
Fees to be paid to the PSE Trading Participants	[3.2]	[3.2]
Documentary stamp taxes	[11.8]	[13.5]
SEC registration, research and listing fees	[1.0]	[1.0]
PSE listing fee	[1.8]	[1.8]
VAT on PSE listing fee	[0.2]	[0.2]
Estimated professional fees:		
Legal Fees[2]	[5.0]	[5.0]
Accounting Fees	[2.3]	[2.3]
Receiving Agency Fees	[0.8]	[0.8]
Share Lock Up Escrow Agency Fees	[0.7]	[0.7]
Industry Consultant Fees[3]	[3.2]	[3.2]
Estimated other expenses[4]	[0.5]	[0.5]
Total estimated expenses from the Offer*	**[77.0]**	**[86.2]**
Estimated net proceeds from the Offer	**[1,493.0]**	**[1,719.3]**

Assuming an Offer Price of [₱0.1010], The Company estimates that net proceeds from the Offer to be approximately [₱1,508.2] million or [₱1,736.8] million, assuming the non-exercise and full exercise of the Overallotment Option, respectively, after deducting the fees, commissions, taxes and other expenses in relation to the Offer payable by the Company amounting to approximately [₱77.5 million] or [₱86.8 million], respectively.

	Estimated Amount for the Base Offer at an Offer Price of ₱0.1010	**Estimated Amount Assuming the Full Exercise of the Overallotment Option**
	(₱ Millions)	**(₱ Millions)**
Estimated total proceeds from the Firm Offer	[1,585.7]	[1,823,6]
Estimated expenses:		

[1] The estimated fees of the Sole Issue Manager, Lead Underwriter and Sole Bookrunner excludes the fees payable to the PSE Trading Participants.

[2] The estimated legal fees amounting to ₱5.0 million pertain to the estimated fees of the legal counsel to the Issuer.

[3] The estimated fees of the Industry Consultant converted to ₱ using the USD/PHP conversion rate of ₱60.90 as of August 3, 2026

[4] Estimated other expenses shall include printing costs, logistics and miscellaneous expenses.

Underwriting fees for the Firm Offer[5]	[46.9]	[54.4]
Fees to be paid to the PSE Trading Participants	[3.2]	[3.2]
Documentary stamp taxes	[11.8]	[13.5]
SEC registration, research and listing fees	[1.0]	[1.0]
PSE listing fee	[1.8]	[1.8]
VAT on PSE listing fee	[0.2]	[0.2]
Estimated professional fees:		
Legal Fees[6]	[5.0]	[5.0]
Accounting Fees	[2.3]	[2.3]
Receiving Agency Fees	[0.8]	[0.8]
Share Lock Up Escrow Agency Fees	[0.7]	[0.7]
Industry Consultant Fees[7]	[3.2]	[3.2]
Estimated other expenses[8]	[0.5]	[0.5]
Total estimated expenses from the Offer*	**[77.5]**	**[86.8]**
Estimated net proceeds from the Offer	**[1,508.2]**	**[1,736.8]**

*Note: * Sum of the individual estimated expenses may not necessarily tally with the total due to rounding adjustments.*

The actual underwriting and selling fees and other Offer-related expenses may vary from the estimated amounts. The estimated amounts used to determine the estimated net proceeds are presented in this Prospectus for convenience only. Selling fees, taxes and certain other fees and expenses specifically pertaining to the sale of the Option Shares will be paid by the Company.

USE OF PROCEEDS

The use of proceeds for this Offer will be based on the following order of priority of activities and subject to the succeeding paragraph:

(a) partially fund the equity portion of the Cebu Bulk water project;
(b) partially fund the equity portion of the AFAB project,
(c) fund the business development and expansion, and acquisition (in whole or in part) of companies with existing operating water projects
(d) fund the development and upgrades of water supply and distribution projects,
(e) fund the development of wastewater treatment plants in Mandaue City, Cebu, Coron, Palawan, and San Jose City, Nueva Ecija
(f) fund operating and working capital requirements,

Details on the proposed use of proceeds from the sale of Offer Shares, based on the minimum Offer Price of ₱0.1000 per Offer Share, are as follows:

	Use of Proceeds	Estimated Net Proceeds from the Firm Offer (₱ millions)	Percentage (%)	Estimated Net Proceeds Assuming Full Exercise of the Overallotment Option (₱ millions)	Percentage (%)	Disbursement Schedule
(a)	Partially fund the equity portion of the Cebu Bulk Water project	200.0	13.40%	230.4	13.40%	2027 Q1

[5] The estimated fees of the Sole Issue Manager, Lead Underwriter and Sole Bookrunner excludes the fees payable to the PSE Trading Participants.
[6] The estimated legal fees amounting to ₱5.0 million pertain to the estimated fees of the legal counsel to the Issuer.
[7] The estimated fees of the Industry Consultant converted to ₱ using the USD/PHP conversion rate of ₱60.00 as of (x)
[8] Estimated other expenses shall include printing costs, logistics and miscellaneous expenses.

(b)	Partially fund the equity portion of the AFAB project	100.0	6.70%	115.2	6.70%	Q1 – Q4 2027
(c)	Fund the business development and expansion, and acquisition (in whole or in part) of companies with existing operating water projects	751.5	50.33%	865.3	50.33%	Q1 – Q4 2027
(d)	Fund the development and upgrades of water supply and distribution projects for operating branches	216.5	14.50%	249.3	14.50%	Q1 – Q4 2027
(e)	Fund the development of wastewater treatment plants in Mandaue City, Cebu, Coron, Palawan, and San Jose City, Nueva Ecija	115.0	7.70%	132.4	7.70%	Q1 – Q4 2027
(f)	Fund operating & working capital requirements	110.0	7.37%	126.7	7.37%	Q1 – Q4 2027
	Estimated net proceeds from the sale of the Offer Shares	1,493.0	100%	1,719.3	100%	

Details on the proposed use of proceeds from the sale of Offer Shares, based on the maximum Offer Price of ₱0.1010 per Offer Share, are as follows:

	Use of Proceeds	**Estimated Net Proceeds from the Firm Offer (₱ millions)**	**Percentage (%)**	**Estimated Net Proceeds Assuming Full Exercise of the Overallotment Option (₱ millions)**	**Percentage (%)**	**Disbursement Schedule**
(a)	Partially fund the equity portion of the Cebu Bulk Water project	200.0	13.26%	230.4	13.27%	2027 Q1
(b)	Partially fund the equity portion of the AFAB project	100.0	6.63%	115.2	6.63%	Q1 – Q4 2027
(c)	Fund the business development and expansion, and acquisition (in whole or in part) of companies with existing operating water projects	766.7	50.84%	882.8	50.83%	Q1 – Q4 2027
(d)	Fund the development and upgrades of water supply and distribution projects for operating branches	216.5	14.35%	249.3	14.35%	Q1 – Q4 2027
(e)	Fund the development of wastewater treatment plants in Mandaue City, Cebu, Coron, Palawan, and San Jose City, Nueva Ecija	115.0	7.62%	132.4	7.62%	Q1 – Q4 2027
(f)	Fund operating & working capital requirements	110.0	7.29%	126.7	7.30%	Q1 – Q4 2027

Estimated net proceeds from the sale of the Offer Shares	1,508.2	100%	1,736.8	100%

Use of Proceeds Quarterly Disbursement Schedule

Low end allocation assumes firm offer only at offer price of ₱0.1000. High end allocation assumes firm offer and overallotment is fully exercised at offer price of ₱0.1010.

(In ₱ millions)	**2027**			
	Q1	**Q2**	**Q3**	**Q4**
Partially fund the equity portion of the Cebu Bulk water project	200.0 – 230.4	-	-	-
Partially fund the equity portion of the AFAB project	14.0 – 16.1	14.0 – 16.1	15.0 – 17.3	57.0 – 65.7
Fund the business development and expansion, and acquisition (in whole or in part) of companies with existing operating water projects	142.3 – 167.2	142.3 – 167.2	213.4 – 250.8	253.5 – 297.6
Fund the development and upgrades of water supply and distribution projects for operating branches	35.0 – 40.3	55.0 – 63.3	75.0 – 86.3	51.5 – 59.4
Fund the development of wastewater treatment plants in Mandaue City, Cebu, Coron, Palawan, and San Jose City, Nueva Ecija	20.0 – 23.0	30.0 – 34.5	40.0 – 46.1	25.0 – 28.8
Fund operating & working capital requirements	30.0 – 34.6	30.0 – 34.6	25.0 – 28.8	25.0 – 28.7
TOTAL	441.3 – 511.6	271.3 – 315.7	368.4 – 429.3	412.0 – 480.2

For item (a); Equity Portion of Cebu Bulk Water Supply Project

TPGI, the subsidiary of TPHI, has established a special purpose company, WMTP Bulk Water Corp. ("WMTP"), to undertake the bulk water supply project under its contract with the Metropolitan Cebu Water District ("MCWD"). A portion of the proceeds from the Firm Offer will be used to partially fund the equity portion of the bulk water supply project under such contract, referred to herein as the "Jaclupan Bulk Water Supply Project."

TPHI intends to allocate up to ₱230.4 million, representing up to 13.26% of the estimated net proceeds from the Firm Offer with fully exercised Overallotment Option, to partially fund the equity requirements of the Jaclupan Bulk Water Supply Project. The project has an estimated total cost of approximately ₱1.4 billion and is currently under construction, with completion targeted by the end of 2026.

TPGI, through WMTP, has funded the equity portion of the project equivalent to 20% of the total project cost. In addition, WMTP has secured project financing amounting to ₱850 million to support the development and implementation of the project. The remaining funding requirement will be financed through a combination of additional financing from other financial institutions and the proceeds from the Firm Offer allocated for this purpose.

The use of proceeds from the Firm Offer to partially fund the Jaclupan Bulk Water Supply Project will allow TPHI to support the continued development of the project while maintaining a more balanced capital structure and reducing reliance on additional debt financing. Compared to funding the remaining equity requirement solely through borrowings, the allocation of proceeds from the Firm Offer will help manage financing costs, preserve borrowing capacity for future expansion projects, and provide greater financial flexibility as Tubig Pilipinas continues to develop and operate its water infrastructure portfolio.

Upon completion, the Jaclupan Bulk Water Supply Project is expected to enhance water supply availability within MCWD's service area and support Tubig Pilipinas' growth strategy in the bulk water supply sector.

Project Name	Capacity (cu.m.)	Assignee / TPGI SPC	Total Project Cost	Project Financing (60%)	Equity and Other Financing Portion (40%)	Equity Portion Funding from IPO	Balance to Complete Equity Portion
Partially fund the equity portion of the Cebu bulk water project	Up to 50MLD	WMTP Bulk Water Corp.	₱1.4B	₱850M	₱550M	₱200 - 230.4M	₱350 - 319.6M

Proposed Equity Disbursement Releases

(in ₱)	Q1 2027
Cebu Bulk Water Project	₱200M – 230.4M

For item (b); Equity Portion of the AFAB Project

TPGI, a subsidiary of TPHI, entered into a Joint Venture Agreement with the Authority of the Freeport Area of Bataan ("AFAB") on July 23, 2026, in consortium with FB Infrastructure Corp. ("FBIC"). Tubig Diamond Water Corporation was subsequently incorporated for the improvement, rehabilitation, construction, management, and operation of the water and wastewater systems within the Freeport Area of Bataan ("FAB") in Mariveles, Bataan (the "AFAB Project").

TPHI intends to allocate up to ₱115.2 million, representing approximately up to 6.63% of the estimated net proceeds from the Firm Offer with fully exercised Overallotment Option, to partially fund the equity requirements of the AFAB Project. The AFAB Project has an estimated total project cost of approximately ₱1.3 billion.

Approximately 70% of the total project cost is expected to be financed through project financing, while the remaining 30% will be funded through equity contributions from the consortium partners, including a portion of the proceeds from the Firm Offer allocated for this purpose.

The proceeds allocated from the Firm Offer will be used to finance various pre-development and initial implementation activities required for the AFAB Project, including the conduct of project and environmental studies, preparation of as-built plans, and establishment of baseline information through the installation of flow meters and line meters. Beginning in the third quarter of 2027, a portion of the proceeds will also be applied toward the initial pipe-laying works and the implementation of non-revenue water ("NRW") reduction programs.

Upon implementation, the AFAB Project is expected to improve the reliability, efficiency, and sustainability of the water supply and wastewater systems within the Freeport Area of Bataan, while supporting industrial and commercial development within the FAB and advancing Tubig Pilipinas' long-term growth strategy in the water and wastewater utility sector.

Project Name	Projected Maximum Demand	Assignee / TPGI SPC	Total Project Cost	Loan Portion (70%)	Equity Portion (30%)	Equity Portion Funding from IPO	Balance to Complete Equity Portion
Partially fund the equity	44MLD	Tubig Diamond	₱ 1.3B	₱910M	₱390M	₱100 – 115.2M	₱290 – 274.8M

portion of the AFAB project		Water Corporation*					
Total	44MLD		₱ 1.3B	₱910M	₱390M	₱100 – 115.2M	₱290 – 274.8M

Proposed Equity Disbursement Releases

(in ₱)	Q1 2027	Q2 2027	Q3 2027	Q4 2027
AFAB Project	₱14 .0– 16.1M	₱14.0 – 16.1M	₱15.0 – 17.3M	₱57.0 – 65.7M

For item (c); Funding the business development and expansion, and acquisition, in whole or in part, of companies with operating water projects.

TPHI intends to allocate up to ₱882.8 million, representing approximately up to 50.84% of the estimated net proceeds from the Firm Offer with fully exercised Overallotment Option, to support its business development and expansion initiatives and the acquisition, in whole or in part, of companies with operating water projects.

Of the total allocation, up to ₱294.3 million will be used to fund business development and expansion activities in support of the Company's strategy of expanding its water and wastewater infrastructure portfolio. The proceeds may be used for the development of prospective projects, including (a) the conduct of feasibility, technical, engineering, environmental, social, and financial studies; (b) preparation of environmental and social impact assessments; (c) preliminary engineering and design works; (d) site investigations and surveys; (e) preparation of bids, proposals, and tender submissions; (f) due diligence and project development activities; (g) securing permits, licenses, and regulatory approvals; (h) engagement of technical, financial, legal, environmental, and other professional advisers; and (i) other expenditures directly related to the identification, evaluation, development, and implementation of new water and wastewater infrastructure projects.

The remaining up to ₱588.5 million will be allocated for the acquisition, in whole or in part, of companies with existing operating water projects that are aligned with TPHI's strategic objectives. Through such acquisitions, the Company intends to expand its portfolio of operating water assets, increase its recurring revenue base, strengthen its presence in existing and new markets, and realize operational synergies. The proceeds may be used to fund the purchase price of equity interests or assets, as well as acquisition-related expenses, including due diligence, valuation and appraisal services, legal and financial advisory fees, regulatory and documentary requirements, and other transaction costs directly associated with the evaluation, negotiation, and completion of strategic acquisitions.

As of the date of this Prospectus, TPHI is evaluating various business expansion and acquisition opportunities and has commenced preliminary discussions and initial exchanges with certain prospective counterparties. However, the Company has not entered into any definitive agreement or made any binding commitment with respect to any specific project or acquisition target that will be funded using the proceeds from the Firm Offer. The Company will continue to evaluate these opportunities based on, among others, their strategic fit with the Company's business, operational and financial performance, growth potential, regulatory considerations, expected returns, and ability to create long-term value for shareholders.
The allocation of proceeds for business development, expansion, and acquisitions is intended to provide TPHI with the financial flexibility to pursue strategic opportunities as they arise, accelerate the growth of its water and wastewater infrastructure portfolio, diversify its operating asset base, and strengthen its long-term competitive position in the Philippine water utility sector.

For item (d); Funding the Development and Upgrades of Water Supply and Distribution Projects

TPHI intends to allocate up to ₱249.3 million, representing approximately up to 14.35% of the estimated net proceeds from the Firm Offer with fully exercised Overallotment Option, to fund the development and upgrading of water supply and distribution projects across its operating branches, with a primary focus on its water utility operations in Catbalogan City, Samar.

The proceeds will be used to finance capital expenditures for the expansion and improvement of the Company's water infrastructure, including the construction of approximately 4 kilometers of transmission pipelines connecting a water source to a water treatment plant and the development of the Cagutian Spring Water Supply Project. The Cagutian Spring Water Supply Project includes source development works, the construction of related water supply facilities, and the installation of more than 20 kilometers of transmission and distribution pipelines to enhance the reliability, capacity, and service coverage of the Company's water distribution network.

The planned improvements are expected to increase available water supply, improve system reliability, reduce service interruptions, and support the growing water demand of existing and prospective customers within the Company's franchise area. The projects are also expected to enhance operational efficiency by improving water transmission and distribution capabilities and supporting the long-term sustainability of the Company's water utility operations.

For item (e); Funding the development of wastewater treatment plants in Mandaue City, Cebu, Coron, Palawan, and San Jose City, Nueva Ecija

TPHI intends to allocate up to ₱132.4 million, representing approximately up to 7.62**%** of the estimated net proceeds from the Firm Offer with fully exercised Overallotment Option, to fund the development of wastewater treatment plants in its operating areas located in Mandaue City, Cebu; San Jose City, Nueva Ecija; and Coron, Palawan.

The proceeds allocated for this purpose will be used to support the planning, development, and implementation of wastewater infrastructure projects, including project development activities, construction-related expenditures, and other capital requirements necessary for the establishment and operation of wastewater treatment facilities.

For the wastewater project in Mandaue City, Cebu, the site for the proposed wastewater treatment facility forms part of the contribution of the Local Government Unit of Mandaue City pursuant to the joint venture agreement. For the wastewater project in San Jose City, Nueva Ecija, the Company has already acquired the site for the proposed wastewater treatment facility. Accordingly, proceeds from the Firm Offer will primarily be utilized for project development, construction, and implementation activities for these projects, as well as for the development of the proposed wastewater project in Coron, Palawan, including any land-related requirements, where applicable.

The proceeds may be used to fund the following activities: (a) feasibility, technical, engineering, environmental and social studies, and other project development activities; (b) preparation of detailed engineering designs, plans, specifications, and project requirements; (c) site development and pre-construction activities, including land-related requirements where applicable; (d) securing of permits, licenses, clearances, and regulatory approvals; (e) procurement of equipment, materials, and other components necessary for wastewater treatment facilities; (f) construction, of wastewater treatment plants and related infrastructure; (g) engagement of technical, financial, legal, environmental, and other professional advisers; and (h) other capital expenditures directly related to the development and implementation of the wastewater projects.

The use of proceeds from the Firm Offer will enable TPHI to accelerate the development of wastewater infrastructure in its operating areas and support its strategy of providing integrated water and wastewater services.

For item (g); Fund operating & working capital requirements

TPHI intends to allocate up to ₱126.7 million, representing approximately up to 7.30% of the estimated net proceeds from the Firm Offer with fully exercised Overallotment Option, to fund the operating and working capital requirements of TPGI and its subsidiaries.

The proceeds allocated for this purpose will be used to support the continued operation, maintenance, and improvement of TPGI and its subsidiaries' existing water infrastructure assets and operating facilities. These expenditures are necessary to maintain the reliability, efficiency, and continuity of the Company's water supply operations, including repairs and maintenance activities, preventive maintenance programs, procurement of spare parts and equipment, and other operational requirements.

Breakdown for operating and working capital requirements:

Description	Amount	Percentage
Repairs and Maintenance of Water Treatment Plants	₱25.0 – 28.8M	22.73%
Pipe Line Maintenance	₱18.0 – 20.7M	16.36%
Maintenance of Water Supply Facilities, Pumping Stations, Electrical and Mechanical Systems	₱15.0 – 17.3M	13.64%
Preventive Maintenance	₱35.0 – 40.2M	31.82%
Purchase of Spare Parts	₱15.0 – 17.3M	13.64%
Electrical Equipment	₱8.0 – 9.2M	7.27%
Monitoring System	₱7.0 – 8.1M	6.36%
Testing and Other Services	₱5.0 – 5.8M	4.55%
Other Miscellaneous Operational Expenses (including additional regulatory requirements, studies, equipment and/or software upgrades as required, and representations)	₱17.0 – 19.6M	15.45%
TOTAL	₱110.0 – 126.7M	100.00%

UNDERTAKING ON THE USE OF PROCEEDS

The proposed use of proceeds described above represents best estimates of the use of net proceeds of the Offer Shares based on our current plans and expenditures. Other than as expressly described above, no part of the net proceeds from the Offer Shares shall be used to acquire assets outside of the ordinary course of business or finance the acquisition of other businesses, or to reimburse any officer, director, employee or shareholder of the Company for services rendered, assets previously transferred, money loaned or advanced, or otherwise. No amount of the net proceeds of the Offer will be lent to any of our affiliates. The actual amount and timing of disbursement of the net proceeds from the Offer Shares for the uses stated above will depend on various factors which include, among others, changing market conditions or new information regarding the cost or feasibility of our expansion projects. The Company's cost estimates may change as the Company develops its plans, and actual costs may be different from the Company's budgeted costs.

In the event of any deviation, adjustment or reallocation in the planned use of proceeds, the Company shall inform both the SEC and the PSE in writing at least thirty (30) days before such deviation, adjustment or reallocation is implemented. Any material or substantial adjustments to the use of proceeds, as indicated above, should be approved by our board of directors and disclosed to both the SEC and the PSE. In addition, the Company shall submit via the PSE Edge the following disclosures to ensure transparency in the use of proceeds:

(1) any material disbursements made in connection with the planned use of proceeds from the Offer Shares;
(2) quarterly progress report on the application of the proceeds from the Offer Shares on or before the first fifteen (15) days of the following quarter; the quarterly progress reports should be certified by the Company's Chief Financial Officer or Treasurer and external auditor;
(3) annual summary of the application of the proceeds on or before January 31 of the following year, which will be certified by our Chief Financial Officer or Treasurer and external auditor; and
(4) approval by the Company's board of directors of any reallocation on the planned use of proceeds. The actual disbursement or implementation of such reallocation must be disclosed by the Company at least thirty (30) days prior to the said actual disbursement or implementation.

The quarterly and annual reports required in items (2) and (3) above must include a detailed explanation for any material variances between the actual disbursements and the planned use of proceeds in the Prospectus, if any. The detailed explanation must state the approval of our Board as required in item (4) above. The Company will submit an external auditor's certification of the accuracy of the information reported by us to the PSE in our quarterly and annual reports.

To the extent the Overallotment Option is not fully exercised by the Stabilizing Agent, the same shall be deemed canceled and the relevant Option Shares shall be re-delivered to the Company and shall remain part of the issued and outstanding shares of the Company.

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PLAN OF DISTRIBUTION

At least 10,990,000,000 Offer Shares (or 70% of the Firm Shares) shall be offered by the Company to QBs and other investors in the Philippines through the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. Up to 3,140,000,000 Offer Shares (or 20% of the Firm Shares) are being offered to all PSE Trading Participants and up to 1,570,000,000 Firm Shares (or 10% of the Firm Shares) are being offered to LSIs in the Philippines.

The allocation of the Offer Shares between the Trading Participants and Retail Offer and the Institutional Offer is subject to adjustment as agreed among the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. The Sole Issue Manager, Lead Underwriter and Sole Bookrunner will underwrite, on a firm commitment basis, the Firm Shares, subject to any reallocation, clawback, clawforward or any other such mechanisms as described below, and pursuant to the terms of the Underwriting Agreement by and between the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. [The Institutional Offer shall include the Cornerstone Shares allocated to the Cornerstone Investor.]

THE SOLE ISSUE MANAGER, LEAD UNDERWRITER AND SOLE BOOKRUNNER

To facilitate the Offer, the Company has appointed China Bank Capital Corporation as the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, to manage and coordinate the various workstreams to ensure the successful execution of the Offer, and to engage in the underwriting and distribution of the Offer Shares. The Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner shall enter into an Underwriting Agreement dated **(x)** (the "**Underwriting Agreement**"), whereby the Sole Issue Manager, Lead Underwriter and Sole Bookrunner agrees to underwrite the Firm Offer on a firm commitment basis.

The Sole Issue Manager, Lead Underwriter and Sole Bookrunner is authorized to organize a syndicate of underwriters, soliciting dealers and/or selling agents for the purpose of the Offer. In connection with the foregoing, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner may enter into agreements, participation agreements, or like agreements with other co-lead managers and managers and/or selling agents, as necessary. There is nothing in such agreements that allow the Sole Issue Manager, Lead Underwriter and Sole Bookrunner to return to the Company any unsold Institutional Offer Shares and Trading Participants and Retail Offer Shares.

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China Bank Capital Corporation

China Bank Capital Corporation is the wholly owned investment banking subsidiary of China Banking Corporation. It was registered and licensed as an investment house on November 27, 2015, with SEC Company Registration No. CS201522558 and SEC Investment House License No. CR 01-2015-00279 (renewed on November 13, 2025), as a result of the spin-off of China Banking Corporation's Investment Banking Group. The firm offers a full suite of investment banking solutions that enable clients to achieve their fundraising objectives and strategic goals. The company's services include arranging, managing, and underwriting debt and equity transactions, such as bond offerings, corporate notes issuances, initial public offerings and follow-on offerings of common and preferred shares, private placement of securities, structured loans, project finance, real estate investment trusts, and asset securitizations. Chinabank Capital also provides financial advisory services, such as deal structuring, valuation, and execution of mergers, acquisitions, divestitures, joint ventures, and other corporate transactions. As of December 31, 2025, it has total assets of ₱2.46 billion and a capital base of ₱2.37 billion.

The Sole Issue Manager, Lead Underwriter, and Sole Bookrunner and its affiliates may have engaged in transactions with, and have performed various investment banking, commercial banking and other services for the Company and its affiliates in the past, and may do so for the Company and its affiliates from time to time in the future. However, all services provided by the Sole Issue Manager, Lead Underwriter, and Sole Bookrunner, including in connection with the Offer, have been provided as an independent contractor and not as a fiduciary to the Company. The Sole Issue Manager, Lead Underwriter, and Sole Bookrunner does not have any right to designate or nominate a member of the Board. The Sole Issue Manager, Lead Underwriter, and Sole Bookrunner has no direct relationship with the Company

in terms of share ownership and, other than as Sole Issue Manager, Lead Underwriter, and Sole Bookrunner for the Offer, does not have any material relationship with the Company.

There is no arrangement for the Sole Issue Manager, Lead Underwriter, and Sole Bookrunner to return any of the Offer Shares relating to the Trading Participants and Retail Offer or the Institutional Offer to the Company.

The Sole Issue Manager, Lead Underwriter, and Sole Bookrunner shall receive from the Company a fee equivalent to up to [3.6843]% of the gross proceeds of the Offer, inclusive of the amounts to be paid to the PSE Trading Participants, and other institutions as selling agents, where applicable. The underwriting fees shall be withheld by the Sole Issue Manager, Lead Underwriter, and Sole Bookrunner from the gross proceeds of the Firm Offer.

THE INSTITUTIONAL OFFER

At least 70% of the Firm Shares, or 10,990,000,000 Offer Shares, will be offered for subscription or purchase to certain QBs and other investors in the Philippines by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner.

The allocation of the Offer Shares between the Institutional Offer and the Trading Participants and Retail Offer is subject to further adjustment as may be agreed upon between the Company and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. In the event of an under-application in the Institutional Offer and a corresponding over-application in the Trading Participants and Retail Offer, Offer Shares in the Institutional Offer may be re-allocated to the Trading Participants and Retail Offer. In the event of an under-application in the Trading Participants and Retail Offer, the Offer Shares in the Trading Participants and LSIs may be re-allocated to the Institutional Offer. The re-allocation shall not apply in the event of an over-application or under-application in both the Institutional Offer and the Trading Participants and Retail Offer.

[THE CORNERSTONE INVESTORS]
[•]

TRADING PARTICIPANTS AND RETAIL OFFER

Trading Participants Offer

Pursuant to the rules of the PSE, the Company will make available up to 3,140,000,000 Offer Shares (or up to 20% of the Firm Shares) for distribution to all PSE Trading Participants. The total number of Offer Shares allocated to the PSE Trading Participants will be distributed following the procedures indicated in the TP Guidelines to be posted in the PSE EDGE website after the approval by the PSE. Each PSE Trading Participant will be allocated a total of 25,950,000 Offer Shares (computed by dividing the 3,140,000,000 Firm Shares among the 121 active PSE Trading Participants rounded down to the required subscription multiple) and subject to reallocation as may be determined by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner. The balance of 50,000 Firm Shares will be allocated to the PSE Trading Participants as may be determined by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner.

On or before 11:00 a.m. of (x), 2026 the PSE Trading Participants shall submit to the Receiving Agent their respective firm undertakings to purchase Offer Shares. On or before 12:00 noon of (x), 2026, the PSE Trading Participants shall submit their applications to purchase the Offer Shares evidenced by a duly accomplished and completed application form, together with the applicable supporting documents and payment.

PSE Trading Participants who take up the Trading Participants Offer Shares shall be entitled to a selling fee of 1.00%, inclusive of VAT, of the Trading Participants Offer Shares taken up and purchased by the relevant PSE Trading Participant. The selling fee, less a withholding tax which may be 10% or 15% depending on the gross income of the PSE Trading Participant for the current year, will be paid by the Receiving Agent to the PSE Trading Participants within fifteen (15) Business Days after the Listing Date.

Retail Offer

A total of up to 1,570,000,000 Offer Shares, or 10% of the Firm Shares, shall be made available nationwide to LSIs through the PSE Electronic Allocation System or "PSE EASy." An LSI is defined as a subscriber to the Offer who is willing to subscribe to a minimum board lot or whose subscription does not exceed ₱100,000.00 In the case of this Offer, the minimum subscription of LSIs shall be 50,000 Offer Shares or ₱5,050.00, while the maximum subscription shall be 990,000 Offer Shares or up to ₱99,990.00. There will be no discount on the Offer Price. The procedure in subscribing to Offer Shares via PSE EASy is indicated in the Company's LSI Guidelines to be announced through the PSE EDGE website. Should the total demand for the Offer Shares in the LSI program exceed the maximum allocation, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner shall allocate the Offer Shares by ensuring equitable distribution by satisfying first the applications of investors with the smallest orders. In the event total demand for the Retail Offer Shares is five (5) times or more than the initial allocation of 1,570,000,000 Firm Shares, the Firm Shares in the Institutional Offer shall be reallocated to the Trading Participants and Retail Offer and the allocation for the Retail Offer Shares shall be increased to 2, 355,000,000 Firm Shares (or 15% of the Firm Shares) in accordance with Article III, Part F, Section 4 of the PSE Consolidated Listing and Disclosure Rules.

Any Firm Shares not taken up by the QBs, the PSE Trading Participants, the LSIs, the general public and the clients of the Sole Issue Manager, Lead Underwriter and Sole Bookrunner shall be purchased by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner on a firm commitment basis pursuant to the terms and conditions of the Underwriting Agreement. Nothing herein or in the Underwriting Agreement shall limit the rights of the Sole Issue Manager, Lead Underwriter and Sole Bookrunner from purchasing the Offer Shares for their own accounts.

THE OVERALLOTMENT OPTION

In connection with the Offer, and subject to the approval of the SEC, the Company has appointed a Stabilizing Agent, with the Sole Issue Manager, Lead Underwriter and Sole Bookrunner having an Overallotment Option. To the extent the Overallotment Option is exercised and the Option Shares are purchased pursuant thereto, the Sole Issue Manager, Lead Underwriter and Sole Bookrunner shall deliver or cause the delivery of the proceeds from the purchase of such Option Shares to the Stabilizing Agent as the Price Stabilization Fund that may be used by the latter to effect Price Stabilization. Any stabilization activities may begin on or after the Listing Date and, if begun, may be ended at any time, but must end no later than thirty (30) calendar days from and including the Listing Date.

In connection therewith, the Company has entered into a Greenshoe Agreement with the Stabilizing Agent and the Sole Issue Manager, Lead Underwriter and Sole Bookrunner to utilize up to an additional 2,355,000,000 Option Shares to cover over-allocations under the Institutional Offer. Any Shares that may be delivered to the Stabilizing Agent under the Greenshoe Agreement will be re-delivered to Pure Energy Holdings Corporation either through the purchase of Shares in the open market by the Stabilizing Agent in the conduct of stabilization activities or through the exercise of the Overallotment Option.

The Stabilizing Agent may purchase Shares in the open market only if the market price of the Shares falls below the Offer Price. The initial stabilization action shall be at a price below the Offer Price. After the initial stabilization action, (i) if there has not been an independent trade (i.e., a trade made by a person other than the Stabilizing Agent for itself or on behalf of its clients) in the market at a price higher than the initial stabilization trade, the subsequent trade shall be below the initial stabilization price, or (ii) if there has been an independent trade in the market at a price higher than the initial stabilization trade, the subsequent trade shall be at the lower of (a) the stabilizing action price or (b) the independent trade price.

Such activities may stabilize, maintain or otherwise affect the market price of the Common Shares, which may have the effect of preventing a decline in the market price of the Common Shares and may also cause the price of the Common Shares to be higher than the price that otherwise would exist in the open market in the absence of these transactions. If the Stabilizing Agent commences any of these transactions (which would include thereafter disposing of or selling the Common Shares purchased), it may discontinue them at any time. However, the Stabilizing Agent has the sole discretion whether to undertake stabilization activities, and there is no assurance that the same will be undertaken. There is also no assurance that the price of the Common Shares will not decline significantly after any such stabilizing activities end.

Once the total number of Shares purchased from the open market pursuant to Price Stabilization is equal to the Option Shares (or when no further Price Stabilization can be made without exceeding the number of Option Shares), the Stabilization Agent will no longer be allowed to conduct Price Stabilization. To the extent the Price Stabilization Fund is not fully exercised by the Stabilizing Agent, the balance thereof shall be redelivered to the Company.

LODGMENT OF SHARES

The Offer Shares shall be lodged with the PDTC and shall be issued to the investors in scripless form. Investors may maintain ownership over the Offer Shares in scripless form or opt to have the stock certificates in the relevant investor's name after the Listing Date by requesting for an upliftment of the relevant Offer Shares from the PDTC's electronic system through the investor's PSE Trading Participant. Any expense to be incurred from such issuance of stock certificates shall be borne by the investor.

SELLING RESTRICTIONS

The distribution of this Prospectus or any offering material and the offer, sale or delivery of the Offer Shares is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Prospectus or any offering material are advised to consult with their own legal advisers as to what restrictions may be applicable to them and to observe such restrictions. This Prospectus may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorized.

No securities, except for a class exempt under Section 9 of the SRC or unless sold in any transaction exempt under Section 10 thereof, shall be sold or distributed by any person within the Philippines, unless such securities shall have been registered with the SEC on Form 12-1 and the registration statement has been declared effective by the SEC.

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INDUSTRY OVERVIEW

The information that appears in the executive summary of the independent market research report in this Industry Overview section, including all data (actual, estimates and forecasts) has been prepared by the Company and is from independent market research carried out by **GlobalData Plc** *("***GlobalData***"), and reflects estimates of market conditions based on publicly available sources and trade opinion surveys, and is prepared primarily as a market research tool. References to* **GlobalData** *should not be considered as the opinion of* **GlobalData** *or the Company as to the value of any security or the advisability of investing in the Company. The Directors believe that the sources of information contained in this Industry Overview are appropriate sources for such information and have taken reasonable care in reproducing such information. The Directors have no reason to believe that such information is false or misleading or that any material fact has been omitted that would render such information false or misleading.*

The information prepared by **GlobalData** *and the Company as set out in this Industry Overview has not been independently verified by the Sole Issue Manager, Lead Underwriter and Sole Bookrunner and none of them gives any representations as to its accuracy and the information should not be relied upon in making, or refraining from making, any investment decision.*

The report includes forecasts and other forward-looking estimates. These forward-looking statements are necessarily based on various assumptions and estimates that are inherently subject to various risks and uncertainties relating to possible invalidity of the underlying assumptions and estimates and possible changes or development of social, economic, business, industry, market, legal, government, and regulatory circumstances and conditions and actions taken or omitted to be taken by others. Actual results and future events could differ materially from such forecasts. You should not place undue reliance on such statements, or on the ability of any party to accurately predict future industry trends or performance.

The Philippines Macroeconomic Overview

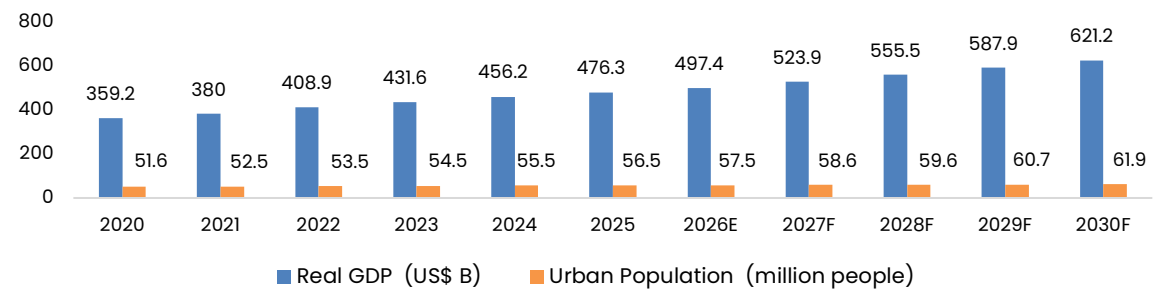
Unless otherwise stated, references made in this section are based on the study conducted by GlobalData. Note: For the purpose of this section, Southeast Asia (SEA) refers to major economies located in Southeast Asia, i.e., the Philippines, Indonesia, Malaysia, Vietnam, and Thailand. The global economies include Japan, the UK, France, and Australia

Real Gross Domestic Product (GDP)

The Philippines is expected to emerge as one of the SEA's most attractive growth markets over the forecast period. Real GDP is projected to increase from US$497.4 billion in 2026 to US$621.2 billion by 2030, growing at a Compound Annual Growth Rate (CAGR) of 5.7%.

This would make the Philippines the second-fastest growing economy among the selected Southeast Asian countries, following Vietnam (6.2% CAGR), while outpacing Indonesia (5.1%), Malaysia (4.4%), and Thailand (2.8%).

Figure 1: The Philippines Real GDP and Urban Population (2020-2030F)



Source: Philippine Statistic Authority (PSA) and GlobalData

Population Growth

The country's population is projected to increase from 116.6 million in 2026 to 121.5 million by 2030, making it the second-largest consumer market among the selected economies after Indonesia (294.1 million).

Urbanization rate

Urbanization is expected to further reinforce long-term economic expansion, with the urban population projected to reach 61.9 million by 2030 at a 1.3% CAGR during 2026–2030, supported by government-led infrastructure and housing initiatives.

The Build, Better, More program is expected to improve transportation networks and regional connectivity, while the Pag-IBIG Affordable Housing Program and the Urban Development Housing Act are expected to expand access to affordable housing through public and private sector participation.

The Philippines' Water & Wastewater Sector overview

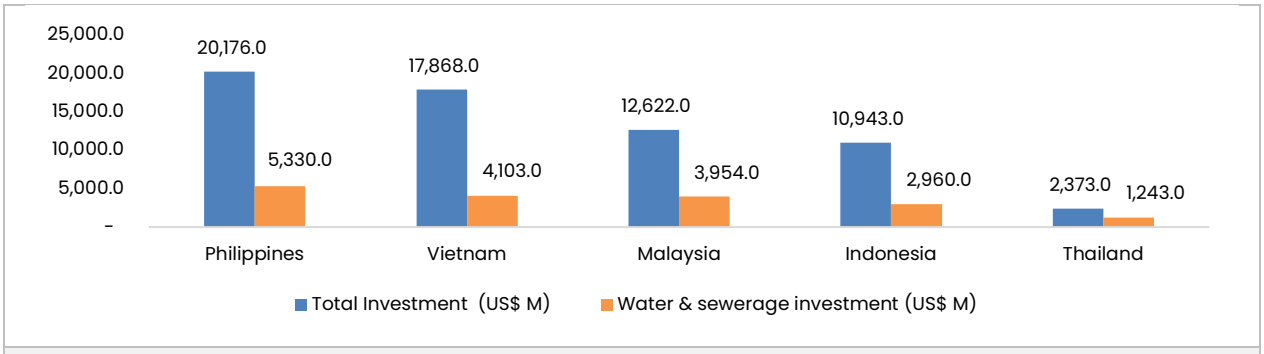
The Philippine Water Sector Overview

According to the Philippine Statistics Authority (PSA), the Philippines is endowed with abundant freshwater resources, including 421 rivers, 221 lakes, extensive groundwater reserves, and an average annual rainfall of approximately 2,400 mm, generating an estimated 146 billion m³ of freshwater annually. Despite this resource base, the country has faced increasing water security challenges driven by uneven water distribution, rapid urbanization, population growth, deteriorating water quality, seasonal rainfall variability, and climate-related events such as El Niño. Since 2017, the Philippines has been classified as a water-stressed country, with per capita water availability declining to approximately 1,300 m³ in 2020, below the international water stress threshold.
The country's water challenges are primarily linked to inadequate infrastructure, fragmented governance, and growing dependence on groundwater, while agriculture continues to account for the majority of water consumption. To strengthen long-term water security, the government is implementing the Philippine Water Supply and Sanitation Master Plan (PWSSMP) 2019–2030, supported by an estimated investment of US$18.1 billion (PHP1.07 trillion) to expand water supply and sanitation infrastructure and achieve universal access by 2030.

The Philippine Water Infrastructure Investments Overview

According to GlobalData, based on the announced and known projects, the Philippines is expected to gain a positive momentum in infrastructure investments across the sectors. With an investment pipeline (cumulative) valued at US$20.2 billion for 2026–2030, the Philippines ranks highest among Southeast Asian nations. The spending on water and sewerage infrastructure indicates a broad expansion cycle aimed at supporting urbanization, industrial growth, and improving public utilities. The presence of land reclamation projects further showcase continued urban and coastal development initiatives, particularly around major metropolitan and economic zones such as Cavite Economic Zone II, MetroCas Industrial Estates-SEZ and other parts of Metro Manila.

Figure 2: SEA Water & Wastewater Infrastructure Investment (2026-2030)



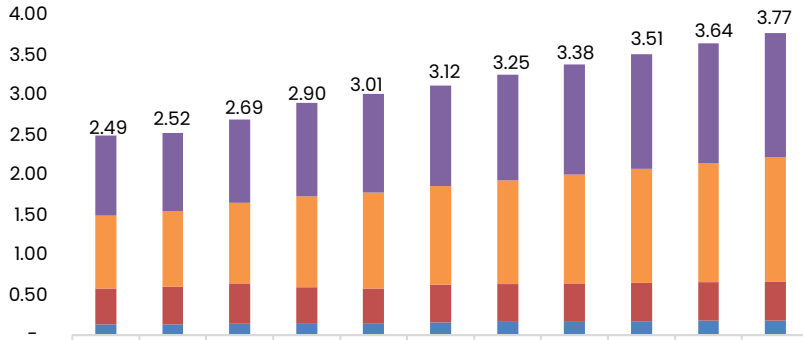
Source: GlobalData

The Philippines is expected to record the highest cumulative infrastructure investment among the selected Southeast Asian countries during 2026–2030, supported by a pipeline of water and sewerage infrastructure. With investments projected to more than quadruple over the forecast period, the country offers the largest and fastest-growing infrastructure opportunity in the region.

Distributed Water Demand

According to GlobalData, total water distribution demand is expected to grow at a 3.8% CAGR, rising from 3.12 billion m³ in 2025 to 3.77 billion m³ by 2030. Household consumption remains the largest segment, projected to increase from 1.32 billion m³ in 2026 to 1.55 billion m³ by 2030 at a 4.1% CAGR. Meanwhile, demand from commercial and service-oriented industries is expected to expand at a faster 4.6% CAGR, fueled by growth in tourism, healthcare, logistics, utilities, and commercial establishments

Figure 3: Water Distribution Demand & Forecast, by Sector (billion m³)

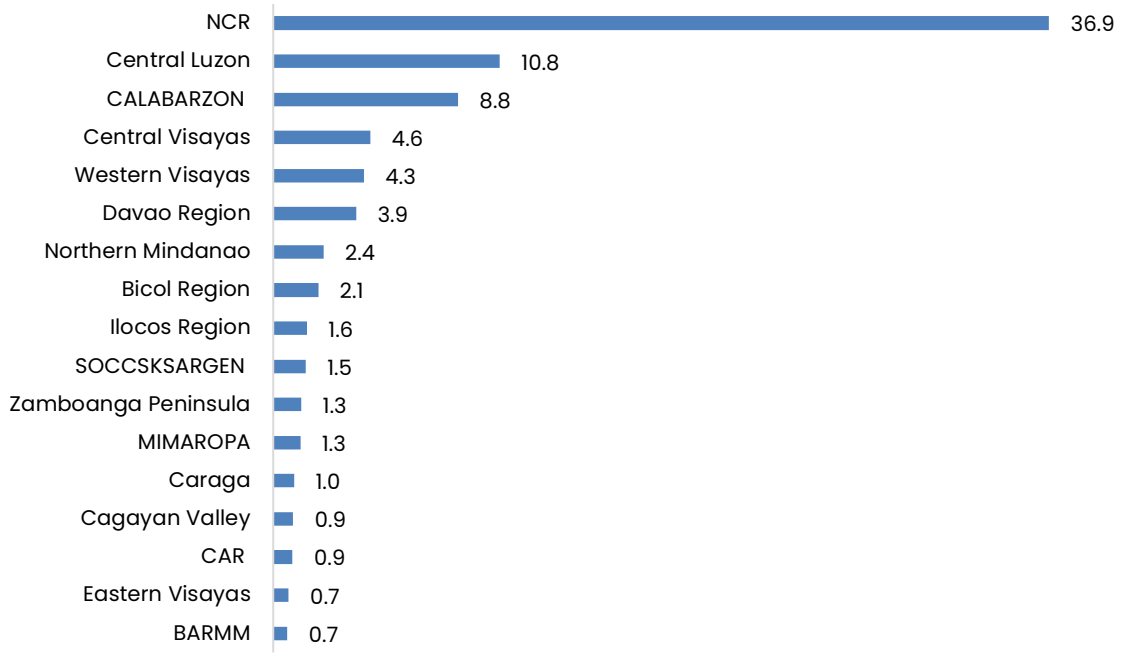


	2020	2021	2022	2023	2024	2025E	2026F	2027F	2028F	2029F	2030F
Household	1.00	0.97	1.04	1.17	1.22	1.26	1.32	1.38	1.43	1.49	1.55
Other Industries	0.90	0.95	1.01	1.14	1.21	1.23	1.30	1.36	1.42	1.49	1.55
Mining and quarrying, Manufacturing, and Construction	0.45	0.47	0.51	0.45	0.43	0.47	0.48	0.48	0.48	0.49	0.49
Agriculture, Forestry and Fishing	0.13	0.14	0.14	0.15	0.14	0.16	0.16	0.17	0.17	0.18	0.18

Source: GlobalData
Note: As of June 2026, Data for 2025 are currently estimated, as the official PSA publication for this period has not yet been released.

The demand is driven by government reforms, Public-Private Partnerships (PPPs), and targeted investments from both the Local Water Utilities Administration (LWUA) and the Department of Public Works and Highways (DPWH), the sector offers substantial opportunities for utilities to scale up bulk water supply, expand treatment capacity, and broaden distribution networks nationwide.

Figure 4: Water Sales Revenue, By Provinces 2022 (PHP million)



Source: PSA, 2022 Annual Survey of Philippine Business and Industry and GlobalData

Based on data from the PSA, growth opportunities are expanding and diversifying outside of Metro Manila due to economic shifts toward rapidly urbanizing provincial markets. Although National Capital Region (NCR) made up PHP 36.9 billion (44%) of the nation's total PHP 83.8 billion in water sales for 2022, several major regional markets are establishing themselves as primary demand hubs, including Central Luzon at PHP 10.8 billion, CALABARZON at PHP 8.8 billion, Central Visayas at PHP 4.6 billion, Western Visayas at PHP 4.3 billion, and the Davao Region at PHP 3.9 billion. These regions are driven by expanding industrial estates, tourism, residential developments, and Business Process Outsourcing (BPO) investments. This creates substantial demand for new water sources, treatment facilities, and distribution infrastructure.

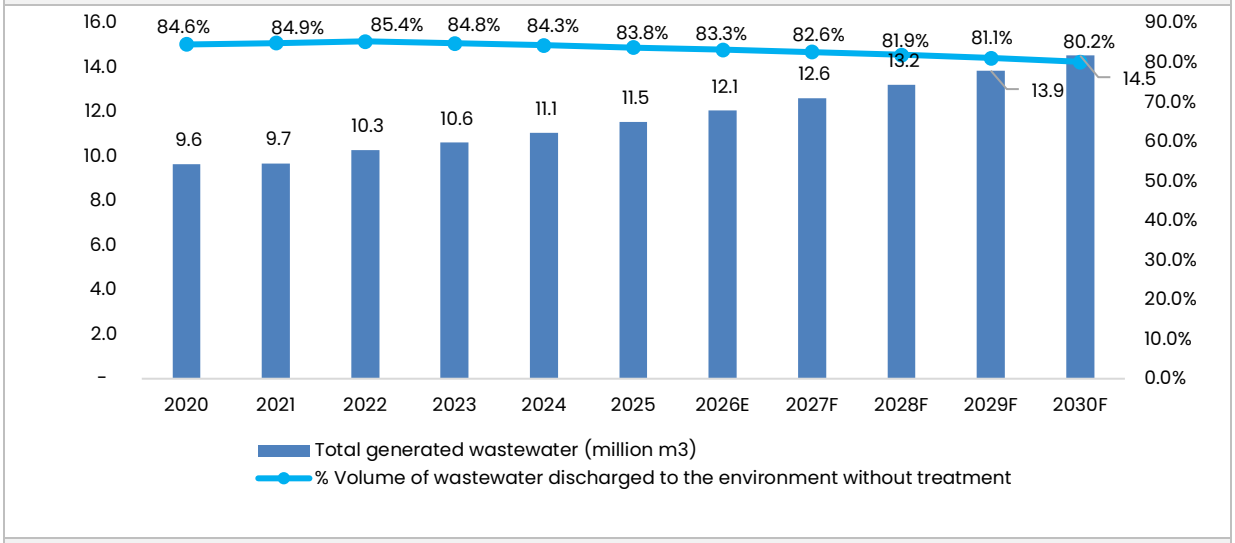
Private water operators are expanding across provincial markets through investments in water supply, wastewater infrastructure, and utility modernization. For instance, in 2023, Tubig Pilipinas Group Inc., (Tubig Pilipinas) partnered with the Coron Rural Waterworks and Sanitation Association (CRWASA). The company commenced infrastructure development to double the local capacity from 1,000 m^3/day to 2,000 m^3/day to supply clean potable water to a rapidly growing tourism hub. Similarly, PrimeWater Infrastructure Corporation (PrimeWater) has expanded through joint ventures with 70+ Local Water Districts (LWDs), investing in new water sources, treatment facilities, and pipeline rehabilitation, while Manila Water Philippine Ventures Inc. (MWPVI) has extended its operations beyond Metro Manila through projects in key provincial growth areas. Metro Pacific Water Investment Corporation (MPWIC) has also expanded its bulk water supply, desalination, and water treatment portfolio through strategic partnerships with LGUs and industrial customers.

As urbanization accelerates and the focus on water security and service quality increases, private operators are expected to play a larger role in expanding water infrastructure beyond the NCR. Continued support from the LWUA, growing PPPs projects, and investments in smart water management, climate resilience, and distribution network upgrades are expected to drive long-term growth in the Philippine regional water utility sector.

Wastewater Sector overview

According to GlobalData, the Philippines is estimated to generate 12.1 billion m³ of wastewater in 2026, increasing to 14.5 billion m³ by 2030, making it the second-largest wastewater generator among the selected Southeast Asian countries after Indonesia.

Figure 5: Wastewater in the Philippines, (billion m³) (2020-2030F)



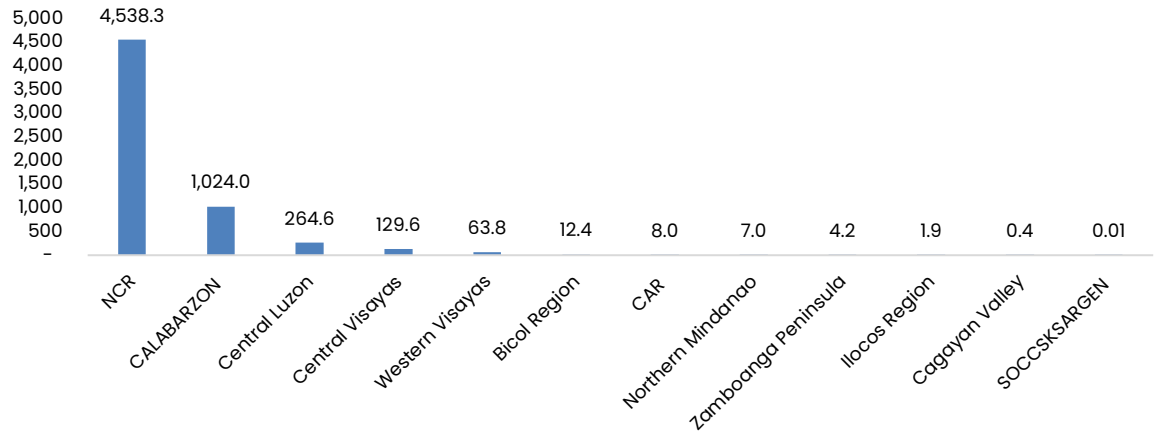
Source: PSA, 2022 Annual Survey of Philippine Business and Industry and GlobalData

Despite this growth, wastewater treatment coverage is projected to improve only from 14.6% in 2022 to 19.8% by 2030, leaving more than 80% of wastewater untreated. While this remains significantly below Malaysia (over 85%) and Thailand (25%), it is slightly ahead of Indonesia (14–15%) and broadly comparable to Vietnam (18%). Compared with developed markets such as Japan, Australia, the UK, and France, where 80–98% of wastewater is treated and investment is primarily focused on asset rehabilitation, digitalization, water reuse, and energy-efficient upgrades, the Philippines remains in a greenfield expansion phase.

Rapid urbanization, population growth, low sewerage connectivity, fragmented wastewater infrastructure outside Metro Manila, and continued reliance on decentralized septic systems are driving demand for new collection networks and treatment facilities. At the same time, implementation of the Clean Water Act, expanded sewerage obligations under the Metropolitan Waterworks and Sewerage System (MWSS), and stronger enforcement by the Department of Environment and Natural Resources (DENR) are expected to gradually improve wastewater management, particularly in highly urbanized areas.

According to the Annual Survey of Philippine Business and Industry 2022, the Philippine sewerage market remains highly concentrated in the NCR, which generated PHP4.54 billion, or approximately 75% of the country's PHP6.05 billion sewerage revenue. CALABARZON accounted for PHP1.0 billion (17% of the total country's sewerage revenue), while Central Luzon and Central Visayas are emerging markets supported by industrialization and urbanization. Together, these four regions contributed over 98% of national sewerage revenue, highlighting the limited development of formal sewerage infrastructure across the rest of the country.

Figure 6: Revenue from Sewerage Operation Sales by Provinces, 2022 (PHP million)



Source: PSA, 2022 Annual Survey of Philippine Business and Industry and GlobalData
Note: Details may not add up to total due to rounding and/or statistical disclosure control.
Figures for MIMAROPA, Eastern Visayas, Davao Region, Caraga, BARMM are not available.

The wastewater sector is entering a new investment phase, supported by both public and private operators. Manila Water and Maynilad continue expanding sewerage networks and treatment facilities to meet stricter environmental standards, while provincial operators are strengthening sanitation infrastructure. For instance, Tubig Pilipinas is promoting decentralized wastewater solutions, including its Septage Treatment Plant in Coron, Palawan, developed with the CRWASA to support eco-tourism and protect marine ecosystems. PrimeWater is integrating septage management into provincial water districts, while Pamana Water is expanding sanitation projects through public-private partnerships. As piped water coverage expands across provincial cities, increasing investments in sewerage, septage management, and decentralized treatment systems are expected to create long-term opportunities for private water utilities, particularly in regions with low sewerage penetration and tightening environmental regulations.

Regulations and Legislation

The Philippine water sector is regulated by multiple agencies, including the National Water Resources Board (NWRB), Local Water Utilities Administration (LWUA), Metropolitan Waterworks and Sewerage System (MWSS), and Local Government Units (LGUs), resulting in a fragmented governance framework.

Table 1: Key agencies in the water sector and their function

Department/agency	Description/function
Department of Environment and Natural Resources (DENR)	DENR conserves, manages, develops, and protects the country's environmental and natural resources. It monitors water quality, manages watersheds, safeguards forest lands, and evaluates overall environmental impacts. DENR's increasing enforcement of environmental permitting reflects mandates under EO 22 to strengthen water resources management. In DENR DAO 2026-30, signed June 29, 2026, DENR institutionalized nature-based solutions (NbS) into policies and programs. This includes restoring forests and watersheds, mangroves, wetlands, improving watershed management including NbS in budgeting and performance indicator systems.
National Water Resources Board (NWRB)	NWRB regulates the use, development, conservation, and protection of water resources. It manages water rights permits, handles resource allocation, and oversees economic regulations for specific water service providers outside of MWSS areas.

	Water extraction, groundwater, and surface water permits are regulated via NWRB, and water districts under LWUA are subject to rate regulation and technical standards.
Local Water Utilities Administration (LWUA)	LUWA is a specialized lending institution that finances, develops, and provides technical assistance to provincial water districts. It also manages the technical and economic regulations for the LWDs
Department of Public Works and Highways (DPWH)	DPWH manages major infrastructure projects, including national flood control, drainage systems, major river control works, and water resource initiatives.
Department of Health (DOH)	DOH sets the Philippine National Standards for Drinking Water (PNSDW). It monitors compliance through local health offices, DOH Centers for Health Development, and other regulatory channels.
National Irrigation Administration (NIA)	NIA develops and manages irrigation systems.
Metropolitan Waterworks and Sewerage System (MWSS)	MWSS ensures an uninterrupted, reliable supply of clean drinking water and manages the sewerage systems in Metro Manila and neighboring provinces. Through a privatization program, MWSS splits its service area into two main zones, partnering with Manila Water for the East Zone and Maynilad for the West Zone. These two private contractors deliver daily water and sanitation services to residents across Metro Manila, Rizal, and specific parts of Bulacan and Cavite.
MWSS-Regulatory Office (MWSS-RO)	MWSS-RO monitors and regulates the concession agreements between MWSS and its private partners, Manila Water and Maynilad. It ensures that both companies meet strict service standards, including high water quality, reliable supply, and excellent customer service. Additionally, the MWSS-RO reviews and approves water rates, conducts regular operational audits, and issues penalties for any non-compliance
Metropolitan Manila Development Authority (MMDA)	MMDA plans, monitors, and coordinates public services across Metro Manila. Beyond managing traffic, urban development, and public safety, MMDA operates the integrated flood control, drainage, pumping, and sewerage systems for the metropolitan area.
Laguna Lake Development Authority (LLDA)	LLDA the Laguna Lake region by managing its water resources. It issues permits for activities that affect the lake, such as fish pen operations, and enforces regulations to ensure the sustainable use of the lake's resources
National Economic and Development Authority (NEDA) now renamed as Department of Economy, Planning, and Development (DEPDev)	DEPDev (formerly NEDA) designs long-term, medium-term, and short-term socioeconomic development plans, policies, and investment frameworks. This work includes creating the PDP, which sets the country's economic growth goals and strategic priorities
Source: Department of Environment and Natural Resources (Philippines), Supreme Court E-Library (Philippines), Department of Health (DOH).	

To strengthen coordination, Executive Order No. 22 established the Water Resources Management Office (WRMO) under the DENR. The WRMO is responsible for implementing Integrated Water Resources Management (IWRM), preparing the Integrated Water Resources Master Plan (IWRMP), aligning national water policies with the UN Sustainable Development Goals (SDGs), and advancing reforms, including the proposed establishment of a dedicated Department of Water or Water Regulatory Commission.

The evolving regulatory framework is expected to improve institutional coordination, strengthen water resource management, and support the long-term sustainability of the sector. For water utility operators, stricter environmental standards and greater regulatory oversight are expected to accelerate investments in water and wastewater

infrastructure, treatment technologies, utility modernization, and climate-resilient solutions. These developments are expected to create long-term growth opportunities for private operators while supporting improved water security, environmental protection, and sustainable economic development across the Philippines.
Key Policies Supporting the Philippine Water Sector

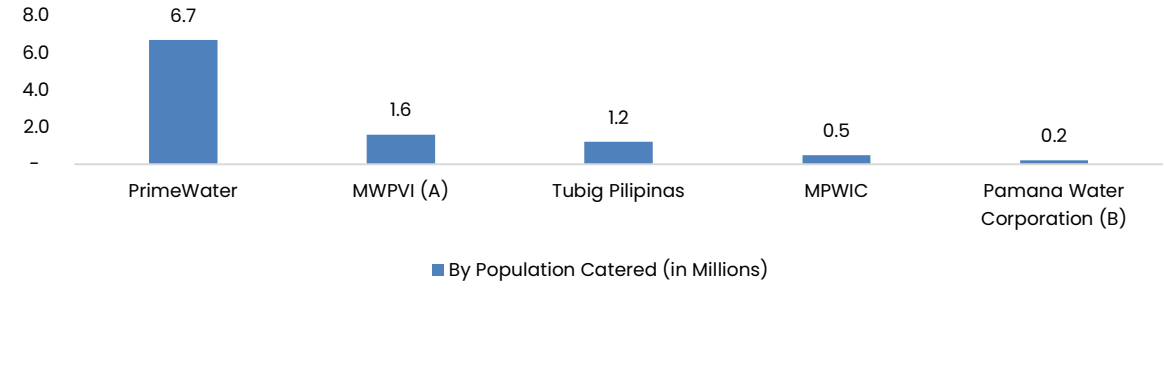
- Presidential Decree No. 198 (Provincial Water Utilities Act of 1973): Provides the legal framework for establishing LWDs, that supports partnership-driven business model with LWDs and LGUs across provincial concession areas.
- Republic Act No. 7160 (Local Government Code of 1991): Empowers LGUs to undertake water infrastructure projects and enter into PPPs, allows service providers for their expansion strategy.
- Water Code of the Philippines (PD No. 1067): Regulates water rights, abstraction permits, and resource management, forming the regulatory basis for the water sourcing, treatment, and distribution operations.
- Executive Order No. 22 (2023): Establishes the WRMO to promote integrated water resource management, strengthen sector governance, and support long-term investment in water infrastructure.
- Executive Order No. 279 (2004): Encourages private sector participation and diversified financing for water supply and sewerage projects, supporting service providers' PPP-led infrastructure development.
- DENR DAO 2016-08 (amended by DAO 2021-19): Prescribes wastewater discharge standards and environmental compliance requirements, supporting investments in wastewater and septage treatment projects.
- DOH Administrative Orders No. 2017-0010 and No. 2014-0027: Establish national drinking water quality standards and require Water Safety Plans, reinforcing operational excellence, public health protection, and regulatory compliance.
- Republic Act No. 7586 (NIPAS Act) and Republic Act No. 8371 (Indigenous Peoples' Rights Act): Strengthen environmental protection and stakeholder engagement requirements, particularly for projects in environmentally sensitive and indigenous community areas such as Palawan and Negros Occidental.

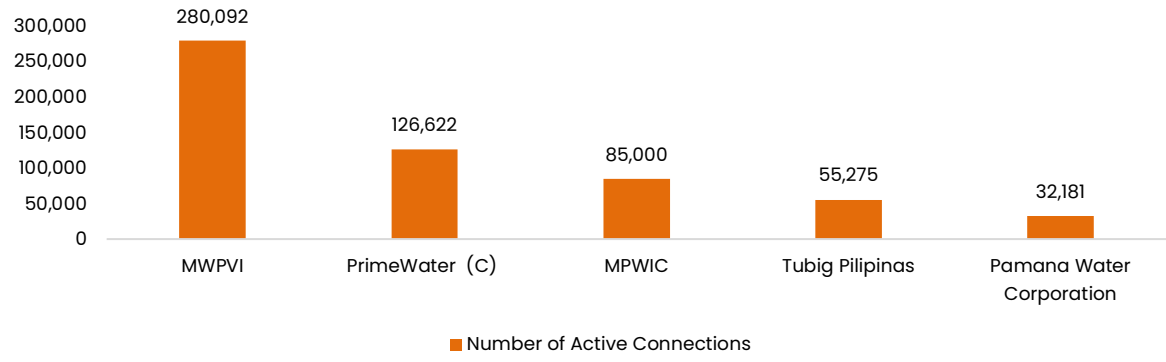
These are some of the key policies that collectively support the expansion of provincial water and wastewater infrastructure, encourage private investment and PPPs, strengthen environmental and water quality standards, and create a favorable regulatory environment for water service providers.

Competitive landscape

According to GlobalData, the Philippine provincial water utility market remains highly competitive, led by PrimeWater, MWPVI, and MPWIC, while Tubig Pilipinas and Pamana Water Corporation continue to strengthen their regional presence.

Figure 7: Philippines Utility Providers Positioning





Source: GlobalData
Note: (A) 2025 Estimated based on east zone population of 7.7 million population served with water in 2024
(B) Assumption population of Dagupan city
(C) based on Service connections of Tarlac City Water District, TCWD (43,434), Floridablanca Water District (FWD) (26,152) and City of San Fernando Water District (CSFWD) (57,036)

According to GlobalData, Tubig Pilipinas has established a differentiated position in the Philippine water sector by focusing on underserved provincial markets rather than competing directly with larger operators in Metro Manila and other key service providers. Despite a relatively modest capital investment of US$6.0 million, the company has developed 153.2 MLD of water production capacity, serving approximately 1.2 million people across nine provincial concession areas. Its partnerships with LWDs and LGUs in locations such as Coron (Palawan), Calbayog and Catbalogan (Samar), Cadiz (Negros Occidental), Nabua (Camarines Sur), and Trece Martires (Cavite) position the Company to address underserved markets while supporting the government's objective of expanding access to safe and reliable water services.

The Company further differentiates itself through its integrated utility approach, combining water supply, wastewater management, watershed protection, and renewable energy within selected projects. Its Metro Cebu development incorporates in-line hydropower technology to generate electricity from high-pressure pipelines, improving operational efficiency and reducing energy costs. While peers such as PrimeWater have pursued rapid expansion through numerous joint ventures, and MWPVI and MPWIC have leveraged their parent companies' scale to expand in high-growth urban markets, Tubig Pilipinas has adopted a selective growth strategy centered on integrated infrastructure development, utility modernization, and long-term PPPs in provincial markets, providing a differentiated platform for sustainable growth.

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THE COMPANY

OVERVIEW

Tubig Pilipinas Holdings Inc. ("**TUBIG**" , "**Tubig Pilipinas**", "**TPHI**", or the "**Company**"), formerly known as Coal Asia Holdings Incorporated ("**COAL**"), "), is a holding company which wholly owns pure-play integrated water utility company Tubig Pilipinas Group, Inc. ("**TPGI**"), focused primarily on delivering sustainable, clean water to underserved and unserved communities outside Metro Manila through its bulk supply engagements and water distribution operations. It currently has eleven (11) operational sites across ten (10) cities and municipalities spanning seven (7) regions in Luzon and Visayas—comprising of two (2) bulk supply contracts with One Hundred (100) million liters per day ("**MLD**") capacity and ten (10) water distribution operations servicing a total of 51,288 billed connections and 5,275,275 m^3 of billed volume as of June 30, 2026. The Company has 9 projects being co-developed and co-operated in partnership with key water industry players such as Manila Water Philippine Ventures, Inc., Watermatic International Ltd., and TGV Builders Inc., and has garnered the support of climate-focused blended finance investment manager, Climate Fund Managers.

The Company remains steadfast in its mission of delivering sustainable and clean water to underserved and unserved communities outside Metro Manila – areas that have historically received limited investment from larger, established water utilities focused on mature urban markets. This mission requires significant upfront capital investments in water infrastructure, network expansion, and community development, resulting in a longer gestation period before projects reach optimal operating and financial performance. However, as service coverage expands, non-revenue water is reduced, customer connections increase, and water consumption matures alongside community growth, these projects are expected to generate substantial long-term value. The strength of this mission has been validated by the Company's strategic partnerships with leading industry players and the support of climate-focused investors, reflecting confidence in both its social impact and long-term growth potential. Guided by this vision, the Company has set an ambitious goal of becoming one of the Philippines' leading providers of sustainable water infrastructure for underserved communities. By 2030, it aims to achieve a total production capacity of 263 MLD, serve more than 131,000 billed connections, deliver over 31 million m^3 of billed water annually, and provide reliable access to clean water to approximately 533,000 additional Filipinos.

The Company's current lone subsidiary, TPGI, is the water utilities supply and distribution development and holding company of Pure Energy Holdings Corporation ("**PEHC**"). TPGI conducts its business through its SPV's: (i) Tubig Trece Martires Corporation; (ii) Tubig Nabua Inc.; (iii) Bacolod Bulk Water Inc., (iv) San Jose (N.E.) Water Company, Inc.; (v) Tubig Coron, Inc., (vi) Tubig Catbalogan Corp.; (vii) ALV Tubig ng Mandaue, Inc.; (viii) WMTP Bulk Water Corp.; (ix) Tubig Echague Corp.; and (xii) Tubig Cadiz Corp.; and associates: (i) Princess Urduja Waterworks Systems, Inc. and (ii) Calbayog Water Company, Inc..

Below is a list of all of TPGI's operating and pipeline projects. All projects have a contract period of 25 years with the exception of Tubig Nabua who has a contract period of 30 years.

Operating Projects

Bulk Water Supply Projects

Name	Contract Type and Service Provided	Contracting Party	Service Obligations
Bacolod Bulk Water Inc.	Bulk Water Supply Contract Injection Point 1 Bulk Water Supply	Bacolod City Water District (BACIWA)	Delivery of Potable Bulk Water Supply

Bacolod Bulk Water Inc.	Bulk Water Supply Contract Bulk Water Supply	Prime Water Infrastructure Corp.	Delivery of Potable Bulk Water Supply

Water Supply and Distribution with Wastewater Services

Name	Contract Type and Service Provided	Contracting Party	Service Obligation
Princess Urduja Waterworks Systems Inc.	Memorandum of Agreement Level III Water Distribution	Municipality of Sual and Labrador Pangasinan	• CAPEX Investment of Php. 44.3M • Service Coverage Expansion • Less than 20% Non-revenue water • Compliant with PNSDW water quality standards. • 24hrs Water Availability • Minimum of 10psi daily average water pressure • Water Asset Maintenance Expenses of Php. 550,000 • Implementation of a Php 2.2 million pipe-laying project in Poblacion, Paitan East, and Paitan West. • New Water Service Connections worth Php. 750,000 • Existing Asset Management and Maintenance (Labrador, Pangasinan)
Tubig Nabua Inc..	Joint Venture Level III Water Distribution	Nabua Water District	• CAPEX Investment of Php. 180M • 80% Service Coverage Expansion • 24hrs Water Availability • Less than 20% Non-revenue water • Sanitation Facilities & Services • Minimum of 7psi daily average water pressure • Compliant with PNSDW water quality standards. • Revenue Share • LWUA/NAWAD loans amounting Php. 33M • Franchise Tax (2% of NAWAD's revenue share) • Asset Management and Maintenance • Account Disconnection Policies and Procedures • Property Insurance • Performance Security • Construction of new NAWAD Bldg. • Implemtation of Sagumay Spring Upgrade and Sta. Lucia Rehabilitation with target additional production volume of 30,000m³/mo. • Construct Renewable (Solar or Hydro) Energy Source that Produces 20% of Rated Capacity of Deep Well or Pumping Station
Tubig Trece Martires Corp.	Memorandum of Agreements Level III Water Distribution	Eddmari Construction and Trading, et.al RFN Construction and Development Corp.	• Service Coverage Expansion • Less than 20% Non-revenue water • Compliant with PNSDW water quality standards. • 24hrs Water Availability • Minimum of 7psi daily average water pressure • Asset Management and Maintenance
Calbayog Water Company, Inc.	Joint Venture Agreement Level III Water Distribution and Wastewater Services	Calbayog City Water District	• CAPEX Investment • Service Coverage Expansion • 24hrs Water Availability • Non-revenue water reduction • Sanitation Facilities & Services • Compliant with PNSDW water quality standards.

			• Revenue Share • Asset Management and Maintenance • Account Disconnection Policies and Procedures • Property Insurance • Performance Security
San Jose Water Company, Inc.	Joint Venture Agreement Level III Water Distribution and Wastewater Services	San Jose City Water District	• CAPEX Investment of Php. 1.009B • 80% Service Coverage Expansion • 24hrs Water Availability • Less than 15% Non-revenue water • Sanitation Facilities & Services • Minimum of 10psi daily average water pressure • Compliant with PNSDW water quality standards. • Meter Replacement Program (above 7years old water meter) • Revenue Share with total amount of Php. 393M • LWUA/SJCWD loans amounting Php. 15.5M • Franchise Tax (2% of SJCWD's revenue share) • Asset Management and Maintenance • Account Disconnection Policies and Procedures • Property Insurance • Performance Security
Tubig Coron Inc.	Joint Venture Agreement Level III Water Distribution and Wastewater Services	Coron BWP Rural Waterworks and Sanitation Association, Inc.	• CAPEX Investment of Php10M • Financial Management • Operations and Project Management • Service Coverage Expansion • Less than 20% Non-revenue water • Compliant with PNSDW water quality standards. • 24hrs Water Availability • Minimum of 7psi daily average water pressure • Provision of two (2) water tankers with capacities of 1 m^3 and 2 m^3, respectively. • Annual tree planting participations in Mabentangen and other watershed areas • Revenue Share • Sanitation Facilities & Services • Automated Billing and Collection Management • Feasibility and Viability Study in Expanded Areas • Asset Management and Maintenance • Account Disconnection Policies and Procedures • Property Insurance
Tubig Cadiz Inc.	Memorandum of Agreement Level III Water Distribution	National Housing Authority (NHA)	• Service Coverage Expansion • Less than 20% Non-revenue water • Compliant with PNSDW water quality standards. • 24hrs Water Availability • Minimum of 7psi daily average water pressure • Asset Management and Maintenance
Tubig Catbalogan Corp.	Joint Venture Agreement Level III Water Distribution and Wastewater Services	Catbalogan City Water District	• CAPEX Investment of Php. 1.7B • 73.16% Service Coverage Expansion • Water Availability of 24hrs • Non-revenue water of not more than 15% • Compliant with PNSDW water quality standards. • Septage System and Management Services • Minimum of 10psi daily average water pressure • Franchise Tax (2% of CWD's revenue share) • Asset Depreciation Expenses • Franchise Tax

			• LWUA/CWD Loans amounting of Php. 10.4M (DBP) and Php. 7.2M (LWUA) • Construction of new CWD Bldg. • Account Disconnection Policies and Procedures • Property Insurance • Performance Security

Projects Under Construction

Bulk Water Supply Projects

Name	Contract Type and Service to be Provided	Contracting Party	Service Obligation
WMTP Bulk Water Corp.	Bulk Water Supply Contract - Bulk Water Supply	Metropolitan Cebu Water District (MCWD)	• Construct a water treatment facility to deliver a minimum of 15 million liters per day of potable bulk water to Metro Cebu Water District (MCWD) • Security Bond • Performance Security • Secure a new Environmental Compliance Certificate (ECC)

Water Supply and Distribution with Wastewater Services

Name	Contract Type and Service to be Provided	Contracting Party	Service Obligations
Tubig Echague Corp.	Memorandum of Agreement Level III Water Distribution and Wastewater Services	Local Government of Echague, Isabela	• Financing, design, construction, operation, and maintenance of the water supply system throughout the concession period. • Construction of all project facilities in accordance with the approved Detailed Engineering Design and Technical Specifications. • Compliant with PNSDW water quality standards.

Awarded Projects under Execution Phase

Water Supply and Distribution with Wastewater Services

Name	Contract Type and Service to be Provided	Contracting Party	Service Obligation
ALV Tubig ng Mandaue Inc.	Joint Venture Agreement Level III Water Distribution and Wastewater Services	Local Government of Mandaue City, Cebu	• CAPEX Investment of Php. 2.3B • Water Availability of 24hrs • Non-revenue water of not more than 20% • Compliant with PNSDW water quality standards. • Septage Management Services • Minimum of 10psi daily average water pressure • Revenue Share of 1.2% of the gross revenue • Asset Depreciation Expenses • Property Insurance Performance Security
Malasiqui Water Company, Inc.*	Franchise/Concession Level III Water Distribution and Wastewater Services	Local Government of Malasiqui, Pangasinan	• Financing, design, construction, operation, and maintenance of the water supply system throughout the concession period. • Compliant with PNSDW water quality standards. • Reliable and Sufficient Water Supply

Iloilo Water Company, Inc.*	Franchise/Concession Level III Water Distribution and Wastewater Services	Local Government of Iloilo City, Iloilo	• Financing, design, construction, operation, and maintenance of the water supply system throughout the concession period. • Service Coverage Expansion • Compliant with PNSDW water quality standards. • Reliable and Sufficient Water Supply • Water Safety Management Plan Customer Service
Tubig Diamond Water Corporation	Joint Venture Agreement Level III Water Distribution and Wastewater Services	Authority of the Freeport Area of Bataan (AFAB)	• CAPEX Investment of Php. 1.36B • 100% Service Coverage Expansion • 24hrs Water Availability • Maximum of 20% Non-revenue water • Rehabilitation and Upgrade of the existing water and sewerage systems • 40psi daily average water pressure • Compliant with PNSDW water quality standards and DAO 2-26-08 and 2021-19 effluent quality standards. • Meter Replacement Program (above 7years old water meter) • Revenue Share of 3% of gross revenue and water fee of Php 1.00 per cubic meter extracted raw water from the FAB Dam • Asset Management and Maintenance • Account Disconnection Policies and Procedures • Property Insurance • Performance Security

** With signed agreements, awaiting establishment of its special purpose company*

Pipeline Projects

Name	Contract Type and Service to be Provided	Contracting Party	Service Obligation
SAVS Borbon	Concession Agreement- Level III Water Distribution and Wastewater Services	Local Government of Borbon, Cebu	• Service Coverage Expansion • Compliant with PNSDW water quality standards. • 24hrs Water Availability

A shareholder and the parent company of the Company's parent, Pure Water, PEHC is a holding company established to be in the business of investing in and providing essential resources for the developmental growth of the country, driven by the vision to make available renewable energy and clean water to every Filipino. PEHC is a conglomeration of hydropower, solar, wind, and geothermal assets, as well as bulk water and water distribution facilities.

As PEHC successfully listed in the PSE its hydropower arm subsidiary, Repower Energy Development Corporation ("**REDC**") last July 24, 2023, and its wind and solar arm subsidiary, Nexgen Energy Corp. ("**Nexgen**") last July 16, 2024, enabling REDC and NexGen to increase profitability and enhance shareholder equity, it envisions to follow this with another listing composed of its portfolio of water supply and distribution assets. This is believed to be the next foremost in utilities investment after its energy generating subsidiaries. With this vision in mind, the Company is building on its base of eleven (11) active operating projects nationwide, and six (6) awarded projects currently in execution phase, as well as other projects at various stages in the pipeline.

The debut of TPGI in the PSE through the Company is intended to unlock the undertapped potential of TPGI, and to further provide a platform for its future growth. It is also intended to give the investing public access to investments in the Philippine water industry that not only delivers sustainable clean water to various unserved and underserved communities in the country but also generates stable operating cash flows with a robust pipeline of operational and financial growth from both its existing operating sites and future expansions and/or acquisitions.

COMPANY HISTORY AND MILESTONES

TPHI was organized and registered with the Securities and Exchange Commission ("**SEC**") on June 11, 2012 initially to engage in the business of investing in coal and energy related businesses.

The shares of the Company were listed with The Philippine Stock Exchange ("**PSE**") on October 23, 2012.

On September 26, 2025, Dexter Y. Tiu, Eric Peter Y. Roxas, Gertim G. Chuahiong, Alexander Y. Tiu, and John L. Capinpin, shareholders of the Company who collectively owned 28,671,400,000 common shares representing 71.68% of the total outstanding capital stock of the Company, entered into a Share Purchase Agreement ("**SPA**") with Pure Water Corporation and Quad Water Corporation (the "**Bidders**") and Pure Energy Holdings Corporation ("**PEHC**"; and together with the Bidders, the "**Buyers**"), for the sale of a total of 28,671,400,000 common shares of stock (the "**Sale Shares**") of the Company which represented 71.68% of the total outstanding capital stock of the Company (the "**Transaction**").

The Bidders' acquisition of the Sale Shares constituted 59.20% of the total outstanding capital stock of the Company, with PEHC acquiring the remaining Sale Shares constituting 12.48% of the total outstanding capital stock of the Company. In compliance with the SRC and its IRR, a mandatory tender offer (the "**Mandatory Tender Offer**") was conducted at 9:00 am on 14 November 2025 and ended at 12:00 noon on 12 December 2025, during which period any tendering stockholder of the Corporation were allowed to offer all or a portion of their shares in the Company for sale to the Bidders.

The Bidders were prepared to acquire up to 11,328,600,040 common shares in the Company constituting up to 28.32% of the issued and outstanding capital stock of the Company. There were no availments or tendered shares during the Mandatory Tender Offer period.

On December 22, 2025 and January 29, 2026, the Company's Board of Directors and subsequently on February 11, 2026, the stockholders approved the divestment of TMEC and the amendments to the Company's Articles of Incorporation which include (1) the change in corporate name to Tubig Pilipinas Holdings Inc. with trading symbol "TUBIG"; (2) the increase in authorized capital stock; and (3) the change in purpose to engage in the business of holding companies engaged in the business of water distribution, supply, sewage, septage and bulk supply, and their related activities, all in accordance with the Revised Corporation Code, the Securities Regulation Code and other applicable laws and regulations.

On March 2, 2026, TUBIG and the shareholders of Tubig Pilipinas Group Inc. ("**TPGI**"), namely, Pure Water Corporation ("**Pure Water**"), Quadwater Corporation ("**Quadwater**") and CEF2 A09 B.V. ("**CFM**"), executed a Share Swap Agreement for the issuance of sixty-six billion four hundred sixty million (66,460,000,000) common shares with a par value of Ten Centavos (P0.10) per common share, which, when issued, shall constitute sixty two and 43/100 percent (62.43%) of the resulting total issued and outstanding capital stock of TUBIG in exchange for six hundred thirty-two million three hundred fifty-two thousand nine hundred forty-three (632,352,943) common shares, constituting one hundred percent (100%) of the total issued and outstanding capital stock of TPGI (the "Share Swap Agreement"). The basis of the Share Swap Agreement was a Fairness Opinion and Valuation Report conducted by Isla Lipana and Co.'s ("**Isla Lipana**") a firm accredited by the SEC and PSE. The valuation procedures relied on financial projections that were based on the assumptions presented to Isla Lipana and information secured from other sources.

On March 19, 2026, the Company filed an application with the SEC for the amendment of its Articles of Incorporation. The SEC approved the application on June 25, 2026. On October 16, 2026, as part of its obligations under the Share Swap Agreement, the Company issued 28,245,500,000 shares to Pure Water, 28,245,500,000 shares to Quadwater, and 9,969,000,000 shares to CFM, all of which were subscribed by Pure Water, Quadwater and CFM out of the increase in Authorized Capital Stock approved by the SEC. Pure Water subsequently transferred 1 share to Mr. Dexter Y. Tiu through a Declaration of Trust. Quadwater subsequently transferred 1 share each to Mr. Ryan Wesley T. Yapkianwee and Mr. Howard Conrad T. Sy through a Declaration of Trust.

On July 1, 2026, the Company executed a Share Purchase Agreement with Southeastern Energy Corporation ("**SEEC**") for the sale of 250,000,000 common shares of TMEC, which represents 100% of the issued and outstanding

capital stock of TMEC, completing the divestment of its previous coal and mining subsidiary. As of date, the Company has no coal nor mining assets or subsidiaries.

On October 16, 2026, the Company received the CAR from the Bureau of Internal Revenue ("**BIR**") for the transfer of the 632,352,943 common shares of TPGI from Pure Water, Quadwater, and CFM to the Company. On the same date, the Company issued 28,245,500,000 shares to Pure Water, 28,245,500,000 shares to Quadwater, and 9,969,000,000 shares to CFM out of the increase in Authorized Capital Stock approved by the SEC, thereby completing the Share Swap Transaction. Accordingly, the Company became the legal and beneficial owner of 100% of the issued and outstanding capital stock of TPGI.

Date	**Milestone**
June 2012	Establishment of Coal Asia Holdings Incorporated
October 2012	Coal Asia is Listed in the Philippine Stock Exchange
October 2014	Establishment of Tubig Pilipinas Group Inc.
October 2014	Trece Martires commences operations
March 2016	BBWI was awarded a 25-year bulk water contract by the Bacolod City Water District
March 2015	TPGI's acquisition of 40% stake in Princess Urduja Waterworks Systems Inc.
May 2016	Incorporation of Bacolod Bulk Water Inc.
June 2017	BBWI's Ngalan Plant commences operations
July 2017	The municipal government of Malasiqui, Pangasinan passed twin resolutions granting a franchise to Tubig Pilipinas Group Inc., and Manila Water Philippine Ventures
December 2018	TPGI together with Manila Water Philippine Ventures Inc. signed a 25-year joint venture agreement with San Jose City (Nueva Ecija) Water District
March 2019	The City Government of Iloilo granted TPGI and Manila Water Philippine Ventures, Inc. a franchise to construct, establish, commission, operate and maintain a water supply system for Iloilo City.
March 2019	TPGI signed a 25-year Joint Venture with the Coron Rural Waterworks and Sanitation Association
May 2019	TPGI signed a 30-year Joint Venture with the Nabua Water District
June 2019	TPGI was granted the franchise to construct, operate, manage, and maintain a water, sewage, and septage utility system within the Municipality of Echague, Isabela.
July 2019	TPGI together with Manila Water Philippine Ventures Inc. signed a 25-year joint venture agreement with Calbayog City Water District
August 2020	Executed a Memorandum of Agreement (MOA) with the National Housing Authority granting Tubig Pilipinas Group Inc. authority to construct/install, operate, manage, and maintain a water system for the residents of the Yolanda Housing Project of the NHA in Cadiz, Negros Occidental.
March 2022	Signing of Joint Venture Agreement with the City of Mandaue for Mandaue Water Project
December 2022	TPGI signed a 25-year contractual joint venture agreement with Catbalogan Water District
December 2022	Investment of Sy Family's Howard Sy into the shareholders of TPGI namely Pure Water Corporation and Quadwater Corporation.
August 2023	Signing of Bulk Water Supply Contract for the Jaclupan Bulk Project
August 2024	Investment of Climate Investor Two, through CEF2 A09 B.V. as a shareholder of TPGI, a blended finance facility managed by Climate Fund Managers B.V.
September 2025	Pure Water and Quadwater purchase equity stake in the Company
December 2025	Completion of Mandatory Tender Offer
December 2025 and January 2026	Board of Directors approval on the (1) amendments of the Articles of Incorporation; (2) Share swap / Tax free exchange between the Company and the shareholders of TPGI; and (3) the divestment of TMEC
February 2026	Inauguration of the Sum-ag River Water Treatment Plant by President Marcos

February 2026	Stockholder approval on the (1) amendments of the Articles of Incorporation; (2) Share swap / Tax free exchange between the Company and the shareholders of TPGI; and (3) the divestment of TMEC
March 2026	Execution of Share Swap Agreement by and among the Company, Pure Water, Quadwater and CFM
June 2026	Approval of Amendment of Articles of Incorporation and Increase in Capital Stock
July 2026	Divestment of Titan Mining Energy Corporation
July 2026	Signing of Joint Venture Agreement with the Authority of the Freeport Area of Bataan (AFAB) and FB Infrastructure Corporation for the AFAB Water Project
October 2026	Approval of Registration Statement Amendment

COMPANY VISION

The Company's vision is to be the national leader in sustainable, climate-resilient, water and sanitation, delivering safe and reliable water for every Filipino through equitable access, responsible resource stewardship.

COMPANY MISSION

The Company's mission is to deliver reliable, safe, and sustainable water and sanitation solutions tailored to the diverse needs of Filipino communities. The Company optimizes systems to ensure clean and potable water access, promote responsible environmental practices, and empower communities through education, partnerships, and responsible citizenship. Guided by its people, the Company strives for impact beyond service and contribute to the advancement of the Philippine water industry.

CORPORATE VALUES

6 Core Fundamentals:

1. **Equality and Accessibility:** The Company initiates projects where access to clean water and sanitation services are limited and where vulnerable communities are at risk.
2. **Environmental and Social Responsibility:** The Company considers environmental protection, climate resilience, and social inclusion in its business activities.
3. **ESG Integration:** The Company integrates ESG principles consistent with Good International Industry Practices (GIIP) and responsible governance practices into its business with the objective of elevating the country's water industry standards.
4. **Innovation and Technology:** The Company invests in the development of new procedures and technologies to improve water treatment and distribution and wastewater treatment, reducing water losses and energy consumption.
5. **Collaboration and Partnerships:** The Company collaborates with governments, non-profit organizations, communities, development partners, and other stakeholders to leverage knowledge and resources to enable the sustainable expansion of its business.
6. **Talent Development:** The Company cultivates its talents by providing learning, training and development opportunities that foster professional and personal development.

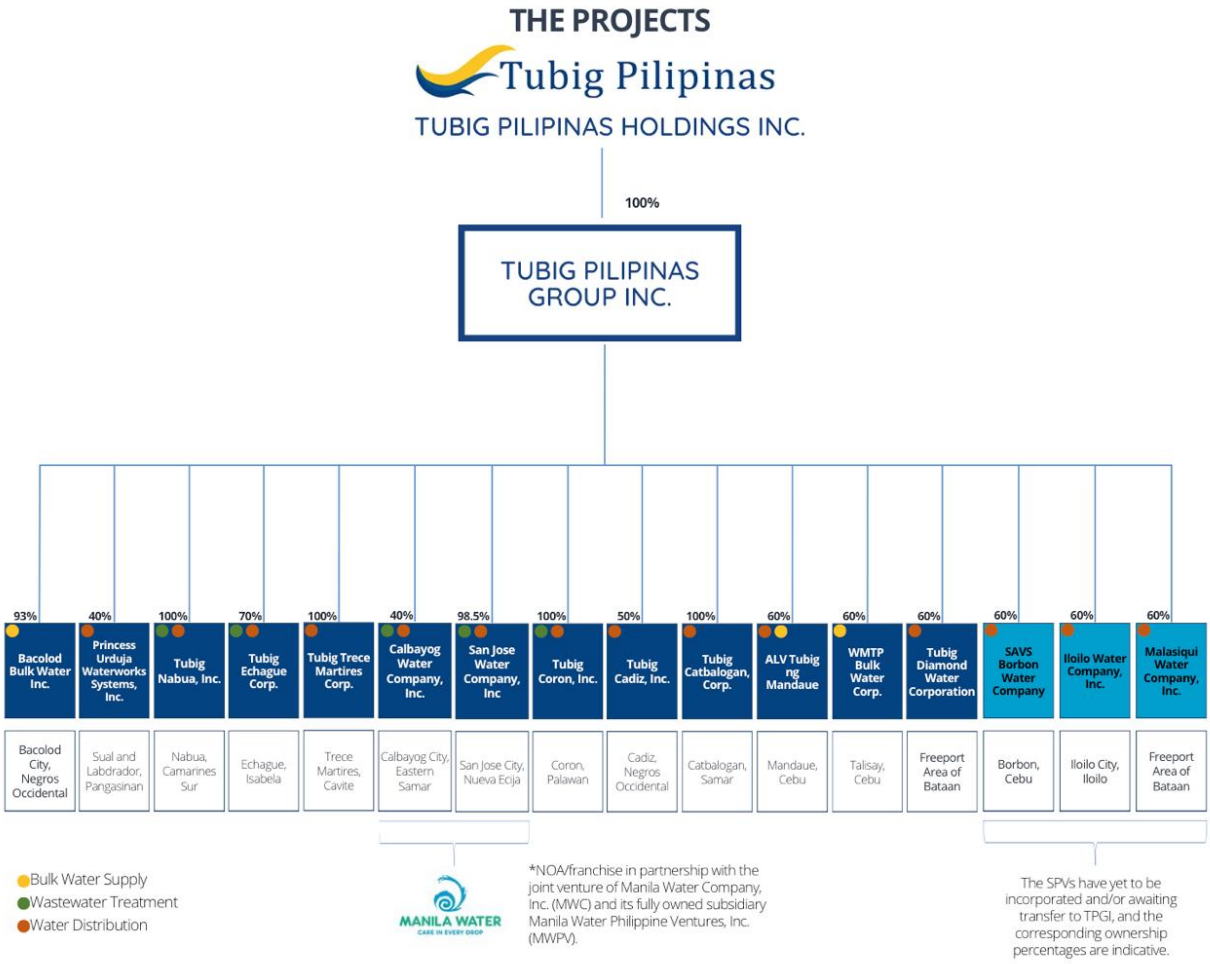
THE SUBSIDIARY

Tubig Pilipinas Group Inc.

TPGI was incorporated under the laws of the Philippines and maintains its registered office address and principal place of business at 7th Floor One Oculus Center, 2120 Don Chino Roces Ave., Makati City, 1231. TPGI was incorporated with the primary purpose to carry on the general business of operating, managing, maintaining and rehabilitating waterworks, sewerage and sanitation systems and services, specifically, for the distribution, supply and sale of potable water; the provision of sewerage and sanitation systems; the maintenance, development, repair and

upgrading of water and waste water facilities including water supply, treatment, distribution of water, sewerage and sanitation, metering and leakage control, customer service and billing; the construction, maintenance and operation of all necessary and convenient buildings, structures, dams, reservoirs, conduits, aqueducts, tunnels, purification plants, water mains, pipes, pumping stations, machineries, sanitary sewerages and other waterworks and the acquisition, lease, occupation or use of land rights of way and easement therein; the provision of allied ancillary services; and undertaking such other activities incidental to the foregoing.

TPGI was incorporated on October 27, 2014, with the goal to own, operate, manage and rehabilitate waterworks, sewage and sanitation systems and services and supply clean, potable water to unserved or underserved communities outside Metro Manila. TPGI currently has a roster of 12 active operating projects nationwide, and 5 awarded projects currently in execution phase, as well as other projects at various stages in the pipeline.



Operating Projects

Name	***Percentage Interest***	***Minority Shareholders***	***Location***	***Contract Type and Service Provided***
Bacolod Bulk Water Inc.	*93.24%*	*5.00% TGV Builders Inc. 1.76% Mactan Rock Industries Inc.*	*Bacolod City, Negros Occidental*	*Bulk Water Supply Contract - Bulk Water Supply*

Princess Urduja Waterworks Systems Inc.	*40.00%*	*30.00%* *TGV Builders Inc.* *20.00%* *R.D. Policarpio & Co. Inc.* *10.00%* *Billy Reymond de Leon*	*Sual and Labrador, Pangasinan*	*Concession Agreement-Level III Water Distribution*
Tubig Nabua Inc.	*100.00%*	*n.a.*	*Nabua City, Camarines Sur*	*JV Agreement - Level III Water Distribution and Wastewater Services*
Tubig Trece Martires Corp.	*100.00%*	*n.a.*	*Trece Martires City, Cavite*	*Private Contract - Level III Water Distribution*
Calbayog Water Company, Inc.	*40.00%*	*60.00%* *Manila Water Philippine Ventures Inc.*	*Calbayog City, Samar*	*JV Agreement Level III Water Distribution and Wastewater Services*
San Jose Water Company, Inc.	*97.00%*	*3.00%* *Manila Water Philippine Ventures Inc.*	*San Jose City, Nueva Ecija*	*JV Agreement - Level III Water Distribution and Wastewater Services*
Tubig Coron Inc.	*100.00%*	*n.a.*	*Coron, Palawan*	*JV Agreement - Level III Water Distribution and Wastewater Services*
Tubig Cadiz Inc.	*50.00%*	*50.00%* *DLB Bataan Water Corporation*	*Cadiz City, Negros Occidental*	*Private Contract - Level III Water Distribution*
SAVS Borbon		*85.00%* *SAVS Water Utilities Corp.* *15.00%* *LGU of Municipality of Borbon*	*Borbon, Cebu*	*Concession Agreement-Level III Water Distribution and Wastewater Services*
Tubig Catbalogan Corp.	*100.00%*	*n.a.*	*Catbalogan City, Samar*	*JV Agreement - Level III Water Distribution and Wastewater Services*

Projects Under Construction

Name	***Percentage Interest***	***Minority Shareholders***	***Location***	***Contract Type and Service to be Provided***
Tubig Echague Corp.	*70.00%*	*30.00%* *TGV Builders Inc.*	*Echague, Isabela*	*Concession Agreement-Level III Water Distribution and Wastewater Services*
ALV Tubig ng Mandaue Inc.	*60.00%*	*40.00%* *ALV Water Solutions Corporation*	*Mandaue City, Cebu*	*JV Agreement - Level III Water Distribution and Wastewater Services*

WMTP Bulk Water Corp.	*60.00%*	*40.00% Watermatic International LTD.*	*Talisay City, Cebu*	*Bulk Water Supply Contract - Bulk Water Supply*
*Malasiqui Water Company, Inc.**	*50.00%*	*50.00% Manila Water Philippine Ventures, Inc.*	*Malasiqui, Pangasinan*	*Concession Agreement- Level III Water Distribution and Wastewater Services*
*Iloilo Water Company, Inc.**	*40.00%*	*60.00% Manila Water Philippine Ventures, Inc.*	*Iloilo City, Iloilo*	*Concession Agreement- Level III Water Distribution and Wastewater Services*

*Pipeline Projects***

Name	***Percentage Interest***	***Location***	***Contract Type and Service to be Provided***
Tubig Diamond Water Corporation	*60.00%*	*Mariveles, Bataan*	*JV Agreement - Level III Water Distribution and Wastewater Services*

TPGI's eleven (11) operating projects and their respective treatment plants and distribution systems are presently contributing clean and sustainable potable water to several thousand households in the host communities and is expected to benefit the local economy in terms of tourism and industrial activities.

Bacolod Bulk Water Inc. ("BBWI")

On March 10, 2016, the consortium of Tubig Pilipinas Group Inc. (93.24%), TGV Builders Inc. (5.00%), and Mactan Rock Industries Inc. (1.76%) was awarded the Bacolod City Water District ("**BACIWA**") Bulk Water Supply Project, a 25-year bulk water supply project that involves the supply of an initial 20,000 cubic meters per day ("**CMD**"), escalating to 150,000 CMD for the two (2) injection points. This bulk water supply project is being operated through Bacolod Bulk Water Inc. Injection Point 1 started delivering water in October 2017 while Injection Point 2 started delivering water March 2025.

BACIWA Bulk Water Supply Contracts

The BACIWA Bulk Water Supply Project was bid out on July 1, 2015 by way of a competitive bidding under RA No. 9184 otherwise known as the "Government Procurement Reform Act". The consortium of TPGI, Mactan Rock, and TGV Builders, Inc. were declared the sole pre-qualified bidders, which submitted the best bid price. In September 2015, the notice of award was issued. On March 10, 2016, the consortium of Tubig Pilipinas Group Inc. (93.24%), TGV Builders Inc. (5.00%), and Mactan Rock Industries Inc. entered into Bulk Water Supply Contracts for Injection Point 1 and 2. In May 2016, the JV consortium of TPGI, Mactan Rock, and TGV Builders, Inc., formed and incorporated BBWI. On September 15, 2016, BBWI received the Notice to Proceed from BACIWA.

The project involves the supply of potable water to the BACIWA, a government owned and controlled corporation ("**GOCC**") established in 1973 under PD 198 and the City Council Resolution #4460 with a mandate to supply water to the people of Bacolod City. One of the nation's first water districts, BACIWA currently has 50,487 Active Service Connections and is classified as a Class A Very Large Water District. Their water source mainly comes from groundwater sources through springs and deep wells strategically situated in the service area. Average water production is 72 million liters per day with an NRW of 37.33%. Around 80.00% of the service area has 24 hours of water supply and approximately 15.00% enjoys 5 to 23 hours supply due to lack of water volume and water pressure. This bulk water project was contracted to remedy their lack of water volume and water pressure.

BBWI will be supplying an initial 10,000 CMD of potable water increasing to 75,000 CMD over the 25-year project duration delivered to BACIWA's ground water reservoir injection point via spiral welded steel pipes at a price of ₱8.85 and ₱9.85 per cubic meter for injection point 1 and 2 respectively.

Under the contract, the minimum contracted volume is as follows:

Year	Minimum (cm^3)	Maximum (cm^3)	Year	Minimum (cm^3)	Maximum (cm^3)
1	10,000	15,000	14	50,000	55,000
2	15,000	20,000	15	55,000	60,000
3	20,000	25,000	16	55,000	60,000
4	20,000	25,000	17	60,000	65,000
5	25,000	30,000	18	60,000	65,000
6	30,000	35,000	19	60,000	65,000
7	35,000	40,000	20	65,000	70,000
8	35,000	40,000	21	65,000	70,000
9	40,000	45,000	22	65,000	70,000
10	45,000	50,000	23	70,000	75,000
11	45,000	50,000	24	70,000	75,000
12	50,000	55,000	25	70,000	75,000
13	50,000	55,000			

On May 2023, BACIWA's board of directors approved the rescission of the BBWI Bulk Water Contract Delivery Point 2. Following such rescission, on June 25, 2024, BBWI, BACIWA and Primewater executed the PRIMEWATER-BACIWA Bulk Water Supply Contract as a succeeding arrangement. On July 8, 2026, BBWI received a letter from BACIWA informing it of the approval of final settlement of for Injection Poin 2 including liquidated damages payable under BBWI Bulk Water Contract Delivery Point 2 requiring BBWI to pay before December 15, 2026. On October 2026, BBWI accepted the settlement, which closes open items between BBWI and BACIWA for BBWI Bulk Water Contract Delivery Point 2.

PRIMEWATER-BACIWA Bulk Water Supply Contract

Bacolod Bulk Water Inc. (BBWI) signed a Bulk Water Supply Contract with Primewater Infrastructure Corp. in June 2024. This agreement carries the formal conformity of the Bacolod City Water District (BACIWA). Under this agreement, BBWI serves as the bulk provider to meet the potable water demand of Bacolod City. The contract utilizes a "take-or-pay" mechanism to secure a revenue floor and predictable cash flow.

The contract mandates a volume ramp-up starting at 10 million liters per day (MLD) in Year 1 and reaching 25 MLD by Year 5. The tariff schedule begins at a base rate of P13.39 per cubic meter (exclusive of VAT) and increases to P29.52 per cubic meter by the final years of the concession. BBWI manages margins through price-adjustment clauses linked to the Consumer Price Index (CPI) and Power Price Index (PPI).

Year	Volume (MLD)	Tariff Rate (Exclusive of VAT)	Tariff Rate (Inclusive of 12% VAT**)
2024	10	13.39	15.00
2025	15	14.73	16.50
2026	20	15.50	17.36
2027	20	15.50	17.36
2028	25	15.50	17.36
2029	25	18.60	20.83
2030	25	18.60	20.83
2031	25	22.32	25.00
2032	25	22.32	25.00
2033	25	22.32	25.00
2034	25	22.32	25.00
2035	25	22.32	25.00
2036	25	25.67	28.75
2037	25	25.67	28.75
2038	25	25.67	28.75
2039	25	25.67	28.75
2040	25	25.67	28.75
2041	25	29.52	33.06
2042	25	29.52	33.06
2043	25	29.52	33.06
2044	25	29.52	33.06
2045	25	29.52	33.06

***The 12% applicable VAT may be changed upon the implementation of a law amending the VAT percentage (%) or imposing additional taxes which may be passed on to customers.*

Tubig Trece Martires Corp.

The Trece Martires Sunshine Ville Development is the first project of TPGI. This is a bulk water supply and Level III water distribution project to supply potable water to 6,000 households of the National Housing Authority ("**NHA**") housing projects in Trece Martires, Cavite. The facilities are fully-constructed, and presently serve a population of 30,000 residents. Another phase of construction for an additional 1,500 households has just been completed, hence an extension of the water system and facilities is currently being designed to supply water to the new phase.

TTMC operates a water supply system with a total production capacity of approximately 4.8 million liters per day (MLD), supported by five (5) deep well pumping stations, a 25,000-gallon storage tank, and three (3) standby generator sets that enhance operational reliability and service continuity. Continuous investments in water source development and infrastructure upgrades have strengthened the system's capacity to support a growing customer base.

The project was started with the successful development of its first water source and construction of the water system in October 2014. Since then, TPGI continuously expanded the water system and developed another water source as demand increased. TPGI operates a number of water sources with its operations now housed under its subsidiary on October 8, 2020 upon incorporation of Tubig Trece Martires Corp.

Situated in Cavite, one of the Philippines' fastest-growing economic and residential provinces, TTMC benefits from sustained urbanization and increasing housing demand. Its proven operating track record, scalable infrastructure, and continuing network expansion position the company for long-term operational growth and value creation.

Operational Statistics

WITH TPGI				
	2023	**2024**	**2025**	**As of June 30, 2026**
Produced Volume (m^3)	939,904	1,061,239	1,240,113	702,280

Active Service Connections	4,471	4,492	4,818	4,881
Billed Volume (m^3)	719,886	737,453	838,278	435,881
Non-Revenue Water	23%	31%	32%	38%
Breakdown of Active Service Connections:	4,471	4,492	4,818	4,881
Residential	4,471	4,492	4,809	4,873
Commercial	-	-	9	8

	Minimum Charge	**11-20 m^3**	**21-30 m^3**	**31-40 m^3**	**40 m^3 and above**
Residential	341.60	31.70	33.29	35.51	38.50
	Minimum Charge	**26 m^3 and above**			
Commercial	1,515.00	P66.00			

Tubig Coron Inc.

The project is a joint venture between TPGI and the Coron Rural Waterworks and Sanitation Association, a privately owned member cooperative. CRWSA has been operating in Coron since 1985 and covers the majority of the Poblacion of Coron. The contract between CRWSA and TPGI was signed and executed in March 2019, shortly after Tubig Coron was incorporated. The project commenced in October 2020 with the construction of the new Coron-Mabentangen impounding dam. Today, the company operates a surface water treatment facility with a production capacity of approximately 1.1 million liters per day (MLD) and a water distribution network comprising approximately 9,218 meters of 100 mm to 150 mm transmission and distribution pipelines. The system currently provides potable water services across all four (4) barangays within its service area, ensuring reliable water supply to the municipality's urban center. The project covers the entirety of Coron- Busuanga Island, it involves the design, construction rehabilitation, maintenance, operation, financing, expansion and management of the water supply and septage system of CRWSA which includes the development of new water sources including a desalination system.

As part of its long-term development strategy, Tubig Coron Corp. continues to invest in water source development, system expansion, and infrastructure modernization to enhance operational resilience, improve service reliability, and support sustainable water and wastewater management across Coron–Busuanga Island.

As the gateway to one of the world's most renowned island destinations, Coron relies on resilient and sustainable water infrastructure to support its expanding tourism industry, local communities, and business sector. With full-service coverage across its existing service area and a long-term strategy focused on developing new water sources, including desalination, Tubig Coron Corp. is strategically positioned to strengthen water security, support future economic growth, and enhance the sustainability of one of the Philippines' premier ecotourism destinations.

The problems identified in this project area relate mainly to water supply and pressure problems. Due to increasing demand of the Municipality of Coron, the old and dilapidated water system has to be reconstructed and improved. The feasibility study conducted has identified major project developments which would realize the full potential of servicing the Project area. This includes rehabilitation of its existing dam, development and construction of additional three (3) water supply facilities, resizing of its pipe networks, and installation of proper appurtenances.

From the time the operations commenced in 2020, line meters were installed to properly monitor the volume of production. Furthermore, TPGI implemented an automated read-and-bill system which allowed for a more efficient reading of water meters and billing of customers. This was also in compliance with its service obligation to improve the business operations of CRWSA.

Operational Statistics

WITH TPGI				
	2023	**2024**	**2025**	**As of June 30, 2026**
Produced Volume (m^3)	400,194	463,930	368,630	196,840
Active Service Connections	673	679	675	674
Billed Volume (m^3)	239,981	250,136	236,720	134,528
Non-Revenue Water	40%	46%	36%	32%
Population Covered	63,939	65,333	65,333	66,690
Population Coverage	5%	5%	5%	5%
Breakdown of Service Connections:	673	679	675	674
Residential	-	568	562	562
Commercial	-	111	113	112

	Min. Charge	**11-15 m^3**	**16-20 m^3**	**21-25 m^3**	**26-30 m^3**	**31-35 m^3**	**36-40 m^3**	**41-45 m^3**	**46-50 m^3**	**51m^3 and above**
Residential	₱90.00	₱9.90	₱10.80	₱11.70	₱12.60	₱13.50	₱14.40	₱15.30	₱16.20	₱17.10
Commercial	P300.00	P23.00	P25.00	P27.00	P29.00	P31.00	P33.00	P35.00	P37.00	P39.00-77.00

Tubig Nabua Inc.

The project is a joint venture between a consortium led by TPGI and the Nabua Water District ("**NAWAD**") NAWAD is a category C water district with 8,260 total service connections as of 2025. It serves 60% of the population with a coverage area that covers approximately 80% of the municipality.

A Consortium led by TPGI submitted an unsolicited proposal to NAWAD for the formation of a Contractual Joint Venture with NAWAD for the design, construction rehabilitation, maintenance, operation, financing, expansion and management of the water supply and septage system of NAWAD in the Municipality of Nabua in the Province of Camarines Sur with a project term of thirty (30) years.

On January 29, 2019, NAWAD issued the Notice of Award to TPGI. Finally, On May 9, 2019, the contract between the consortium of TPGI and NAWAD was signed and shortly thereafter Tubig Nabua was incorporated.

TNI operates an integrated water supply system with a total production capacity of approximately 2.5 million liters per day (MLD) from eight (8) water sources, consisting of two (2) deep wells and six (6) bulk water supply connections. The company currently provides potable water services to 5,562 customer connections across 34 of the municipality's 42 barangays through approximately 93,489.8 meters of transmission and distribution pipelines.

Continued investments in network expansion, system rehabilitation, and modern utility management support improved operational efficiency, service reliability, and sustainable water delivery.

As part of its long-term growth strategy, TNI remains committed to expanding service coverage, strengthening water production capacity, modernizing critical infrastructure, and enhancing customer service while promoting sustainable water resource management and operational efficiency.

With a 2024 population of 86,458, Nabua presents attractive opportunities for continued service expansion and infrastructure development. As one of the key commercial and agricultural centers of Camarines Sur, the municipality's growing economy and remaining unserved areas provide a solid platform for increasing customer connections, expanding the distribution network, and supporting long-term operational growth.

During the feasibility study, it showed that the high level of NRW, high operating expenses from bulk water suppliers, and the poor water quality of its water sources are the main problems being faced by the water district. These problems resulted in operational and financial losses leading NAWAD to engage the expertise of TPGI in improving its water system.

From the time it started taking over the operations, TPGI continuously exerted its efforts to address the main problems stated above. It immediately rehabilitated one of the main water sources of NAWAD, terminated contracts with inefficient bulk water suppliers, constructed additional ground water and spring water sources. Currently, TPGI is working towards developing more water sources and expanding the service coverage.

Operational Statistics

BEFORE TPGI (2019)		**WITH TPGI**			
		2023	**2024**	**2025**	**As of June 30, 2026**
Produced Volume	1,608,705	1,432,068	1,785,092	1,846,286	890,032
Service Connections	6,672	5,028	5,367	5,518	5,565
Billed Volume	1,042,478.89	945,149	1,045,744	1,118,292	550,163
Non-Revenue Water	33%	34%	41%	39%	38%
Population Covered	33,360	27,034	25,140	27,590	27,540
Population Coverage	38%	31%	29%	32%	32%
Breakdown of Service Connections:	5,076	5,028	5,367	5,518	5,441
Residential	6354	4,613	5,032	5,179	5,099
Commercial	318	415	335	339	342

	Minimum Charge	11-20 m^3	21-30 m^3	31-40 m^3	40 m^3 and above
Residential	P284.70	P49.01	P53.95	P60.52	P68.45
Commercial	P498.23	P85.74	P94.38	P105.89	P119.73
Industrial	P569.40	P98.02	P107.90	P121.03	P136.89
Bulk	P854.10	P147.03	P161.85	P181.55	P205.34

Newly approved tariff rates effective on September 2026:

	Minimum Charge	11-20 m^3	21-30 m^3	31-40 m^3	41-50 m^3	51 m^3 and Up
Residential	P300.00	P51.64	P56.85	P63.77	P72.12	P73.71
Commercial	P600.00	P103.28	P113.70	P127.54	P144.24	P147.42
Industrial	P600.00	P103.28	P113.70	P127.54	P144.24	P147.42
Bulk	P900	P154.92	P170.55	P191.31	P216.36	221.13

Tubig Cadiz Inc.

On August 28, 2020, TPGI executed a Memorandum of Agreement (MOA) with the developers of the Yolanda Housing Project of the National Housing Authority ("NHA") granting Tubig Pilipinas Group Inc. authority to construct/install, operate, manage, and maintain a water system for the residents of the housing project in Cadiz, Negros Occidental. Tubig Cadiz Inc. was incorporated on March 17, 2021 and was formed to continue the implementation of the Cadiz Project, a Level II and Level III water supply project to supply retail water to four (4) NHA housing projects. The residents here are composed of relocatees from the same area whose homes (located in the nearby coastal areas) were destroyed by storm surges and tidal waves brought about by Typhoon Yolanda in 2013. TPGI has a 50.00% participation in this project.

The company operates a water supply system with a total production capacity of approximately 2.42 million liters per day (MLD), supported by two (2) pumping stations, a 40-cubic-meter reservoir, two (2) Variable Frequency Drives (VFDs), and dedicated operational facilities, including a site office. Water is distributed through approximately 7,534 meters of 50 mm to 100 mm uPVC transmission and distribution pipelines, providing reliable water services across 2 of the 2 barangays within its service area.

Tubig Cadiz Inc. continues to strengthen its operations through strategic investments in system optimization, infrastructure expansion, and operational efficiency to ensure dependable water supply while supporting the growing needs of residential communities and future development within its service area.

Located along the northern coast of Negros Occidental, Cadiz City is recognized for its thriving fisheries, agriculture, and agro-industrial economy while continuing to strengthen community resilience through sustained infrastructure development. By providing essential water services to strategically planned resettlement communities, Tubig Cadiz Inc. plays a vital role in improving quality of life and supporting inclusive local development. As the surrounding communities continue to grow, the company is well-positioned to expand its service capacity and deliver sustainable long-term value through continued infrastructure investment and operational excellence.

Operational Statistics

WITH TPGI				
	2023	2024	2025	As of June 30, 2026
Produced Volume (m^3)	310,734	296,287	254,827	148,027

Active Service Connections	1,682	1,728	1,757	1,428
Billed Volume (m^3)	204,286	209,467	211,417	113,883
Non-Revenue Water	34%	29%	17%	23%
Population Covered	6,728	6,912	7,028	7,072
Population Coverage	81%	83%	85%	85%
Breakdown of Active Service Connections:	1,682	1,728	1,757	1,428
Residential	1,682	1,728	1,757	1,428

	Minimum Charge	**11-20 m^3**	**21 – 30 m^3**	**31-40 m^3**	**41 m^3 and above**
Residential	₱140.00	₱16.80	₱17.75	₱19.60	₱21.95

San Jose City (N.E.) Water Company, Inc.

San Jose Water Company Inc. is the Project Company formed by the consortium of Tubig Pilipinas Group Inc. and Manila Water Philippine Ventures Inc. who currently own 97.00% and 3.00% respectively.

Under the 25-year joint venture agreement with SJCWD, which was awarded last December 22, 2019, as amended on July 12, 2023 the consortium shall assume all management and operations of the water district including the management of district personnel, collection of revenues, and disbursement of funds. The consortium shall have the primary obligation to expand distribution network and spread the reach of the SJCWD Service Coverage from 60% to 80% (equivalent to 100% of the urban Barangays) from year 1 to 5 of the cooperation period; improve the water quality while maintaining an acceptable tariff; provide environmentally sustainable used water services; improve water pressure for underserved consumers; explore and develop additional water sources to mitigate foreseen water supply-demand gap; maximize returns for the JV parties, particularly in terms of increased dividends and shareholder value; and, expand SJCWD employee opportunities in terms of training and professional development.

SJWCI has developed a reliable and modern water utility system supported by six (6) strategically located pumping stations with a combined production capacity of approximately 14.0 million liters per day (MLD). Each facility is equipped with Variable Frequency Drive (VFD) controls to optimize energy efficiency and standby generator sets to ensure uninterrupted water operations during power outages. The system is further strengthened by a 250-cubic-meter steel ground storage tank with a booster pumping system at the Malasin Pumping Station, providing improved pressure management, operational flexibility, and water supply reliability across the distribution network.

The company currently operates an extensive water distribution network consisting of approximately 87,266 meters of 50 mm to 300 mm uPVC transmission and distribution pipelines, providing potable water services to 9,541customers across 14 of the 38 barangays of San Jose City, Nueva Ecija, including 10 urban and 4 rural barangays. To enhance operational efficiency and support data-driven decision-making, SJWCI has adopted a Geographic Information System (GIS) for advanced asset mapping, infrastructure planning, network analysis, and maintenance management. In addition, the company has established a Water Meter Testing Laboratory to improve metering accuracy, strengthen revenue assurance, and support the continuous advancement of metering technologies.

As part of its long-term development strategy, SJWCI is committed to expanding its distribution network and increasing service coverage from 60% to 80%, equivalent to 100% of the urban barangays of San Jose City within the first five years of the cooperation period. The company likewise aims to continuously improve water quality while maintaining affordable and sustainable tariffs, enhance water pressure for underserved communities, develop additional water sources to address future supply-demand requirements, implement environmentally sustainable water

and wastewater management solutions, and invest in the continuous training and professional development of its workforce.

In 2026, SJWCI commenced desludging services through a partnership with Cabanatuan City Septage Treatment Corporation (CCSpTC) and invested in a 2,000-square-meter site for the development of its own Septage Treatment Plant (STP). Further developing its wastewater operations, the company is set to receive two (2) desludging vacuum trucks later this year, reinforcing its long-term commitment to sustainable sanitation services and operational growth.

With a total population of 156,714, San Jose City presents substantial potential for continued service expansion. Based on the current service footprint of 13,403 households across only 14 of the city's 38 barangays, significant opportunities remain to extend water services to unserved and underserved areas. Continued expansion of the distribution network, development of new water sources, and infrastructure modernization are expected to support increased customer connections, improved water accessibility, and sustained long-term growth.

Operational Statistics

BEFORE TPGI (2021)		**WITH TPGI**			
		2023	**2024**	**2025**	**As of June 30, 2026**
Produced Volume (m^3)	2,573,250	3,508,108	3,453,724	3,566,931	1,838,203
Active Service Connections	8,499	9,171	9,495	9,598	9,695
Billed Volume (m^3)	1,760,079	1,983,676	2,057,694	2,055,759	1,030,335
Non-Revenue Water	32%	43%	40%	42%	44%
Population Covered	155,831	161,681	164,695	167,749	167,749
Population Coverage	52%	54%	54%	53%	53%
Breakdown of Service Connections:	8,499	9,171	9,495	9,598	9,541
Residential	7,916	8,471	8,696	8,779	8,726
Commercial	583	700	799	819	815

	Minimum Charge	**11-20 m^3**	**21-30 m^3**	**31-40 m^3**	**41-50 m^3**	**50 m^3 and above**
Residential	₱225.00	₱23.65	₱25.45	₱27.80	₱30.65	₱34.10
Commercial	₱450.00	₱47.30	₱50.90	₱55.60	₱92.10	₱92.10
Industrial	₱337.50	₱35.45	₱38.15	₱41.70	₱45.95	₱51.15
Bulk	₱675.00	₱70.90	₱76.35	₱83.40	₱91.95	₱102.30
Tondod Water System	₱185.00	₱19.50	₱21.00	₱23.00	₱25.50	₱28.00

Tubig Catbalogan Corp.

On December 28, 2022, Tubig Pilipinas Group Inc. signed a 25-year contractual joint venture agreement with Catbalogan Water District for the privatization of the development, expansion, operations, and maintenance of the water distribution, sewage and septage system in Catbalogan, Samar. On September 19, 2023, Tubig Catbalogan Corp. was incorporated as the implementing company of the project.

Recognizing the city's varied topography and expanding urban and coastal communities, TCC operates an integrated water supply system with a total production capacity of approximately 11.7 million liters per day (MLD) sourced from eight (8) water sources, consisting of four (4) deep wells, three (3) spring sources, and one (1) surface water source from the Antiao River. The system is further supported by six (6) strategically located booster pumping stations, enabling efficient pressure management and reliable water distribution across both lowland and elevated service areas.

TCC currently provides potable water services to 9,424 customer connections across 24 of the city's 57 barangays, serving a significant portion of Catbalogan City's population through its expanding distribution network. To strengthen operational efficiency and ensure sustainable utility management, the company continues to invest in system rehabilitation, network expansion, asset management, and modern operational technologies that improve service reliability, reduce water losses, and enhance customer satisfaction.

As part of its long-term development strategy, TCC is committed to progressively expanding service coverage to unserved and underserved barangays, increasing system reliability, developing additional water sources to meet future demand, and modernizing critical infrastructure. The company also prioritizes operational efficiency, environmental stewardship, and continuous service improvement while maintaining affordable and sustainable water services that support the city's economic growth and community development.

As the commercial, educational, and government center of Samar, Catbalogan City continues to experience increasing demand for reliable water services driven by urbanization, business expansion, and population growth. With a 2024 population of 107,896 and water services currently reaching only 22 of the city's 57 barangays, significant opportunities remain to expand service coverage, increase customer connections, and enhance critical water infrastructure. Supported by the city's role as the regional gateway of Samar and its growing economic activity, TCC is well-positioned to deliver long-term operational growth while contributing to the sustainable development of Catbalogan City.

Under the Joint Venture Agreement, the Consortium shall assume the management and operation of the water district, including the management of district personnel, collection of revenues, and disbursement of funds, and shall undertake the rehabilitation and expansion of the water supply and distribution system; ensure compliance with the Philippine National Standards for Drinking Water (PNSDW); develop additional water sources; implement a Non-Revenue Water (NRW) reduction program targeting a reduction from 34.33% to 15% by the end of the tenth (10th) year; provide adequate water for public purposes; establish and operate a septage management system, including the development of a Septage Treatment Plant and the implementation of a five-year desludging program; and maintain high standards of customer service throughout the concession period.

To ensure long-term water security and support projected population growth and future developments, including the proposed Sky City Development, Reclamation Business Center, Port Area, Airport Area, and expansion to the Sierra Island barangays, the Company plans to develop additional water sources, including Cagutian Spring and Cagusipan Spring, with an estimated combined potential capacity of 27,362 cubic meters per day. The development program likewise includes the construction of new water treatment and storage facilities, including a 5-MLD water treatment plant and a 4,000-cubic meter storage reservoir at Cagutian, the upgrading of the Kulador Water Treatment Facility, expansion of the transmission and distribution network through more than 80 kilometers of additional pipelines over the concession period, acquisition and installation of pumps and booster stations, implementation of a comprehensive NRW reduction program, construction and operation of a Septage Treatment Plant, and continuous expansion of customer service connections and replacement of water meters to improve operational efficiency and service reliability.

Operational Statistics

BEFORE TPGI (2022)		WITH TPGI			
		2023	**2024**	**2025**	**As of June 30, 2026**
Produced Volume	277,201	603,844	3,156,548	3,437,931	1,825,388
Service Connections	9,713	9,621	9,600	9,560	9,422
Billed Volume (m³)	18,2765	373,875	2,005,831	2,046,836	948,774
Non-Revenue Water	34%	38%	36%	40%	48%
Population Covered	75,947	75,947	76,391	76,391	76,391
Population Coverage	71%	71%	71%	71%	71%
Breakdown of Service Connections:	9,713	9,621	9,600	9,560	9,424
Residential	8,538	8,454	8,363	8,341	8,234
Commercial	1,018	1,012	1,066	1,043	1,014
Industrial	157	155	171	176	176

Tubig Echague Corp.

A concession granting TPGI the authority to construct, operate, manage, and maintain a water, sewage, and septic utility system in Echague was granted by way of Municipal Resolution 2016-165, on December 5, 2016. On the same day, the Sangguniang Bayan also authorized the Mayor of Echague to enter into a Memorandum of Agreement with TPGI by virtue of Municipal Resolution number 2016-17.

Under the concession, TPGI shall ensure that the potable water will conform to or will be of superior quality to the Philippine National Standards for drinking water. TPGI shall also ensure that its sewage and septic utility plant and system conform to the Philippine Clean Water Act of 2004.

The Project involves constructing, owning, operating, managing and maintaining, for a period of 25 years, bulk water production and Level III water supply distribution system for the Municipality of Echague, Isabela Province to supply potable water to its 80,000 residents with water to be sourced from the river that runs directly through the municipality. This shall be filtered, treated, and delivered directly to the residents' households via polyethylene pipes.

On September 28, 2023, Tubig Echague Corp. was incorporated as the implementing company of the project. The company is expected to commence its commercial operations in the forth quarter of 2026.

To date, the project has achieved substantial construction progress. The transmission and service line network has already been laid, establishing the primary distribution system for the delivery of potable water to service areas. The pump house has likewise been completed and the energization of the production well is in its final stages. The water supply system is targeted to commence commercial operations in the forth quarter of 2026.

	Minimum Charge	**11 - 20 m³**	**21 – 30 m³**	**31- 40 m³**	**41 m³ and above**
Residential	₱300.00	₱32.00	₱37.00	₱47.00	₱51.00

Commercial / Industrial	₱600.00	₱64.00	₱72.00	₱94.00	₱102.00

Calbayog City Water Company, Inc.

Calbayog Water Company Inc. which was incorporated on April 26, 2019 is owned by TPGI with 40% of the company shares and Manila Water Philippine Ventures with 60% of the shares.

Together with Manila Water Philippine Ventures, TPGI entered into a Joint Venture Agreement with Calbayog City Water District for the design, construction, rehabilitation, operation, maintenance, financing, expansion, and management of the water supply and septage system of Calbayog City. The Joint Venture Agreement is set to be effective for twenty-five (25) years which may be renewed for another twenty-five (25) years. MWC and MWPV are collectively entitled to hold 60% of the project company, Calbayog Water Company, Inc., while TPGI holds 40% of the aforementioned project company.

Under the joint venture agreement, which was awarded last July 3, 2019, the consortium shall assume all management and operations of the water district including the management of district personnel, collection of revenues, and disbursement of funds. The consortium shall have the obligation to expand distribution network and spread the reach of the CCWD Service Coverage from 32% to 56% (equivalent to 95% of the urban Barangays) from year 1 to 5 of the cooperation period; improve the water quality while maintaining an acceptable tariff; provide environmentally sustainable used water services; improve water pressure for underserved consumers; explore and develop additional water sources to mitigate foreseen water supply-demand gap; maximize returns for the JV parties, particularly in terms of increased dividends and shareholder value; and, expand CCWD employee opportunities in terms of training and professional development. Calbayog water company was incorporated and started operating in October 2019.

Operational Statistics

WITH TPGI				
	2023	**2024**	**2025**	**As of June 30, 2026**
Produced Volume (m^3)	4,901,088	4,920,111	4,234,306	2,369,090
Service Connections	15,479	16,227	16,862	17,125
Billed Volume (m^3)	2,980,985	3,497,835	3,258,837	1,768,552
Non-Revenue Water	39%	29%	23%	25%
Population Covered	188,930	189,591	190,255	190,921
Population Coverage	40.96%	42.79%	44.31%	44.85%
Breakdown of Service Connections:	15,479	16,227	16,862	16,769
Residential	14,103	14,825	15,375	15,303
Commercial	1,359	1,390	1,486	1,466
Industrial	17	12	1	-

	Minimum Charge	**11 - 20 m^3**	**21 – 30 m^3**	**31 - 40 m^3**	**41 m^3 and above**
Domestic / Government	₱287.00	₱33.15	₱36.00	₱40.00	₱44.75

Commercial / Industrial	₱574.00	₱66.30	₱72.00	₱80.00	₱89.50
Commercial A	₱502.25	₱58.00	₱63.00	₱70.00	₱78.30
Commercial B	₱430.50	₱49.70	₱54.00	₱60.00	₱67.10
Commercial C	₱358.75	₱41.45	₱45.00	₱50.00	₱56.00
Bulk Water	₱66.00/m^3				

Princess Urduja Waterworks Systems Inc. ("PUWSI")

PUWSI was incorporated on January 13, 2012, to construct, build, maintain, and operate, own or hold by purchase or otherwise, lease, rent, or in any other manner lawfully acquire, by itself, or through a subsidiary or affiliate, pipelines, mains, water treatment, and sewage treatment plants and facilities for the water and water rights from and to individuals, firms, corporations, municipalities, or cities, to own, operate, maintain, and control such meters and other equipment as may be necessary in conducting its business; and to buy, own, sell, lease, or rent all such property, real (including land), personal, or mixed, if necessary in the conduct of its business aforesaid and not contrary to law. On April 29, 2010 and on January 15, 2013, PUWSI was granted the franchise to construct, install, operate, and maintain the water supply systems in the Municipalities of Sual and Labrador, Pangasinan respectively. In 2015, Tubig Pilipinas Group Inc. acquired a 40% stake in PUWSI.

PUWSI operates two independent water supply systems serving the municipalities of Sual and Labrador. As the primary water utility within its franchise areas, PUWSI continues to invest in system expansion, infrastructure modernization, and operational improvements to strengthen water security and meet the increasing demands of residential, commercial, institutional, and industrial customers. The company remains committed to delivering reliable, safe, and sustainable water services while supporting the long-term development of the communities it serves.

Strategically serving the coastal municipalities of Sual and Labrador in western Pangasinan, PUWSI benefits from a service area driven by diverse economic activities, including power generation, fisheries, agriculture, tourism, and coastal commerce. These industries continue to generate sustained demand for reliable water infrastructure and utility services.

Sual Water Supply Project

The Sual Water Supply Project involves constructing, owning, operating, managing and maintaining, for a period of 25 years, bulk water production and Level III water utility system for the Municipality of Sual, Pangasinan to supply its residents with potable water delivered directly to their households via polyethylene pipes. An exclusive franchise to operate, manage, and maintain a water utility system in Sual was awarded to Princess Urduja by way of Sangguniang Bayan Resolution 2012-036 on June 15, 2012, and the notice to proceed was issued shortly thereafter. Princess Urduja conducted source development and pipelaying work which connects and supplies water to more than 2,000 households.

Sual, Pangasinan is a first-class Municipality in the province of Pangasinan. It is situated in the north-western section of the province along the western coastline of the Lingayen Gulf. The total land area of Sual is approximately 15,000 hectares. There are 15 barangays with a total population of approximately 40,000 residents. PUWSI currently provides water service to 5 of the municipality's 19 barangays through approximately 31,210 meters of 50 mm to 150 mm transmission and distribution pipelines. Water production is supplied by one (1) groundwater pumping station with a rated capacity of approximately 0.864 million liters per day (MLD), supported by one (1) ground storage tank and one (1) elevated storage tank with a combined storage capacity of 200 cubic meters, as well as three (3) booster pumps equipped with Variable Frequency Drives (VFDs) to optimize system pressure and operational efficiency.

	Minimum Charge	**11-20 m^3**	**21 – 30 m^3**	**31 – 40 m^3**	**41 – 50 m^3**	**Over 50 m^3**

Residential	₱280.00	₱30.80	₱35.00	₱39.50	₱44.00	₱50.50
Commercial / Industrial	₱1,400.00	₱70.00 (26-100 m^3)	₱88.00/m^3 (over 100 m^3)			

Labrador Water Supply Project

The Labrador Water Supply Project involves constructing, owning, operating, managing and maintaining, for a period of 25 years, bulk water production and Level III water supply distribution system for the Municipality of Labrador, Pangasinan Province to supply its 31,000 residents with potable water delivered direct to their households via polyethylene pipes. A franchise to construct, operate, manage and maintain a water utility system in Labrador was awarded to Princess Urduja by way of Sangguniang Bayan Resolution 039-2012, on March 19, 2012. The same Sangguniang Bayan then authorized the Mayor of Labrador to enter into a water supply agreement with Princess Urduja in November 2012. The water supply agreement between the Municipality of Labrador and Princess Urduja was signed on January 15, 2013.

Labrador, Pangasinan is a fourth-class Municipality in the province of Pangasinan. It is situated at the south of Sual, along the western coastline of the Lingayen Gulf. The total land area of Labrador is approximately 12,000 hectares. There are 10 barangays with a total population of approximately 31,000 residents. PUWSI serves 8 of the municipality's 10 barangays through approximately 24,680 meters of 50 mm to 150 mm transmission and distribution pipelines. Water is produced from one (1) surface water treatment facility with a rated capacity of approximately 0.864 MLD, utilizing three (3) pumps equipped with Variable Frequency Drives (VFDs), and is supported by one (1) ground storage tank with a capacity of 150 cubic meters. The system currently provides water services to approximately 27% of Labrador's total population of 19,455, demonstrating a stable operational base with significant potential for customer and network expansion.

	Minimum Charge	**11-20 m^3**	**21-30 m^3**	**31-40 m^3**	**41-50 m^3**	**50 m^3 and above**
Residential	₱335.00	₱36.00	₱38.50	₱42.50	₱46.50	₱51.00
Commercial	₱1,672.50	₱77.00 (26 – 100 m^3)	₱93.00 (over 100 m^3)			

Operational Statistics (Sual and Labrador)

WITH TPGI			
	2024	**2025**	**As of June 30, 2026**
Produced Volume (m^3)	646,693	658,702	364,775
Active Service Connections	2,348	2,485	2,500
Billed Volume (m^3)	484,443	487,750	257,159
Non-Revenue Water	25%	26%	30%
Population Covered	36,834	36,834	36,834
Population Coverage	32%	34%	34%
Breakdown of Service Connections:	2,348	2,485	2,496
Residential	2,283	2,416	2,427
Commercial	65	62	69

Malasiqui Water Project

On July 17, 2017 the municipal government of Malasiqui, Pangasinan passed twin resolutions granting a franchise to Tubig Pilipinas Group Inc., and Manila Water Philippine Ventures ("MWPV") for the design, construction, development, operation and maintenance of the Malasiqui Bulk Water Supply and Distribution system in the Municipality of Malasiqui, Pangasinan. Shortly thereafter, MWPV and TPGI signed a development agreement agreeing to jointly undertake the project and form a project company to be 50% owned by TPGI and 50% owned by MWPV. The project company, named Malasiqui Water Company, Inc., is currently pending incorporation with the Philippine SEC.

The project involves the establishment and development of an entirely new level 3 water system including water sources, pipe laying and the operation and maintenance thereof for the municipality of Malasiqui to cater to the municipalities' nearly 150,000 people, majority of whom do not enjoy direct water supply to their households.

	Minimum Charge	**11 - 20 m^3**	**21 – 30 m^3**	**31 - 40 m^3**	**41 m^3 and above**
Residential	₱284.00	₱30.00	₱35.00	₱40.00	₱45.00
Commercial / Industrial	₱530.00	₱63.00	₱73.00	₱83.00	₱93.00

Iloilo Water Project

On March 26, 2019, the City Government of Iloilo (in view of insufficient coverage and lack of water supply by the existing Metro Iloilo Water District), passed an ordinance granting Manila Water Philippine Ventures, Inc. and Tubig Pilipinas Group Inc. or their duly designated joint venture company, a franchise to construct, establish, commission, operate and maintain a water supply system for Iloilo City. The project company, named Iloilo Water Company, Inc., is currently pending incorporation with the Philippine SEC.

Despite being the largest and most developed city in Western Visayas, less than 35% of the City of Iloilo is covered by the current water supplier, with more than half of those supplied unable to enjoy 24/7 water supply services. Hence, this project envisions developing independent water sources to supply to the Molo and La Paz commercial areas of Iloilo City currently underserved by the water district.

	Minimum Charge	**11 - 20 m^3**	**21 - 30 m^3**	**31 - 40 m^3**	**41 - 50 m^3**	**50 m^3 and above**
Residential	₱200.00	₱22.00	₱25.00	₱29.00	₱34.00	₱40.00
Commercial	₱400.00	₱44.00	₱50.00	₱58.00	₱68.00	₱92.10

ALV Tubig ng Mandaue Inc.

The Mandaue Bulk Water Supply and Distribution Project is a joint venture between TPGI and the City of Mandaue, Cebu, as commemorated by a signing in March 17, 2022. The 25-year agreement governs the development of a new water distribution facility for the local area. The project company, ALV Tubig ng Mandaue Inc. was incorporated in May 23, 2024.

WMTP Bulk Water Corp.

The Jaclupan Bulk Water Supply Project represents a strategic long-term infrastructure commitment between the consortium of TPGI and Watermatic International and the Metropolitan Cebu Water District (MCWD). Formalized on August 8, 2023, this 25-year bulk water supply Contract Agreement is designed to address the region's escalating water demand by providing a contracted volume of up to 50 million liters per day (MLD). With a scheduled

commencement date of September 2025, the project utilizes a competitive tariff rate of P57.98, ensuring a balance between project bankability and consumer affordability. This facility, currently under construction, leverages advanced treatment technology to secure a high-capacity, reliable potable water source for the Metro Cebu area.

Tubig Diamond Water Corporation

The Freeport Area of Bataan Project is a Joint Venture between the consortium of Tubig Pilipinas Group, Inc. (TPGI) and FB Infrastructure Corp. (FBIC), and the Authority of the Freeport Area of Bataan (AFAB) for the improvement and management of the water supply and sanitation services within the freeport area through massive upgrade, rehabilitation, and expansion. The Joint Venture Agreement (JVA) was signed in July 23, 2026 for a 25-year concession period. The Project covers approximately 1,686.90 hectares within the Freeport Area of Bataan (FAB) in Mariveles, Bataan, serving residential, commercial, industrial, and institutional users. Tubig Diamond Water Corporation was incorporated on October 9, 2026.

The Project involves the comprehensive rehabilitation, upgrade, operation, maintenance, and expansion of the existing water supply and sewerage systems. Key interventions include the rehabilitation and replacement of aging pipelines, upgrading of existing water supply facilities, construction of new water supply and storage facilities, development of additional water sources, implementation of non-revenue water (NRW) reduction and meter replacement programs, and adoption of modern monitoring and preventive maintenance practices. The sanitation component will likewise improve wastewater management through the rehabilitation and development of sewage treatment facilities and related services. These interventions are intended to address existing limitations in water availability, aging infrastructure, operational inefficiencies, and inadequate wastewater treatment while expanding service coverage to new residential and industrial areas within the FAB.

Over the 25-year concession period, the Project is designed to support the continued growth and development of the FAB by providing reliable and sustainable water supply and effective sanitation services. The investment is estimated at approximately ₱1.36 billion, with major allocations for pipe laying and appurtenances, NRW reduction, new water source development, pumping facilities, meter replacement, and rehabilitation of the water treatment plant and sewage treatment facilities. The Project targets the expansion of water service connections from 1,600 to approximately 20,000 and an increase of water supply from 16 million liters per day (MLD) to 43 million liters per day (MLD) by the end of the concession period, while maintaining an average water pressure of 40 psi, achieving PNSDW-compliant water quality, and reducing non-revenue water (NRW) from 51% to 20%.

COMPETITION

There are no existing competitors within the franchise / concession areas of TPGI and its subsidiaries except for Coron, Malasiqui and Iloilo.

TPGI, however, considers Maynilad Water, Manila Water, MetroPac Water Investments Corporation, and Prime Water Infrastructure Corporation, to be its potential competitors when it comes to bidding for new projects. The principal areas of competition are pricing where the cost of sourcing, treatment, and delivery to customers of the water supply play a crucial role, and quality of construction and service.

SUPPLIERS

The Company procures products from manufacturers that are well recognized in the industry and values technology as a vital factor in economically sourcing, and scientifically treating water supply at a lesser cost.

Pipes and Appurtenances

TPGI maintains direct relationships and arms-length terms with domestic and foreign pipe manufacturers. The procurement portfolio includes steel, PVC, and HDPE pipes sourced from suppliers with established track records in local and international markets. These manufacturers provide the infrastructure components necessary to meet pressure and durability requirements for municipal water systems. By sourcing from entities with a proven foothold

in the industry, TPGI ensures that distribution networks are built using materials that comply with engineering standards.

Chemicals and Disinfection

TPGI sources water treatment and disinfection chemicals from domestic and foreign providers. The company procures a portfolio of products, including Calcium Hypochlorite and Chlorine Dioxide, to ensure water potability and operational safety. Suppliers provide technical assistance and commissioning services to maintain standards across infrastructure projects. In addition to external sourcing, TPGI is developing its capacity to produce chlorine from raw chemicals using electrolytic technology. This initiative aims to internalize production, stabilize the supply chain, and reduce reliance on third-party chemical providers.

Pumps and Motors

TPGI maintains relationships with domestic and foreign manufacturers of electromechanical components. The company selects pumps and motors based on technical specifications and performance history. These suppliers provide the technology required for water extraction, transmission, and distribution across various project sites. By partnering with manufacturers that offer reliable quality, TPGI standardizes its mechanical systems to facilitate maintenance and long-term operational efficiency.

TECHNICAL ADVISORS AND CONSULTANTS

Royal HaskoningDHV

Royal HaskoningDHV (RHDHV) is an independent, international engineering and project management consultancy with over 140 years of experience in the water, industry, and infrastructure sectors. Headquartered in the Netherlands, the firm operates in more than 140 countries, providing technical expertise in hydraulic modeling, asset management, and sustainable infrastructure design. Its consultancy services focus on integrating digital technologies with engineering solutions to optimize resource management and climate resilience. The firm maintains a multidisciplinary team to deliver project management and technical advisory for large-scale utility and environmental initiatives globally.

ERM

ERM is a global sustainability consultancy specializing in environmental, health, safety, risk, and social matters. With over 5,000 consultants in 40 countries, the firm provides technical evaluations to identify and manage the impacts of industrial and infrastructure development. Its core services include Environmental and Social Impact Assessments (ESIA), climate change risk analysis, and regulatory compliance auditing. ERM operates across sectors such as energy, water, and mining to integrate sustainability standards into project lifecycles.

Ove Arup & Partners

Ove Arup & Partners is a multinational professional services firm providing engineering, design, and consultancy services for the built environment. Founded in 1946, the firm is known for its role in complex structural engineering and urban planning projects globally. Its expertise covers water engineering, waste management frameworks, and climate resilience studies. Ove Arup & Partners utilizes digital modeling and sustainable design principles to optimize the performance and longevity of civil infrastructure and utility systems.

GHD

GHD is a leading global professional services company with over 90 years of experience in water, energy, and environment. The firm specializes in complex hydraulic systems and "One Water" integrated management, ensuring that infrastructure for water extraction, transmission, and wastewater collection is technically resilient and optimized

for long-term performance. By leveraging its permanent presence in the Philippines and its international expertise in large-scale utilities—such as Manila's advanced aqueduct and tunnel systems.

STRENGTHS AND STRATEGIES

Competitive Strengths

Operational Strengths

- **Robust Resource Diversification and Climate Resilience:** The Company ensures stable supply and mitigates hydrology-specific risks through multi-modal sourcing, utilizing groundwater, surface water, and natural springs across its service areas. This demonstrates sophisticated technical capacity essential for climate resilience.
- **Strategic Supply Chain Integration and Capex Optimization:** Extensive linkages with pipe manufacturers allow the Company to secure highly competitive pricing, significantly lowering installation costs (CAPEX efficiency) and ensuring a resilient supply chain necessary for the timely execution of water infrastructure projects.
- **Stable Cash Flows and a Visible Growth Pipeline:** The portfolio comprises 12 active and 5 awarded projects. These assets are underpinned by long-term, contractually secured agreements (concessions, franchises, bulk supply contracts) which guarantee predictable, regulated, and inflation-linked cash flows. The focus is on converting awarded mandates in underserved provincial markets for visible growth.
- **Institutional Leadership and High-Caliber Human Capital:** Senior management combines deep technical engineering expertise with infrastructure finance experience. The Board and an elite panel of advisors (e.g., former officials from Local Water Utilities Administration, Asian Development Bank, World Bank) ensure operations follow global best practices and facilitate strong regulatory navigation.

Institutionalized ESG Framework

- **Institutionalized ESG Framework for Long-term Sustainability:** A dedicated Environmental and Social Governance ("**ESG**") Department supports Senior Management in the implementation of the ESG framework, ensuring that capital allocation and operations strictly align with global sustainability benchmarks (People and Planet). TPGI's governance framework is also maintained through the institutionalization of key policies covering environmental and social management, health and safety, stakeholder engagement and robust grievance mechanisms, ethics, and anti-corruption.
- **Implementation of ESMS which meet the requirements of the International Finance Corporation (IFC) Performance Standards:** ESG is embedded across project development, construction, and operations through TPGI's Environmental and Social Management System. This includes compliance with the rules and regulations of the Department of Environment and Natural Resources ("**DENR")** and the commissioning of which meet the IFC-compliant environmental and social impact assessments (ESIAs) and hydrogeological/hydrological studies which inform project design, operational controls, and mitigation measures to ensure sustainable abstraction and protection of water sources.
- **Strong Commitment to Impactful Community Improvement:** TPGI's business of supplying safe drinking water and integration of sustainability directly supports United Nations SDG 6 on Clean Water and Sanitation and SDG 13 on Climate Action. TPGI is also implementing community development initiatives focused on sanitation, hygiene, and livelihood skills training, and which were developed to support the United Nations SDGs.Transparency is maintained via stakeholder engagement and robust grievance mechanisms, supported by key policies (Ethics, Anti-corruption).

Financial Strengths

- **Strategic Supply Chain Integration and Capex Optimization:** The Company secures competitive pricing directly from manufacturers as a primary driver of financial efficiency, as it significantly lowers

the per-kilometer installation cost (CAPEX). This directly enhances the Internal Rate of Return (IRR) of infrastructure projects, making them more financially viable.

- **Robust Portfolio with Stable Cash Flows and Visible Growth:** TPGI's revenue profile is supported by long-term contracts, providing a predictable utility-style yield. This base ensures stable margins and features inflation-linked protection, essential characteristics of a mature, yield-generating asset base.
- **Strategic Capitalization of Bulk Water Opportunities and Fiscal Optimization:** The Company is Board of Investments ("**BOI**")-accredited particularly BBWI is BOI Certified for bulk water supply under the Strategic Investment Priority Plan ("**SIPP**") Tier I Priority. This accreditation grants access to critical fiscal incentives, such as an ITH and enhanced deductions, which reduces tax liabilities and improves the Net Present Value of projects.

Institutional and Human Capital:

- **Elite Leadership and Technical Depth:** Directed by a senior management team with a rare combination of deep technical engineering expertise and infrastructure finance/scaling experience.
- **Regulatory and Political Acumen:** Proven capability in navigating the complex Philippine regulatory landscape, underscored by high-level relationships with LWUA, NWRB, and key local government units ("**LGUs**"), which are vital for securing and defending concessions.
- **Advisory Panel:** Access to a high-caliber advisory panel, including former LWUA officials, ADB/BDO veterans, and international industry veteran advisors.

Strategies

Bridging the Infrastructure Deficit via PPP Frameworks

TPGI centers its growth strategy on bridging the critical infrastructure gap in "waterless" and underserved municipalities through a Public-Private Partnership (PPP) model. By formalizing strategic Joint Ventures with Local Water Districts and LGUs, TPGI effectively de-risks entry into high-growth provincial markets that have historically suffered from capital underinvestment. This collaborative approach allows the company to leverage the sovereign or quasi-sovereign standing of its local partners while providing the technical expertise and private capital necessary to deploy large-scale reticulation systems. From an investment perspective, this strategy secures a "first-mover" advantage in regional hubs, establishing TPGI as a dominant utility provider with a defensible, localized monopoly.

The efficacy of this PPP framework is reflected in the company's ability to convert latent demand into high-quality, regulated assets. By aligning its corporate objectives with the national mandate for universal water access, TPGI minimizes the "social friction" often associated with utility privatization. These partnerships are structured to ensure long-term operational viability, often involving the rehabilitation of aging brownfield assets or the construction of greenfield treatment plants that serve as the backbone for regional economic development. This strategic focus not only generates superior risk-adjusted returns but also reinforces the company's ESG credentials, making it a preferred partner for international development banks and infrastructure funds seeking impact-aligned investment opportunities.

Secured Revenue Visibility via Long-Tenor Concessions

A cornerstone of the TPGI investment thesis is the aggressive pursuit of long-term bulk water supply contracts and Joint Venture partnerships, characterized by an average duration of 25 years. These long-tenor agreements provide an exceptional level of revenue visibility and cash flow stability, effectively insulating the company's top line from cyclical economic downturns. By locking in these multi-decadal concessions, TPGI ensures that its capital recovery cycles are perfectly synchronized with the long-term lifecycle of its infrastructure assets. This contractual longevity is further bolstered by inflation-linked tariff adjustment mechanisms, ensuring that margins remain robust against macroeconomic fluctuations over the life of the project.

Value Engineering and Supply Chain Optimization

TPGI maintains a distinct competitive edge through a rigorous commitment to value engineering and integrated supply chain management. By leveraging deep-seated relationships with both domestic and international pipe manufacturers, the company achieves significant "Day 1" CAPEX savings on its distribution networks—the most capital-intensive component of water utility operations. This proactive procurement strategy, combined with the ability to source essential materials at preferential rates, allows TPGI to maintain a lower cost-to-build than fragmented local competitors. By optimizing the design-to-delivery pipeline, the company can deploy infrastructure with higher efficiency, directly enhancing the project-level IRR and accelerating the payback period.

Beyond initial construction, value engineering is applied to the company's operational phase through synergistic integration with the Pure Energy Holdings ecosystem. By co-locating water treatment facilities with affiliate renewable energy assets and utilizing "in-pipe" turbine technologies, TPGI drastically reduces its energy consumption—the largest component of variable OPEX. Furthermore, the use of advanced hydraulic modeling and debris-pre-screening from affiliate hydropower plants lowers the chemical and maintenance costs of water treatment. This "lean utility" philosophy ensures that TPGI can offer competitive tariffs to its LGU partners while maintaining superior EBITDA margins, creating a sustainable and scalable business model that is primed for nationwide replication.

Strategic Capitalization of Bulk Water Opportunities and Fiscal Optimization

Tubig Pilipinas Group Inc. operates within the regulatory framework of the Philippine Board of Investments' BOI Strategic Investment Priority Plan. Under the 2022-2026 SIPP and the 2025-2028 refined framework, bulk water supply is a Tier I Priority Project. This classification designates the sector as a "Modern Basic Need" and a "Sustainability-Driven Industry," aligning the company's operations with national infrastructure and water security targets.

Through its subsidiary, BBWI, TPGI is already BOI-accredited. This status grants access to fiscal incentives under the CREATE MORE Act, including an ITH followed by an enhanced deduction regime or a Special Corporate Income Tax (SCIT) rate. These incentives reduce project-level tax liabilities and improve Net Present Value for investors. Furthermore, SIPP inclusion allows for "Green Lane" endorsement, which accelerates permitting and licensing processes to shorten the timeline between capital investment and operational cash flow.

Explore, adopt and deploy emerging technologies to enhance the Company's value creation

To remain competitive, the Company is committed to investing in the latest state-of-the-art technology available for its water treatment plants. The Company's strategy of rehabilitation and improving existing water district facilities has proven to provide the Company maximum value by significantly improving actual water supply output. Further, its implementation of AI technology in identifying suitable projects has allowed the Company to hastily ramp up its portfolio size while ensuring location viability.

The Company will remain on the lookout for any new and potentially disruptive technologies that can complement or benefit its operations such as in reverse-osmosis water filtration, GIS-based water network modelling, SCADA-based automation and will explore ways to profitably adopt and deploy such technologies to support its expansion.

Continue to nurture relationships with technical partners and local communities to ensure the project delivers successes to all involved

Developing and operating water supply and treatment plants effectively is a highly technical process. A project's success is a contribution of various internal and external personnel who ensure that the requisite market and feasibility studies are in place before the Company decides to undertake the project. It will continue to nurture its relationship with a vast network of consultants and advisors to ensure that it has the technical support required to undertake new projects and propel the Company's growth.

Aside from the technical aspect, TUBIG and its subsidiaries commit to be equally cognizant of the overall social and economic benefit of cultivating and maintaining strong relationships with the local communities where its plants

operate. Over the years, the Company and the Pure Energy Group have hosted numerous initiatives, such as providing support and aid during the pandemic, medical missions, feeding programs, clean water initiatives, and tree planting activities, among others. In the development and operation of its water treatment plants, the Company likewise focuses on providing employment to the local communities as opportunities arise.

The Company will continue to remain environmentally and socially sensitive in the development and operation of its projects. The Company believes that a harmonious relationship with the local communities ensures business continuity and minimizes any potential external resistance on the Company's growth prospects.

Ensure organization is able to bring in new talent to cover the growing number of projects

Post the project development stage, the Company ensures that it has skilled personnel with the technical expertise and knowledge needed in operating its water treatment plants. TPGI has a strong development and operations team of seasoned engineers that lead its workforce in ensuring the plants operate seamlessly. Further, the Company understands that in order to remain competitive in the industry it must maintain the caliber of talent that it currently employs.

TUBIG recognizes the need to add talent and further train its manpower to effectively carry out its growth plans and realize its prospects within the next five (5) to ten (10) years. In line with this, TUBIG has programs in place that provide the relevant training opportunities to its personnel. In addition, TUBIG will proactively seek and cultivate the human resource best suited for delivering outstanding results and will continue with organization improvements needed for a company poised for growth.

Key partners and affiliates in the Water Supply Industry

TUBIG's key affiliates in the water supply and distribution industry are presented below. These companies are considered related parties because they have equity stakes in either TPGI or its subsidiaries.

Climate Fund Managers

Climate Fund Managers is a climate-focused blended finance investment manager operating in emerging markets across Asia, Africa, and Latin America. The firm raises and deploys blended climate finance funds to deliver climate-resilient solutions at scale and pace. Its private equity and private credit facilities address key areas of climate change mitigation and adaptation, including: renewable energy; water, sanitation, waste, and maritime; energy transition and green hydrogen; and sustainable cities and the built environment. Its funds are supported by public and private sector organisations, with public capital deployed strategically to balance risk and mobilise private sector investment across the project lifecycle, from development to construction and operation. Climate Fund Managers invested in Tubig Pilipinas Group Inc. through its EU-supported Climate Investor Two fund, which focuses on water, waste and oceans infrastructure in emerging markets. Established in 2015, Climate Fund Managers is a joint venture between Dutch development bank FMO and Sanlam InfraWorks of the Sanlam Group of South Africa, with offices in The Hague, Singapore, Cape Town, and Bogotá.

Manila Water Philippine Ventures Inc.

Manila Water Philippine Ventures ("**MWPV**") serves as the primary strategic vehicle for the Manila Water Company's nationwide expansion, tasked with replicating the operational excellence of the East Zone concession across the Philippines' high-growth regional hubs. As a leading multi-sector infrastructure platform, MWPV manages a diverse portfolio of water and wastewater subsidiaries, including Laguna Water, Boracay Water, Clark Water, and Estate Water, while aggressively pursuing bulk water supply and PPP mandates in key metropolitan areas like Cebu, Tagum, and Zamboanga. By leveraging institutional technical expertise and a robust balance sheet, MWPV focuses on long-term value creation through the acquisition and rehabilitation of provincial water systems, providing essential utility services that support sustainable urban development and industrial growth outside of Metro Manila.

TGV Builders Inc.

TGV Builders, Inc. is a pipe laying and construction contractor, and 5.00% shareholder of BBWI. The corporate secretary of TGV Builders, Inc., and son of the owner, Mr. Conrado Belisario, is also a director and one of the shareholders of TPGI and its subsidiaries. TGV Builders, Inc. was established in 2000 by Mr. Simplicio C. Belisario Jr., the company started as a general engineering and water supply company. Since then it has completed the construction of numerous bulk water supply systems, direct distribution water systems, wells, and water pipe laying projects. Today, TGV Builders, Inc. is an all-around water supply construction, operation, and management company. It owns, supplies bulk water, and operates and maintains the water supply and distribution systems of Calasiao, Sual, and Labrador towns in Pangasinan. It also provides bulk water supply to the Metro Midsayap Water District, and Metro Cotabato Water District.

Watermatic International Ltd.

Watermatic International Ltd. is a premier Israel-based water technology firm that serves as the specialized technical engine behind some of the Philippines' most critical water infrastructure projects. Renowned for its global leadership in advanced membrane filtration, desalination, and automated water treatment systems, Watermatic provides the high-specification engineering required to transform complex raw water sources into high-quality potable supply. Specifically, Watermatic International Ltd. is the designated technology provider for the Jaclupan Bulk Water Supply Contract in Talisay, Cebu—a landmark joint venture with Tubig Pilipinas Group Inc. Under this 25-year agreement with the Metropolitan Cebu Water District, Watermatic utilizes its proprietary Israeli innovation to process excess run-off from the Mananga River, delivering up to 50,000 cubic meters of water per day. By integrating real-time monitoring and modular treatment solutions, Watermatic ensures the long-term sustainability and operational reliability of the Jaclupan facility, reinforcing its position as a vital partner in the modernization of the Philippine water sector.

DLB Bataan Water Corporation

DLB Bataan Water Corporation acts as a strategic operational partner to TPGI, specializing in the deployment of resilient water infrastructure for underserved and vulnerable communities. The corporation plays a pivotal role in the Tubig Cadiz Project, a high-impact social infrastructure initiative in Cadiz, Negros Occidental, dedicated to providing a sustainable and potable water supply to NHA relocation center. This project, primarily serving survivors of Super Typhoon Yolanda, involves the management of Level 2 and Level 3 water distribution systems for thousands of households across relocation sites such as Villa Luisa. By combining technical field expertise with TPGI's strategic capital, DLB Bataan Water Corporation ensures the delivery of critical utility services that adhere to stringent health and safety standards, directly supporting the long-term rehabilitation and socio-economic stability of displaced families in the region.

BUSINESS OPERATIONS

TUBIG, through Tubig Pilipinas Group Inc., plans to be a major player in the Philippine water sector which business model includes bulk water supply, water distribution and sanitation services.



Bulk Water Supply and Infrastructure Development

Bulk Water Supply projects are large-scale water delivery initiatives that serve towns, cities, and industries and constitute the primary focus of the bulk water supply segment of the Philippine water industry. To ensure the availability of clean, drinkable water, this sector covers the development of water sources, such as rivers, lakes, and reservoirs, as well as the construction of water treatment facilities.

TUBIG, through TPGI, its Bulk Water Supply segment as a high-margin, utility-scale vertical focused on the large-scale extraction, treatment, and delivery of potable water to municipal and industrial hubs. By developing diverse raw water sources—including rivers, lakes, and reservoirs—the Company builds the critical "upstream" infrastructure necessary to satisfy the burgeoning demand of rapidly urbanizing Philippine provinces. These capital-intensive projects are strategically tendered under the framework of Republic Act No.12009 or the New Government Procurement Act, ensuring a transparent, competitive, and legally robust procurement process. For TPGI, this regulatory alignment facilitates the execution of long-term offtake agreements with Water Districts, transforming essential resource management into a predictable, inflation-protected infrastructure annuity.

Downstream Water Distribution and Last-Mile Connectivity

Downstream Water Distribution and Last-Mile Connectivity projects focus on the efficient and equitable delivery of water to end users, including households, commercial establishments, and industrial facilities. This segment involves the operation and maintenance of distribution networks, metering systems, and customer service facilities to ensure reliable and accessible water services

The Water Distribution segment serves as TPGI's "downstream" value driver, focusing on the efficient, last-mile delivery of water to a diverse customer base comprising of residential, commercial, and industrial end-users. This segment encompasses the sophisticated management of extensive reticulation networks, wand integrated customer service platforms designed to minimize Non-Revenue Water (NRW) and maximize collection efficiency. To accelerate the modernization of these distribution systems, TPGI utilizes PPP frameworks through Republic Act No. 11966 or the Public-Private Partnership code of the Philippines, which provide a collaborative environment for private sector capital and operational expertise. By leveraging these PPP initiatives, the Company secures exclusive franchise or concession rights that grant long-term market dominance, which ensures sustainable yield and high-visibility growth across its national distribution footprint.

Wastewater and Septage Treatment

The Wastewater and Septage Treatment segment focuses on the systematic collection, transport, and treatment of septage to protect public health and local water resources. It involves the management of desludging operations, the maintenance of specialized hauling fleets, and the rigorous operation of treatment facilities to ensure compliance with national environmental standards.

TPGI will provide integrated wastewater and septage management services to ensure environmental compliance and public health. The process will begin with the scheduled desludging of septic tanks and the specialized hauling of septage to centralized treatment facilities. TPGI will operate these plants using physical, chemical, and biological processes to treat waste and remove pollutants. The company will monitor all output to ensure that effluent quality consistently meets the standards set by the DENR Administrative Order ("**DAO**"). By managing the entire sanitation chain, TPGI will prevent the contamination of local water bodies and support municipal regulatory requirements.

Direct Infrastructure & Franchise Operations

In addition to the business segments described above, TPGI also does greenfield "build-from-scratch" system projects to develop waterworks in municipalities currently lacking established water systems. Prior to TPGI entry into those areas, residents often rely on shallow wells, or other untreated sources for their daily needs. These sources tend to be are generally more unhygienic, and most costly to operate.

Under the direct franchise model, the Company secures a franchise to operate from LGUs and a Certificate of Public Convenience ("**CPC**") to serve as the concessionaire of the municipality. TPGI manages the full project lifecycle, including the design, financing, and construction of water sources, storage facilities, and distribution networks. Once the infrastructure is complete, the company assumes total responsibility for the operation and maintenance of the system, providing potable water and sanitation services directly to residential, commercial, and industrial end-users. While these systems take longer to set up than joint ventures or PPP arrangements under Republic Act No. 11966 or the Public-Private Partnership code of the Philippines, the assets developed under the direct concession model are owned in-perpetuity by TPGI. Under this framework, there is no obligation to transfer ownership of the assets to the LGU or GOCC allowing the Company to retain full ownership and control of the infrastructure throughout its useful life.



TPGI's projects are contributing clean and sustainable water to thousands of households in the surrounding host communities, and the stable water supply is expected to benefit the local economy in terms of tourism and industrial activities.

All TPGI projects have a contract period of 25 years with the exception of Tubig Nabua who has a contract period of 30 years.

Name	***Contract Type and Service Provided***	***Contracting Party***	***Contract Obligation***
Bacolod Bulk Water Inc.	*Bulk Water Supply Contract - Bulk Water Supply*	*Bacolod City Water District – Bulk Water Supply for Delivery Point No. 1* *PrimeWater – Bulk Water Supply*	• *Delivery of potable bulk water supply of up to 75mld for Injection Point 1* • *Offtake agreement for the delivery of bulk water supply of 10mld (Year 1) to 25 mld (Year 5 and onwards)*
Princess Urduja Waterworks Systems Inc.	*Concession Agreement- Level III Water Distribution*	*Municipality of Sual and Labrador Pangasinan*	• *CAPEX Investment of Php. 44.3M* • *Service Coverage Expansion* • *Less than 20% Non-revenue water* • *Compliant with PNSDW water quality standards.* • *24hrs Water Availability* • *Minimum of 10psi daily average water pressure* • *Water Asset Maintenance Expenses of Php. 550,000* • *Implementation of a Php 2.2 million pipe-laying project in Poblacion, Paitan East, and Paitan West.* • *New Water Service Connections worth Php. 750,000* • *Existing Asset Management and Maintenance (Labrador, Pangasinan)*
Tubig Nabua Inc.	*JV Agreement - Level III Water Distribution and Wastewater Services*	*Nabua Water District*	• *CAPEX Investment of Php. 180M* • *80% Service Coverage Expansion* • *24hrs Water Availability* • *Less than 20% Non-revenue water* • *Sanitation Facilities & Services* • *Minimum of 7psi daily average water pressure* • *Compliant with PNSDW water quality standards.* • *Revenue Share* • *LWUA/NAWAD loans amounting Php. 33M* • *Franchise Tax (2% of NAWAD's revenue share)* • *Asset Management and Maintenance* • *Account Disconnection Policies and Procedures* • *Property Insurance* • *Performance Security*

Name	*Contract Type and Service Provided*	*Contracting Party*	*Contract Obligation*
			• *Construction of new NAWAD Bldg.* • *Implemtation of Sagumay Spring Upgrade and Sta. Lucia Rehabilitation with target additional production volume of 30,000m³/mo.* • *Construct Renewable (Solar or Hydro) Energy Source that Produces 20% of Rated Capacity of Deep Well or Pumping Station*
Tubig Trece Martires Corp.	*Private Contract - Level III Water Distribution*	*National Housing Authority (NHA)*	• *Service Coverage Expansion* • *Less than 20% Non-revenue water* • *Compliant with PNSDW water quality standards.* • *24hrs Water Availability* • *Minimum of 7psi daily average water pressure* • *Asset Management and Maintenance*
Calbayog Water Company, Inc.	*JV Agreement Level III Water Distribution and Wastewater Services*	*Calbayog City Water District*	• *CAPEX Investment* • *Service Coverage Expansion* • *24hrs Water Availability* • *Non-revenue water reduction* • *Sanitation Facilities & Services* • *Compliant with PNSDW water quality standards.* • *Revenue Share* • *Asset Management and Maintenance* • *Account Disconnection Policies and Procedures* • *Property Insurance* • *Performance Security*
San Jose Water Company, Inc.	*JV Agreement - Level III Water Distribution and Wastewater Services*	*San Jose City Water District*	• *CAPEX Investment of Php. 1.009B* • *80% Service Coverage Expansion* • *24hrs Water Availability* • *Less than 15% Non-revenue water* • *Sanitation Facilities & Services* • *Minimum of 10psi daily average water pressure* • *Compliant with PNSDW water quality standards.* • *Meter Replacement Program (above 7years old water meter)* • *Revenue Share with total amount of Php. 393M* • *LWUA/SJCWD loans amounting Php. 15.5M* • *Franchise Tax (2% of SJCWD's revenue share)*

Name	*Contract Type and Service Provided*	*Contracting Party*	*Contract Obligation*
			• *Asset Management and Maintenance* • *Account Disconnection Policies and Procedures* • *Property Insurance* • *Performance Security*
Tubig Coron Inc.	*JV Agreement - Level III Water Distribution and Wastewater Services*	*Coron BWP Rural Waterworks and Sanitation Association, Inc.*	• *CAPEX Investment of Php10M* • *Financial Management* • *Operations and Project Management* • *Service Coverage Expansion* • *Less than 20% Non-revenue water* • *Compliant with PNSDW water quality standards.* • *24hrs Water Availability* • *Minimum of 7psi daily average water pressure* • *Provision of two (2) water tankers with capacities of 1 m³ and 2 m³, respectively.* • *Annual tree planting participations in Mabentangen and other watershed areas* • *Revenue Share* • *Sanitation Facilities & Services* • *Automated Billing and Collection Management* • *Feasibility and Viability Study in Expanded Areas* • *Asset Management and Maintenance* • *Account Disconnection Policies and Procedures* • *Property Insurance*
Tubig Cadiz Inc.	*Private Contract - Level III Water Distribution*	*National Housing Authority (NHA)*	• *Service Coverage Expansion* • *Less than 20% Non-revenue water* • *Compliant with PNSDW water quality standards.* • *24hrs Water Availability* • *Minimum of 7psi daily average water pressure* • *Asset Management and Maintenance*
SAVS Borbon	*Concession Agreement- Level III Water Distribution and Wastewater Services*	*Local Government of Borbon, Cebu*	• *Service Coverage Expansion* • *Less than 20% Non-revenue water* • *Compliant with PNSDW water quality standards.* • *24hrs Water Availability* • *Minimum of 7psi daily average water pressure* • *Asset Management and Maintenance*

Name	*Contract Type and Service Provided*	*Contracting Party*	*Contract Obligation*
Tubig Catbalogan Corp.	*JV Agreement - Level III Water Distribution and Wastewater Services*	*Catbalogan City Water District*	• *CAPEX Investment of Php. 1.7B* • *73.16% Service Coverage Expansion* • *Water Availability of 24hrs* • *Non-revenue water of not more than 15%* • *Compliant with PNSDW water quality standards.* • *Septage System and Management Services* • *Minimum of 10psi daily average water pressure* • *Franchise Tax (2% of CWD's revenue share)* • *Asset Depreciation Expenses* • *Franchise Tax* • *LWUA/CWD Loans amounting of Php. 10.4M (DBP) and Php. 7.2M (LWUA)* • *Construction of new CWD Bldg.* • *Account Disconnection Policies and Procedures* • *Property Insurance* • *Performance Security*

Projects Under Construction

Name	*Contract Type and Service to be Provided*	*Contracting Party*	*Contract Obligation*
Tubig Echague Corp.	*Concession Agreement- Level III Water Distribution and Wastewater Services*		• *Financing, design, construction, operation, and maintenance of the water supply system throughout the concession period.* • *Construction of all project facilities in accordance with the approved Detailed Engineering Design and Technical Specifications.* • *Compliant with PNSDW water quality standards.* • *24hrs Water Availability* • *Asset Management and Maintenance* • *Less than 20% Non-revenue water* *Minimum of 7psi daily average water pressure*
ALV Tubig ng Mandaue Inc.	*JV Agreement - Level III Water Distribution and Wastewater Services*		• *CAPEX Investment of Php. 2.3B* • *Water Availability of 24hrs* • *Non-revenue water of not more than 20%* • *Compliant with PNSDW water quality standards.* • *Septage Management Services* • *Minimum of 10psi daily average water pressure*

			• *Revenue Share of 1.2% of the gross revenue* • *Asset Depreciation Expenses* • *Property Insurance* *Performance Security*
WMTP Bulk Water Corp.	*Bulk Water Supply Contract -* *Bulk Water Supply*		• *Construct a water treatment facility to deliver a minimum of 15 million liters per day of potable bulk water to Metro Cebu Water District (MCWD)* • *Security Bond* • *Performance Security* *Secure a new Environmental Compliance Certificate (ECC)*
*Malasiqui Water Company, Inc.**	*Concession Agreement- Level III Water Distribution and Wastewater Services*		• *Financing, design, construction, operation, and maintenance of the water supply system throughout the concession period.* • *Construction of all project facilities in accordance with the approved Detailed Engineering Design and Technical Specifications.* • *Compliant with PNSDW water quality standards.* • *24hrs Water Availability* • *Asset Management and Maintenance* • *Less than 20% Non-revenue water* *Minimum of 7psi daily average water pressure*
*Iloilo Water Company, Inc.**			• *Financing, design, construction, operation, and maintenance of the water supply system throughout the concession period.* • *Construction of all project facilities in accordance with the approved Detailed Engineering Design and Technical Specifications.* • *Compliant with PNSDW water quality standards.* • *24hrs Water Availability* • *Asset Management and Maintenance* • *Less than 20% Non-revenue water* *Minimum of 7psi daily average water pressure*

** With signed agreements, awaiting establishment of its special purpose company*

Pipeline Projects

Name	***Contract Type and Service to be Provided***	***Contracting Party***	***Contract Obligation***
Tubig Diamond Water Corporation	*JV Agreement -*	Authority of the Freeport Area of Bataan (AFAB)	• *CAPEX Investment of Php. 1.36B* • *100% Service Coverage Expansion* • *24hrs Water Availability*

	Level III Water Distribution and Wastewater Services		• *Maximum of 20% Non-revenue water* • *Rehabilitation and Upgrade of the existing water and sewerage systems* • *40psi daily average water pressure* • *Compliant with PNSDW water quality standards and DAO 2-26-08 and 2021-19 effluent quality standards.* • *Meter Replacement Program (above 7years old water meter)* • *Revenue Share of 3% of gross revenue and water fee of Php 1.00 per cubic meter extracted raw water from the FAB Dam* • *Asset Management and Maintenance* • *Account Disconnection Policies and Procedures* • *Property Insurance* *Performance Security*

HEALTH, SAFETY AND ENVIRONMENT

The Company adheres to the Department of Labor and Employment (DOLE) - Occupational Safety and Health Standards (OSHS), particularly Republic Act No. 11058 and its Revised Implementing Rules and Regulations under DOLE Department Order No. 252, Series of 2025.

TPGI commits to comply with all mandated rules and regulations related to the health and safety of its employees and workers at its project sites. TPGI has appointed Safety Officers across its branches, who continuously and actively enforce compliance with Occupational health and safety rules and regulations.

TPGI likewise provides relevant training and certification for its designated Safety Officers and safety personnel to maintain, improve, and implement health and safety practices. The Company requires the annual renewal of certifications and provides refresher training as necessary.

There have been no injury/loss of lives to workers at the branch facilities, employed by the Company or a third-party. TPGI maintains its zero injury/loss record through safety and injury/loss prevention practices.

There are no impending changes in worker health and safety policies. TPGI ensures the health and safety of its workforce and provides the necessary resources to maintain its zero injury/loss record. Any changes in the workplace safety program shall be anchored and aligned with the latest issuances and provisions of the Philippine Occupational Safety and Health Standards.

EMPLOYEES

As of October 2026, the Company has 281 employees across its various offices in the Philippines.

The table below sets forth the breakdown of our manpower complement as of October 15, 2026:

POSITION	TOTAL
Management	4
Technical	105

Project Delivery	13
Legal	4
Accounting	9
Operations	26
Internal Audit	2
Finance	17
Procurement	6
HR	6
Admin	36
Business Development	4
ESG	7
Health & Safety	3
Commercial	32
Collection	6
Total	**281**

The Company expects to hire an additional 36 employees more or less in the next 12 months to support our expansion plans. The table below sets forth the breakdown of the additional manpower we are looking to hire:

Position	No. of Employees
Officer	6
Managers	1
Rank and file	29
TOTAL	**36**

There is no Collective Bargaining Agreement between the Company or its subsidiaries and their employees.

Significant Employees

The Company has an apprenticeship and educational program among its professionals where its associates, engineers and technical staff are given the scholarships and/or are mentored by the more experienced senior technical personnel of the Company to train the latter in the crucial aspects of the construction and operations of the water facilities. The Company has also established and adheres to its standard operating procedures and preventive maintenance programs. In the event the more senior personnel of the Company leave for other employment opportunities, the said junior associate, engineers and technical personnel should still be able to carry on with the proper operations of the Company's water supply, distribution, septage and wastewater facilities. Under extreme situations where the Company might find it difficult to hire skilled professionals in the Philippines, the Company will procure the talent needed from overseas.

RESEARCH AND DEVELOPMENT

The Company is exploring the use of artificial intelligence ("AI") and advanced data analytics to reduce non-revenue water ("NRW"). These technologies are being evaluated to identify leaks, detect abnormal consumption patterns, and improve the prioritization of network maintenance and interventions. The Company expects that the application of AI may enhance operational efficiency, improve water loss management, and support more effective use of available water resources.

The Company is also progressively shifting from the purchase of chlorine to the in-house production of chlorine in bulk water treatment facilities. The initiative is intended to strengthen supply security, increase operational control, and potentially improve cost efficiency. Implementation is being undertaken with due consideration to technical, safety, regulatory, and operational requirements.

INSURANCE

TPGI maintains group insurance coverage for its subsidiaries through reputable insurance providers to protect its properties, assets, business operations and certain liability exposures. The group insurance coverage includes, among others, the following:

- All Risk / Material Damage Insurance;
- Fire and Lightning;
- Earthquake;
- Typhoon;
- Flood;
- Riot, Strike and Malicious Damage;
- Business Interruption Insurance;
- Comprehensive General Liability Insurance;
- Machinery Breakdown Insurance;
- Robbery and Burglary Insurance;
- Group Personal Accident Insurance;
- Fidelity Guarantee Insurance; and
- Money, Securities and Payroll Insurance.

The group insurance coverage applies to various properties and operating locations of TPGI's subsidiaries, including water facilities, buildings, machinery and equipment, computer software and equipment, furniture and fixtures, transportation equipment and construction in progress.

In addition, Bacolod Bulk Water, Inc. (BBWI) maintains a standalone All Risks Insurance covering its building, machinery and equipment used in its water supply and distribution operations. The policy provides coverage for property damage arising from, among others, fire and lightning, earthquake, typhoon and other windstorm-related events, flood and inundation, riot and strike, malicious damage and vandalism, civil commotion, landslide, subsidence and collapse, tidal wave and tsunami, volcanic eruption subject to the policy's specified exclusion, robbery and burglary, and other insured perils. The policy also provides coverage for business interruption, comprehensive general liability, money, securities and payroll, fidelity guarantee, machinery breakdown and electronic equipment.

TPGI believes that its insurance coverage, including the separate insurance coverage maintained by BBWI, is appropriate for its business operations and asset exposures, subject to the terms, conditions, limits, deductibles and exclusions of the respective insurance policies.

ENVIRONMENTAL LAWS AND COMPLIANCE

TPHI is subject to environmental and labor laws and regulations in the conduct of its business. These laws and regulations generally require the Company and its operating entities to secure and maintain applicable government permits, clearances, registrations, and approvals. TPGI incurs costs in the ordinary course of business to comply with applicable environmental laws, regulations, and permit requirements.

As part of its day-to-day operations, TPHI regularly incurs costs to comply with environmental laws, regulations, and permit requirements administered by relevant government agencies, including the Department of Environment and Natural Resources (DENR), Laguna Lake Development Authority (LLDA), and Department of Health (DOH), as applicable. For 2023, 2024, and 2025, the Company, through TPGI, spent Php14,464,615.60, Php16,611,445.63, and Php4,785,000,000.00, respectively, for the purpose of complying with environmental laws and regulations. These costs consisted primarily of payments for government regulatory fees.

As of the reporting period, TPGI and its operating entities maintain a portfolio of environmental permits, clearances, registrations, and related environmental requirements across its operations. Based on the Company's environmental permitting assessment, a total of 25 environmental permitting and related compliance items were assessed across six operating entities. The assessment covers requirements such as Environmental Compliance Certificates (ECCs), Discharge Permits, Permits to Operate, Hazardous Waste Generator IDs, Environmental Performance Reports and

Management Plans, Public Hearing Reports, Project Development/Management Plans, Sustainable Forest Land Management Agreements, Certificates of Non-Overlap, and Forest Land Use Agreements, as applicable to each operating entity.

The environmental permitting assessment includes Bacolod Bulk Water Inc., San Jose City Water Company, Tubig Catbalogan Corp., Tubig Coron Inc., Tubig Nabua Inc., and Tubig Trece Martires Corp. The assessment indicates that several requirements have achieved 100% compliance, including certain ECCs, Permits to Operate, environmental management plans, and other applicable clearances. At the same time, the assessment identified permitting requirements that remain partially compliant or require further action, particularly for certain Discharge Permits, Hazardous Waste Generator IDs, and other applicable environmental requirements.

Environmental compliance is a key component of TPHI's sustainability efforts, as non-compliance may lead to the issuance of a cease and desist order. The Company continues to monitor the status of environmental permits and regulatory requirements across its operating entities and works toward closing identified gaps, maintaining valid permits and approvals, and aligning its operations with applicable regulatory standards.

TPHI is dedicated to fostering sustainable growth and contributing positively to the economy, society, and the environment. The Company prioritizes providing access to safe and clean water, recognizing that it is a cornerstone of public health and a fundamental human right. TPHI's responsible wastewater and sewerage management efforts further demonstrate the Company's commitment to environmental stewardship. By investing in appropriate treatment technologies, infrastructure, and environmental management measures, the Company aims to minimize environmental impacts and promote sustainable water resource management.

CORPORATE SOCIAL RESPONSIBILITY

TPHI is committed to fostering sustainable development and improving the quality of life in the communities where we operate. Through our Community Development Program (CDP), we work with local communities and partner organizations to support initiatives that promote health and hygiene, sanitation, livelihood development, education, and community well-being, aligned with the United Nations Sustainable Development Goals (SDGs).
Our recent community development initiatives include:

- Health and Hygiene – Construction of handwashing stations and installation of HappyTap handwashing units in schools and communities to promote proper handwashing practices and improve access to hygiene facilities.
- Sanitation – Construction and improvement of sanitation facilities, including communal toilet facilities, to support safe and healthy communities.
- Livelihood and Skills Development – Conduct of soap-making and sewing skills training to provide community members, particularly women, with practical skills and opportunities for additional income generation.
- Education and Community Development – Support for education and other community-based initiatives that contribute to long-term social development and improved opportunities for members of our host communities.

In 2026, TPHI's CDP activities included soap-making training in Coron, Palawan; sewing training in Coron, Palawan; soap-making training in San Jose, Nueva Ecija; installation of HappyTap units in Trece Martires, Cavite; construction of handwashing and footwashing stations in Trece Martires, Cavite; and construction of a handwashing station at Claudio Sandoval Elementary School in Brgy. 1, Coron City, Palawan. The latter was completed on July 29, 2026.

On May 29, 2026, Tubig Pilipinas Foundation Inc. (TPFI) also formalized a partnership with National University Bacolod through Project Kinabukasan, a scholarship and education support program designed to help deserving students from host communities access higher education opportunities and develop pathways toward future careers.

Through these initiatives, TPHI continues to strengthen partnerships with communities and stakeholders, creating social value beyond the provision of water services and contributing to inclusive, healthy, resilient, and sustainable communities.

Since 2014, the Company has partnered with various organizations and co-developed over eleven (11) operating projects, bringing approximately 900,000m3 of potable water monthly to more than 190,000 households across regions in Luzon and Visayas. In addition, the Company believes that infrastructure development should also create opportunities for communities where projects are operated. In May 29, 2026, Tubig Pilipinas Foundation Inc. formalized a partnership with National University Bacolod through Project Kinabukasan, a scholarship and education support program designed to help deserving students from host communities access higher education opportunities and career pathways.

For more information on the Company's corporate social responsibility work, kindly visit https://www.tubigpilipinas.com/#social_reponsibility

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DESCRIPTION OF PROPERTY

The asset base of the Company is characterized by a robust and technologically diverse array of water infrastructure, designed to ensure long-term operational resilience and service continuity. These core physical assets primarily include state-of-the-art water treatment plants, which utilize advanced filtration systems—such as those provided by technical partners like Watermatic International—to process raw water into potable supply. The company's "upstream" infrastructure is further fortified by groundwater deepwells and strategic reservoirs, which provide the necessary storage capacity to manage peak demand and mitigate supply volatility. This capital-intensive asset mix reflects a sophisticated engineering approach to resource management, positioning the company as a premier provider of essential utility services across its various provincial concessions.

Complementing its production facilities is an extensive "downstream" network of transmission and distribution pipelines, engineered using a variety of high-durability materials including steel, High-Density Polyethylene (HDPE), and Polyvinyl Chloride (PVC). This multi-material piping strategy allows TPGI to tailor its network architecture to specific geographical and geological conditions, ensuring optimal pressure management and structural longevity. By maintaining a modern and well-rehabilitated distribution footprint, the company effectively minimizes non-revenue water (NRW) and maximizes delivery efficiency to its residential and industrial end-users. From an investment perspective, these long-lived physical assets represent a significant barrier to entry and form the foundation of the company's stable, inflation-protected cash flow profile.

Locations of principal properties of the Company and its subsidiaries are as follows:

Type of Facility	Location	Owner	Proof of Ownership
TPGI			
Proposed Deep Well	Barrio of Gucab, Echague, Isabela	Tubig Pilipinas Group, Inc.	TCT No. 165-2019000130
Proposed Deep Well/ Intake Facility	Barrio of Gucab, Echague, Isabela	Tubig Pilipinas Group, Inc.	TCT No. 165-2019000132
Deepwell 5	Sunshine Ville Phase 2, Cabuco, Trece Martires City, Cavite	Antonio Peña	TCT No. (350366) T-20259 Contract to Sell dated 15 November 2024 between Antonio Peña and TPGI
Sibut Septage Treatment Plant	Sibut, San Jose City, Nueva Ecija	Edwin Garcia	TCT No. 048-2024001576; Deed of Absolute Sale dated 12 February 2026 between Edwin A. Garcia and TPGI
Abar 1st Elevated Water Tank	Abar 1st, San Jose City, Nueva Ecija	Eric S. Ramos	TCT No. 18637; Contract to Sell dated 31 October 2023 between Eric S. Ramos and TPGI

Type of Facility	Location	Owner	Proof of Ownership
Sibut Pumping Station Deepwell	Sibut, San Jose City, Nueva Ecija	Leticia Rivera	TCT No. 045-2012000751; Deed of Absolute Sale dated 16 June 2023 between Leticia I. Rivera and TPGI
BBWI			
Injection Point 1	Brgy. Granada, Bacolod City, Negros Occidental	ESJ Sons and Corporation	TCT No. 092-2015002015
Injection Point 2	Municipality of Murcia, Negros Occidental	Ana Dela Rama-Bicocho, Ma. Mercedes Dela Rama-Roces, Corazon Rosanna A. Dela Rama. Geraldine A. Dela Rama, Ma. Teresita Dela Rama Taruc, Olimpia A. Dela Rama, Luis Geraldo A. Dela Rama	TCT No. T-245404
PUWSI			
Sual Pumping Station	Seselangen, Sual, Pangasinan	Princess Urduja Waterworks System Inc.	TCT No. 027-2022000878
Labrador Intake Facility	Uyong, Labrador, Pangasinan	Alfredo Arenas	TCT No. 0262021001267
TNI			
Paloyon Pumping Station	Paloyon Nabua, Camarines Sur	Tubig Nabua Inc.	TCT No. 080-2026001283
Gorong-gorong Pumping Station	San Vicente Gorong-gorong, Nabua, Camarines Sur	Heirs of Felipe Basinal represented by Francisco Basinal	TCT No. 1223; Contract to Sell dated 20 January 2026 between Spouses Ramon Navida and Belen Navida (Sps. Navida) and TNI; Deed of Absolute Sale dated 08 November 1997 between Basinal and Navida
Sagumay Spring	San Roque Sagumay	Nabua Water District (NAWAD)	Requested a Copy of TCT from NAWAD. Usufructuary (Article 4, JVA)
Santiago Old Pumping Station	Santiago Old	Nabua Water District (NAWAD)	Requested a Copy of TCT from NAWAD. Usufructuary (Article 4, JVA)
Sta. Lucia Pumping Station	Sta. Lucia	Nabua Water District (NAWAD)	Requested a Copy of TCT from NAWAD. Usufructuary (Article 4, JVA)
San Miguel Pumping Station	San Miguel	Nabua National High School	Requested a Copy. Memorandum of Agreement between NAWAD and NNHS
TTMC			
Deepwell 1	Block 2, Lot 17	National Housing Authority	TCT No. 077-2014003066; Usufructuary (No. 9(a), Memorandum of Agreement dated 14 November 2014 between Eddmari, et al and TPGI)

Type of Facility	Location	Owner	Proof of Ownership
Deepwell 2	Block 50, Lot 1	National Housing Authority	TCT No. 077-2014004785; Usufructuary (No. 9(a), Memorandum of Agreement dated 14 November 2014 between Eddmari, et al and TPGI)
Deepwell 3	Block 1, Lot 52	National Housing Authority	TCT No. 077-2016002464; Usufructuary. (No. 10(a), Memorandum of Agreement dated 11 November 2022 between RFN and TPGI/TTMC)
Deepwell 4	Block 4, Lot 20	National Housing Authority	TCT No. 077-2015005658; Usufructuary. (No. 10(a), Memorandum of Agreement dated 11 November 2022 between RFN and TPGI/TTMC)
Pacifictown (Production Well and Lot)	Block 9 Lot 7	Pacifictown Property Ventures Inc.	TCT No. 077-2024003095; Deed of Donation dated 13 March 2026 between Pacifictown Property Ventures Inc. and TTMC
Pacifictown (Elevated Water Tank & Lot)	Block 2 Lot 14	Pacifictown Property Ventures Inc.	TCT No. 077-2024002905; Deed of Donation dated 13 March 2026 between Pacifictown Property Ventures Inc. and TTMC
TCI			
Mabentangan	Barangay Poblacion Coron		Forest Land Use of Agreement
SJCWCI			
Villa Ramos Pumping Station	Abar 1st City of San Jose, Province of Nueva Ecija	San Jose City Water District	TCT No. 29146;
Sto. Nino 1st Pumping Station	City of San Jose Philippines	San Jose City Water Distcrit	TCT No. 29039, TCT No. 29040, TCT No. 29041, TCT No. 29042
Tondod Pumping Station	City of San Jose Philippines	Tondod Elementary School	Memorandum of Agreement to Use Property dated 24 May 2018 between San Jose Water District and Tondod Elementary School
Malasin Pumping Station	City of San Jose Philippines	San Jose City Water District	TCT No. 15906;
Encarnation Pumping Station	San Jose City Philippines	San Jose City Water District	TCT No. 23679
Belena Pumping Station	City of San Jose Philippines	San Jose City Water District	TCT No. 29243
TCC			
Lagundi Pumping Station	Barrios of San Andres and Pangdan, Municipality of Catbalogan	The Municipality of Catbalogan	TCT No. T-14898; Contract of Usufruct dated 23 October 2020 between Catbalogan

Type of Facility	Location	Owner	Proof of Ownership
			Local Government Unit and Catbalogan Water District
Tumalistis Pumping Station	Barangay. Guinsorangan and Buno-anan, Municipality of Catbalogan	Manuelilda A. Torrevillas & Mamerta S. Licuanan	TCT No. 12282; Deed of Donation dated 21 June 2011 between Manuelilda A. Torrevillas and Mamerta S. Licuanan and Catbalogan Development Corporation and Catbalogan Water District
San Andres Multi Media Filtration	Barrios of San Andres, Municipality of Catbalogan, Samar	Catbalogan Water District	TCT No. 14308
Water Tank Poblacion 13	District of Patag, Municipality of Catbalogan, Province of Samar, Island of Samar	Catbalogan Water District	TCT No. T-14765
	Brgy. San Andres, Municipality of Catbalogan, Province Samar	Beatriz P. Mate married to Cesar Mate	TCT No. T-11714
	Bo. of San Andres, Municipality of Catbalogan, Samar	Beatriz P. Mate	TCT No. T-11715
Catbalogan Water District Main Office	Pier 2, Allen Avenue Extension, Catbalogan City, Samar	Catbalogan Water District	OCT No. 2018000016
WMTP			
Intake Facility & Water Treatment Plant	Municipality of Talisay. Province of Cebu, Island of Cebu	Leona Baclay	TCT No. 9607; Deed of Usufruct dated 16 January 2026 between Metropolitan Cebu Water District and Joint Venture of Watermatic International Ltd. And WMTP Bulk Water Corp.
Intake Facility & Water Treatment Plant	Municipality of Talisay. Province of Cebu, Island of Cebu	Metropolitan Cebu Water District	TCT No. T-110131; Deed of Usufruct dated 16 January 2026 between Metropolitan Cebu Water District and Joint Venture of Watermatic International Ltd. And WMTP Bulk Water Corp
Intake Facility & Water Treatment Plant	Municipality of Talisay. Province of Cebu, Island of Cebu	Metropolitan Cebu Water District	TCT No. T-110132; Deed of Usufruct dated 16 January 2026 between Metropolitan Cebu Water District and Joint Venture of Watermatic International Ltd. And WMTP Bulk Water Corp

The Company and its subsidiaries have entered into several lease agreements and Right of way as follows:

Date	Lessor	Lessee	Leased Area	Location	Consideration and other fees	Term of Lease	Purpose
7 May 2026	Logan Lane Holding Inc.	Tubig Pilipinas Group, Inc.	592.80 sq.M.	Units 701 to 706, One Oculus Center, Makati City	Php622,884.60/ month Php266,430.00 security deposit	1 year (31 January 2027)	Office spaces
19 April 2025	Josefina Rodriguez Agricultural Corp., et al.	Bacolod Bulk Water, Inc.	2,000 sqm (linear)	Abo-abo, Murcia, Negros Occidental	PhP1,500,000.00	Perpetual	Right of way for pipelines and other fixtures for water supply
09 May 2025	Pedro Sales	Bacolod Bulk Water Inc.	500 sq.M.	Abo-abo, Murcia, Negros Occidental	Php375,000.00	Perpetual	
09 May 2025	Barangay Abo-abo	Bacolod Bulk Water Inc.	25 sq.M.	Abo-abo, Murcia, Negros Occidental	NA	Perpetual	
09 May 2025	Sps. Anna Baladiang and Edgar Baladiang	Bacolod Bulk Water Inc.	20 sq.M.	Abo-abo, Murcia, Negros Occidental	Php50,000.00	Perpetual	
Notarized 9 May 2025	Barangay Abo-abo, Murcia, Negros Occidental	Bacolod Bulk Water, Inc.	25 sqm (linear)	Lot No. Field 25, Abo-abo, Murcia, Negros Occidental	Nil	Perpetual	
Notarized 09 May 2025	Heirs of Spouses Ruby P. Dela Torre and Renato A. Dela Torre Sr. namely Norman P. Dela Torre, Renato P. Dela Torre Jr., Josiedel P. Palencia, Joenard P. Dela P. Dela Torre, Raul P. Dela Torre	Bacolod Bulk Water Inc.	10 Linear sqm	Brgy. Abo-abo, Murcia, Negros Occidental	Php50,000.00	Perpetual	
Notarized 01 July 2026	Ellen A. Dayo	Bacolod Bulk Water, Inc.	6 sqm (linear)	Abo-abo, Murcia, Negros Occidental	PhP4,825.00	Perpetual	
Notarized 01 July 2026	SPS. Oscar P. Roce and Estrella Villodres-Roce	Bacolod Bulk Water Inc.	27 linear sqm and 36 linear sqm	Brgy. Abo-abo, Murcia, Negros Occidental	Php20,000.00	Perpetual	

Date	Lessor	Lessee	Leased Area	Location	Consideration and other fees	Term of Lease	Purpose
Notarized 01 July 2026	Lydia L. Aguinaga	Bacolod Bulk Water Inc.	39 Linear sqm	Brgy. Abo-abo, Murcia, Negros Occidental	Php15,000.00	Perpetual	
Notarized 01 July 2026	SPS. Vilma J. Cagalawan and Leonico M. Cagalawan	Bacolod Bulk Water Inc.	18 linear sq.M.	Brgy. Abo-abo, Murcia, Negros Occidental	Php15,000.00	Perpetual	
Notarized 01 July 2026	Spouses Rogelio Aguinaga III and Marissa I. Jayme-Aguinaga	Bacolod Bulk Water Inc.	27 linear sq.M.	Brgy. Abo-abo, Murcia, Negros Occidental	Php10,000.00	Perpetual	
Notarized 01 July 2026	Teresita V. Fortaleza	Bacolod Bulk Water Inc.	3 linear sq.M.	Brgy. Abo-abo, Murcia, Negros Occidental	Php10,000.00	Perpetual	
Notarized 16 March 2026	Tam-An Banaue Multipurpose Cooperative	Tubig Echague Corp.	2 units	Provincial Road Poblacion, Taggapan, Echague Isabela	Php22,000.00/ month	5 years	Lease of Office Space
11 January 2024	Spouses John Albert C.Moyano and Maria Cecilia A. Moyano	Simplicio Belisario	Ground Floor	Poblacion, Sual, Pangasinan	Php17,000.00/ month	5 years	Lease of Office Space
Notarized 29 April 2024	Antonio B. Pena	Tubig Trece Martires Corp.		Brgy. Cabuco, Trece Martires City, Cavite	Php120,000.00	25 Years	Lease of Land for Proposed Water Source (Deep well)

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REGULATORY COMPLIANCE

This section outlines the major permits and licenses necessary to operate business of the Company and its subsidiaries and associates. The Company believes that the Company and its subsidiaries and associates have all the applicable and material permits and licenses necessary to operate business as currently conducted and such permits and licenses are valid, subsisting, or pending renewal. The list of material permits and licenses necessary for the Company and its subsidiaries to operate its respective businesses as of the date of this Prospectus are set out below.

Tubig Pilipinas Holdings Inc.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**
LGU	Business Permit No. 31635	12 February 2026	31 December 2026	1 year
BIR	Certificate of Registration TIN 008-297-271-000	27 June 2012	N/A	N/A
DOLE	Registration of Establishment No. NCR-MPFO-2403-0020			
Tubig Pilipinas Group Inc.				
LGU	Business Permit No.29420	29 February 2026	31 December 2026	1 Year
BIR	Certificate of Registration TIN 008-893-422-000	05 January 2015	N/A	N/A
DOLE	Registration of Establishment No. R-13-803-142364213066	06 January 2025	N/A	N/A
NWRB	Water Permit No. 027473	27 March 2025	N/A	N/A
NPC	NPC Registration No. PIC-012-995-2026	22 September 2026	22 September 2027	1 year
Princess Urduja Waterworks System, Inc.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**

LGU	Business Permit No. PR-2026-0174	15 January 2026	31 December 2026	1 Year
BIR	Certificate of Registration TIN 008-194-902-00000	1 February 2012	N/A	N/A
DOLE	Registration of Establishment No. 01-2304-171	27 March 2023	N/A	N/A
DOH	Operational Permit No. 02-21-A	05 August 2021	N/A	N/A
	Operational Permit No. 01-21	05 August 2021	N/A	N/A
NWRB	Water Permit No. 027331	28 November 2024	N/A	N/A
DENR	ECC-OL-R01-20220371	3 December 2022	N/A	N/A

Tubig Nabua Inc.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**
LGU	Business Permit No. 365	19 January 2026	31 December 2026	1 Year
BIR	Certificate of Registration TIN 010-390-560-000	30 August 2019	N/A	N/A
DOLE	Registration of Establishment No. R05-017-142370911490	07 January 2025	N/A	N/A
NWRB	San Roque Sagumay Water Permit No. 022443	21 September 2011	N/A	N/A
	Santiago Water Permit No. 18515	03 July 2018	N/A	N/A
	Santa Lucia Water Permit No. 18514	03 July 2018	N/A	N/A
	Paloyon Water Permit No. 028038	30 July 2026	N/A	N/A
	Provisional Authority 25-4041	30 January 2026	30 July 2027	18 months
NPC	NPC Registration No. PIC-007-253-2025	28 August 2025	28 August 2026	1 year
DENR	Sta. Lucia ECC-OLR05-2022-0251	23 August 2022	N/A	N/A
	San Roque ECC-OL-R05-2022-0243	17 August 2022	N/A	N/A
	San Miguel ECC-OL-R05-2025-0020	23 January 2025	N/A	N/A
	Paloyon ECC-OL-R05-2023-0122	26 February 2023	N/A	N/A
	Hazardous Waste Generator Registration No. OL-G-R5-17-065219	28 March 2025	N/A	N/A
	Permit to Operate No. PTO-OL-R05-2024-11176	19 December 2024	19 December 2029	5 Years
	Waterwaste Discharge Permit No.DP-R05-25-01632	07 February 2025	07 February 2026	1 Year
Tubig Echague Corp.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**
LGU	Business Permit No. 29419	09 February 2026	31 December 2026	1 Year
BIR	Certificate of Registration TIN 635-596-987-00001	17 June 2026	N/A	N/A
DENR	ECC-OL-R02-2024-0070	15 May 2024	N/A	N/A
Bacolod Bulk Water Inc.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**
LGU	Business Permit No. 202679278	22 January 2026	31 December 2026	1 Year
LGU	Business Permit No. BP-2026-035178-0	29 January 2026	31 December 2026	1 Year

BIR	Certificate of Registration TIN 484-913-619-00000	19 May 2016	N/A	N/A
DOLE	Registration of Establishment No. R18-302-142371317650	07 January 2025	N/A	N/A
NWRB	Water Permit No. 027473	27 March 2025	N/A	N/A
	Water Permit No. 024637	14 January 2019	N/A	N/A
	Water Permit Application No. VI-NEO-2018-06-121	19 June 2022	N/A	N/A
DENR	ECC-R18-1708–0015-4310	22 August 2017	N/A	N/A
	ECC-R06-1804-0003-4300	18 May 2018	N/A	N/A
	PT-OL-R06-2023-00590-R	23 January 2023	January 23, 2028	5 Years
	PT-OL-NIR-2026-01626	13 March 2026	13 March 2031	5 Years
	OL-GR-R6-45-040571	27 February 2024	N/A	N/A
BOI	Certificate of Registration No. 2026-052	24 February 2026	2032-2036	6-10 Years
Tubig Trece Martires Corp.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**
LGU	Business Permit No. 2650-25	21 January 2025	31 December 2025	1 Year
BIR	Certificate of Registration TIN 772-145-150-00000	14 November 2020	N/A	N/A
DOLE	Registration of Establishment No. R04-021-145537711442	30 March 2026	N/A	N/A
NWRB	Water Permit No. 024327	23 January 2018	N/A	N/A
	Water Permit No. 024712	28 February 2019	N/A	N/A
	Certificate of Public Convenience(CPC) Provisional Authority, Board Resolution No. 03-0523	23 February 2024	23 August 2026	18 months with extension
DENR	ECC-OL-R4A-2019-0013	30 January 2019	N/A	N/A
	ECC-R4A-1404-0205	29 April 2014	N/A	N/A
	ECC-OL-R4A-2023-0769	13 November 2023	N/A	N/A
	Permit to Operate No. PTO-OL-R4A-2023-00425	16 January 2023	16 January 2028	5 Years
NPC	NPC Registration No. PIC-006-57-2025	08 September 2025	08 September 2026	1 Year
Calbayog Water Company Inc.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**

LGU	Business Permit No. 2026-0607	13 February 2026	31 December 2026	1 Year
BIR	Certificate of Registration TIN 010-315-074-000	26 April 2019	N/A	N/A
NWRB	Manlulubog Water Permit No. 18048	23 July 2002	N/A	N/A
	Pan-As Water Permit No. 026161	22 August 2022	N/A	N/A
	Hamonini Water Permit No. 18047	23 July 2002	N/A	N/A
	Pasungong Water Permit No. 18097	23 July 2002	N/A	N/A
DENR	ECC-R08-2106-0007	15 June 2021	N/A	N/A
	ECC-R08-2106-00075	15 June 2021	N/A	N/A
	PTO-OL-R08-2023-02970-R	27 March 2023	27 March 2028	5 Years
Tubig Cadiz Inc.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**
LGU	Business Permit No. 2026-01486-0	12 May 2026	31 December 2026	1 Year
BIR	Certificate of Registration TIN 778-290-200	01 June 2021	N/A	N/A
Tubig Coron Inc.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**
LGU	Business Permit ID No. T-175309-00135	24 February 2026	31 December 2026	1 Year
BIR	Certificate of Registration TIN 010-386-300-00000	28 April 2022	N/A	N/A
DOLE	Registration of Establishment No. R17-053-145756544554	30 April 2026	N/A	N/A
NWRB	Water Permit No. 12198	26 June 1999	N/A	N/A
DENR	ECC-OL-R4B-2023-0129	08 August 2023	N/A	N/A
NPC	NPC Registration No. PIC-006-575-2025	28 August 2025	28 August 2026	1 Year
	NPC Registration No. PIC-011-513-2026	30 September 2026	30 September 2027	1 Year
San Jose City (N.E) Water Company Inc.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**
LGU	Business Permit No. 29419	09 February 2026	31 December 2026	1 Year
BIR	Certificate of Registration TIN 600-627-399-00000	05 August 2021	N/A	N/A
NWRB	Encarnacion Water Permit No. 14883	29 September 1995	N/A	N/A
	Malasin Water Permit No. 14884	29 September 1995	N/A	N/A
	Belena Water Permit No. 026162	22 August 2022	N/A	N/A
	Villa Ramos Water Permit No. 026163	22 August 2022	N/A	N/A

	Sto. Niño Water Permit No. 026164	22 August 2022	N/A	N/A
	Tondod Water Permit No. 026165	22 August 2022	N/A	N/A
DENR	ECC-OL-R03-2022-0321	27 June 2022	N/A	N/A
	ECC-OL-R03-2022-0321 (Amended)	21 April 2025	N/A	N/A
	ECC-OL-R03-2022-0362	12 July 2022	N/A	N/A
	ECC-OL-R03-2026--0035	22 January 2026	N/A	N/A
	ECC-OL-R03-2022-0815	26 December 2022	N/A	N/A
	ECC-OL-R03-2022-0317	27 July 2022	N/A	N/A
	ECC-OL-R03-2022-0317 (Amended)	21 April 2025	N/A	N/A
	ECC-OL-R03-2022-0314	16 June 2022	N/A	N/A
	ECC-OL-R03-2022-0314 (Amended)	21 April 2025	N/A	N/A
	ECC-OL-R03-2022-0362	12 July 2022	N/A	N/A
	ECC-OL-R03-2023-0496	12 August 2023	N/A	N/A
	ECC-OL-R03-2023-0496 (Amended)	21 April 2025	N/A	N/A
	DP-R03-25-07179	04 July 2025	4 July 2026	1 year
	DP-R03-25-03284	19 March 2025	19 March 2026	1 year
	DP-R03-25-07182	04 July 2025	04 July 2026	1 year
	DP-R03-25-10816	07 October 2025	07 October 2026	1 year
	DP-R03-26-10301(Encarnacion)	30 August 2026	30 August 2027	1 year
	DP-R03-26-10304 (Sto. Nino)	30 August 2026	30 August 2027	1 year
	DP-R03-26-10303 (Villaramos)	30 August 2026	30 August 2027	1 year
	Hazardous Waste Generator Registration No. OL-G-R3-49-065287	19 May 2025	N/A	N/A
NPC	NPC Registration No. PIC-009-944-2025	28 August 2025	28 August 2026	1 Year
	NPC Registration No. PIC-013-374-2026	30 September 2026	30 September 2027	1 Year
Tubig Catbalogan Corp.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**
LGU	Business Permit No. 2026-0806005000-0973	29 January 2026	31 December 2026	1 Year
BIR	Certificate of Registration TIN 634-975-663-00000	28 April 2022	29 September 1995	N/A
NWRB	Water Permit No. 11229 (Masacpasac Spring	29 September 1995	N/A	N/A
	Water Permit No. 11228 (Tomalistis Well)	29 September 1995	N/A	N/A
	Water Permit No. 10890 (Antiao River)	22 August 2022	N/A	N/A

	Water Permit No. 021757 (Caramayon Spring)	22 August 2022	N/A	N/A
DENR	ECC-R08-1602-0010	24 February 2016	N/A	N/A
NPC	NPC Registration No. PIC-007-059-2025	September 2025	03 September 2026	1 Year
	NPC Renewal Registration PIC-012-999-2026	22 September 2026	22 September 2027	1 year
WMTP Bulk Water Corp.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**
LGU	Business Permit ID No. BP-2026-01485-0	12 May 2026	December 31, 2026	1 Year
	Business Permit ID No. BP-2026-01486-0	12 May 2026	December 31, 2026	1 Year
	Development Permit No. 07-26-011	02 June 2026	N/A	N/A
DPWH	Excavation Permit Time Extension No 2	03 March 2025	03 July 2026	
	DPWH Jaclupan Excavation Permit	03 March 2025	03 June 2026	
BIR	Certificate of Registration TIN 676-561-178-00000	05 June 2025	N/A	N/A
DENR	ECC-R07-2512-3647	23 December 2025	N/A	N/A
	ECC-R07-2512-3647	25 April 2026	N/A	N/A
NWRB	Conditional Water Permit No. 07-31-26-003	31 July 2026	31 July 2027	1 Year
ALV Tubig Ng Mandaue Inc.				
Issuing Agency	**Permit / License No.**	**Date of Issue / Registration**	**Date of Expiry**	**Validity Period**
LGU	Business Permit No. 29419	09 February 2026	December 31, 2026	1 Year
BIR	Certificate of Registration TIN 653-336-592-00000	04 July 2024	N/A	N/A

DIVIDENDS AND DIVIDEND POLICY

LIMITATIONS AND REQUIREMENTS

Under Philippine law, a corporation can only declare dividends to the extent that it has unrestricted retained earnings that represent the undistributed earnings of the corporation which have not been allocated for any managerial, contractual or legal purpose and which are free for distribution to the shareholders as dividends. The amount of retained earnings available for declaration as dividends may be determined pursuant to regulations issued by the SEC.

The approval of the board of directors is generally sufficient to approve the distribution of dividends, except in the case of stock dividends which requires the approval of stockholders representing not less than two-thirds of the outstanding capital stock at a regular or special meeting duly called for the purpose.

The Revised Corporation Code of the Philippines generally requires a Philippine corporation with retained earnings in excess of 100% of its paid-in capital to declare and distribute as dividends the amount of such surplus. Notwithstanding this general requirement, a Philippine corporation may retain all or any portion of such surplus in the following cases: (i) when justified by definite expansion plans approved by the board of directors of the corporation; (ii) when the required consent of any financing institution or creditor to such distribution has not been secured; (iii) when retention is necessary under special circumstances, such as when there is a need for special reserves for probable contingencies; or (iv) when the non-distribution of dividends is consistent with the policy or requirement of a Government office.

RECORD DATE AND PAYMENT DATE

Pursuant to existing SEC rules, any declaration of cash dividends must have a record date not less than ten (10) nor more than thirty (30) calendar days from the date of declaration. Under such rules, if no record date is specified, the record date will be deemed fixed at fifteen (15) calendar days from such declaration. For stock dividends, the record date should not be less than ten (10) nor more than thirty (30) days from the date of the shareholders' approval. If no record date is set, under SEC rules, the record date will be deemed fixed at fifteen (15) calendar days from the date of the stock dividend declaration. In either case, the set record date is not to be less than ten (10) trading days from receipt by the PSE of the notice of declaration of dividend. In the event that a stock dividend is declared in connection with an increase in authorized capital stock, the corresponding record date is to be fixed by the SEC.

In relation to foreign shareholders, dividends payable may not be remitted using foreign exchange sourced from the Philippine banking system unless the investment was first registered with the BSP.

Pursuant to the "Amended Rules Governing Pre-emptive and other Subscription Rights and Declaration of Stock and Cash Dividends" of the SEC, all cash dividends and stock dividends declared by a company shall be remitted to PDTC for immediate distribution to participants not later than eighteen (18) trading days after the record date (the "**Payment Date**"); provided that in the case of stock dividends, the credit of the stock dividend shall be on the Payment Date which in no case shall be later than the stock dividends' listing date. If the stock dividend shall come from an increase in capital stock, all stock dividends shall be credited to PDTC for immediate distribution to its participants not later than twenty (20) trading days from the record date set by the SEC, which in no case shall be later than the stock dividends' listing date.

DIVIDEND POLICY

Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law.

The Company and its subsidiary, TPGI have not adopted a specific dividend policy specifying a minimum dividend rate based on its net earnings for any given year. The Company intends to adopt such dividend policy after completion of the Offer.

HISTORY OF DIVIDEND PAYMENT

Neither the Company nor its subsidiary, TPGI have declared dividends.

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LEGAL PROCEEDINGS

The Company and its Subsidiaries are involved in the following legal proceedings:

Case Name	Court/Agency	Summary and Latest Status
Tubig Pilipinas Group Inc.		
Case No. 2025-092 (In the Matter of Petition to Increase Water Volume)	National Water Resources Board	On 16 June 2024, TPGI filed a Petition to Increase Volume of Water under Water Permit No. 027473 in Caliban River from 115.74 LPS to 601.85 LPS. NIA filed an Opposition to the Petition which was received on 11 August 2025. TPGI as Petitioner filed its Comment on 16 September 2025. On 06 November 2025, an Electronic Preliminary Conference was conducted. However, parties failed to reach a compromise. As such, hearing will proceed on 29 June 2026. On the said date, the hearing was attended by the Petitioner. However, the Oppositor, NIA, failed to appear. NWRB then terminated the Preliminary Conference and set the ocular inspection in October 2026.
Case No. 2026-008 (In the Matter of Petition to Change Coordinates)	National Water Resources Board	Permit No. 027473 covering the Caliban River. The Petition seeks to correct the coordinates indicated in the Water Permit. On 19 May 2026, an electronic preliminary conference was conducted. During the conference, a representative of Barangay Caliban appeared and manifested the barangay's intention to file a protest against the Petition. The Hearing Officer granted the representative ten (10) days within which to file the protest and directed that a copy thereof be furnished to the Petitioner. Upon receipt of the protest, the Petitioner was likewise given ten (10) days to file its Reply. To date, however, no protest has been filed by Barangay Caliban within the prescribed period. On 30 July 2026, TPGI filed a general motion to declare any oppositors in default. NWRB is also set to conduct an ocular inspection on October 2026.
Tubig Nabua Inc.		
NOV-LEGAL-EIA-2026-341 NOV-LEGAL-AIR-2026-771 NOV-LEGAL-WATER-2026-268	DENR – Environmental Management Bureau (EMB) Region V	Notice of Violation was issued to Tubig Nabua, Inc. – San Roque Sagumay Pumping Station for non-compliance with ECC conditions (PD 1586), operating a 26.82 HP diesel generator without a valid Permit to Operate (RA 8749), and failure to secure a Wastewater Discharge Permit for the septic tank (RA 9275). TNI submitted its Position Paper on 09 July 2026. On 28 July 2026, DENR-EMB confirmed that the 26.82 HP diesel generator was already covered by

Case Name	Court/Agency	Summary and Latest Status
		TNI's existing permit. However, the latter was directed to accomplish the renewal of its Wastewater Discharge Permit within 30 days from receipt. On 03 September 2026, TNI submitted its partial compliance and undertakes to submit a copy to DENR-EMB once permit is issued.
NOV-LEGAL- EIA-2026-353, NOV-LEGAL-AIR-2026-230; AND NOV-LEGAL- WATER-2026-278	DENR – Environmental Management Bureau (EMB) Region V	A Notice of Violation was issued to Tubig Nabua Inc – Paloyon Oriental Pumping Station for failure to conform to the conditionalities stipulated in the ECC (PD 1586); failure to secure a Permit to Operate for the 80.46 HP "Frontier" and 80.46 HP "Magna Plus" diesel generator sets (RA8749); and failure to secure a valid wastewater discharge permit for the septic tank (RA 9275). TNI submitted its Position Paper on 13 July 2026. On 24 July 2026, TNI received a email from DENR-EMB, directing the former to secure the lacking permits without penalties imposed. On 24 August 2026, TNI submitted its compliance.
NOV-LEGAL- EIA-2026-398	DENR – Environmental Management Bureau (EMB) Region V	A Notice of Violation was issued to Tubig Nabua Inc – Waras/Sta. Lucia Pumping Station for the alleged operation without first securing an Environmental Compliance Certificate which violates Sec. 4 of PD 1589. On 30 July 2026, TNI submitted its Position Paper denying the alleged violation. As of date, TNI is awaiting Resolution. On 21 September 2026, DENR-EMB conducted an ocular inspection to verify that no expansion has been made. As of date, TNI is still awaiting Resolution. An adverse ruling from the DENR may lead to the issuance of a cease and desist order.
NOV-LEGAL-EIA-2026-510	DENR – Environmental Management Bureau (EMB) Region V	A Notice of Violation was issued to Tubig Nabua Inc. – San Miguel Pumping Station for alleged failure to comply with the conditionalities stipulated in the ECC. TNI submitted its Position Paper on 01 September 2026 and awaiting Resolution.
Tubig Trece Martires Corp.		
Cease and Desist Order	National Water Resources Board	On November 2025, NWRB conducted a random inspection of water service providers in Trece Martires, Cavite. Among those inspected were TTMC. NWRB found that TTMC has a water source which lacks the necessary water permit issued by the agency. As such, TTMC was ordered to cease and desist from appropriating water from this deepwell. It was likewise directed to pay the penalty of one thousand (PHP 1,000.00) pesos

Case Name	Court/Agency	Summary and Latest Status
		reckoned from the date of inspection. However, as of date, no assessment was still issued by NWRB regarding the said violation.
Bacolod Bulk Water Inc.		
WUC Case No. 2019-144 (John Keng Seng a.k.a John Sy vs. BBWI)	National Water Resources Board	On 20 September 2024, BBWI filed a Motion to Dismiss Protest of John Keng Seng. In an Order dated 28 October 2024, John Sy is directed to Comment on the Motion to Dismiss. On 04 April 2025, a Notice of Decision was issued by the NWRB Board for failure on the part of the Oppositor to appear on various dates set by the Board. A Resolution dismissing the Affidavit/Opposition of John Sy was issued on 03 April 2025.
Notice of Violation (NOV) No. 0625-NEG-55102-439 Case No. NIR-26-OE-071 (ECC Violation)	Department of Environment and Natural Resources (DENR) – Environmental Management Bureau (EMB)-Negros Island Region (NIR)	On 04 December 2025, BBWI received a Notice of Violation (NOV) from the Environmental Management Bureau – Negros Island Region (EMB-NIR) at its Murcia, Negros Occidental office. The NOV alleged that BBWI had violated the conditions of its existing Environmental Compliance Certificate (ECC) by undertaking an expansion project along the Caliban River prior to securing the corresponding amendment to its ECC. The NOV stemmed from a complaint filed by Barangay Caliban. Following the issuance of the NOV, EMB-NIR conducted a hearing and directed the parties to submit their respective Position Papers. Thereafter, on 25 March 2026, BBWI received an Order imposing administrative fines and directing the company to cease and desist from undertaking activities related to the expansion project pending the issuance of the amended ECC. The Order specifically provides that BBWI is directed to cease and desist until amendment of its ECC is duly secured to include the expansion project. On 14 April 2026, BBWI filed a Motion for Reconsideration (MR) seeking the reversal of the Cease-and-Desist Order. While the Motion for Reconsideration remains pending, the application for the amendment of BBWI's ECC had already reached its final stage of approval. Likewise, Barangay Caliban adopted Barangay Resolution No. 14, Series of 2026, formally withdrawing its protest against BBWI and expressing that it no longer opposes the company's expansion project.
Tubig Coron Inc.		
WPA No. IV-PAL-2020-02-135 WPA No. IV-PAL-2020-02-136 WUC Case No. 2020-066 WUC Case No. 2020-067	National Water Resources Board	CRWSA filed a protest to the Water Permit Applications of Mactan Rocks Industries Inc. on 17 June 2020. On 16 November 2021 and 02 December 2021, a Preliminary Conference was conducted. Parties

Case Name	Court/Agency	Summary and Latest Status
(Mactan Rocks Industries, Inc. vs. Coron BWP Rural Waterworks and Sanitation Association, Inc,)		were required to submit their Position Paper which CRWSA complied on 12 January 2022. On 31 January 2023, NWRB dismissed CRWSA's Protest for lack of merit. CRWSA then filed a Motion for reconsideration but the same was dismissed on 30 April 2025. Thus, Mactan Rock's water permit application may now proceed.
NPS Docket No. IVB-08-INV-26D-0447 (Tubig Coron Inc. vs Jenny Mae Aban)	Office of the Provincial Prosecutor – Puerto Princesa City, Palawan	On 29 April 2026, Tubig Coron Inc. filed a criminal case of Qualified Theft amounting to PHP 669,955.76 against Ms. Jenny Mae Aban. On 26 May 2026, a Preliminary Investigation was conducted which was not attended by the accused. The complainant was also required to submit supplementary documents which the latter submitted on 16 June 2026. On 28 June 2026, the Office of the Provincial Prosecutor resolved to dismissed the Complaint.
San Jose City (N.E) Water Company Inc.		
Case Nos. 2024-012-WD to 2024-018-WD	National Water Resources Board	On 12 July 2024, a Petition to Transfer Water Permit and Change of Purpose was docketed as NWRB Case Nos. 2024-012-WD to 2024-018-WD. The hearing of the Petition was conducted online on 18 February 2025. The Certificate of Posting secured were marked as exhibits during the Hearing. The Hearing Officer after finding almost all the requirements were complied with, considered from the Protestee the request for scheduling of the next hearing on 6 March 2025 for the presentation of the remaining jurisdictional requirements. On 5 May 2025, SJCWD submitted Formal Offer of Evidence to NWRB. On June 20, 2025, NWRB issued a Resolution granting the transfer of water permit and change of purpose from domestic to municipal use. On 18 July 2025, a Follow-up Letter on the status of WP was submitted. As of date, SJCWC's WP issuance is for evaluation.
DENR PAB Case No. 03-00399-25-W|EMBR3-2025-NE-118	DENR – Environmental Management Bureau (EMB) Region III	A Notice of Violation was issued for the Sto. Niño 1st Pumping Station for operating Water Pollution Source and Control Facilities (WPSCF) without a valid Discharge Permit under RA 9275. SJCWC paid PHP 25,937.42 as penalty.
DENR PAB Case No. 03-00376-25-W	DENR – Environmental Management Bureau (EMB) Region III	A Notice of Violation was issued to SJCWC's Encarnacion Pumping Station for failure to secure a Discharge Permit for Water Pollution Source and Control Facilities (WPSCF), violating RA 9275 and ECC Condition No. 3. SJCWC paid PHP 10,000.00 as penalty.
DENR PAB Case No. 03-01195-25-W	DENR – Environmental Management Bureau (EMB) Region III	A Notice of Violation was issued to SJCWC's Villaramos Pumping Station for operating a Water Pollution Source and Control Facilities

Case Name	Court/Agency	Summary and Latest Status
		(WPSCF) without a valid Discharge Permit under RA 9275. SJCWC paid PHP 10,000.00 as penalty.
DENR PAB Case No. 03-00278-25-A	DENR – Environmental Management Bureau (EMB) Region III	A Notice of Violation was issued for the Sto. Niño 1st Pumping Station for failure to secure a Permit to Operate (APSCI) under RA 8749. SJCWC was required to pay a fine of PHP 19,500.00.
DENR PAB Case No. 03-00336-25-A	DENR – Environmental Management Bureau (EMB) Region III	A Notice of Violation was issued to SJCWC's Belena's Pumping Station for failure to secure a Permit to Operate (APSCI) under RA 8749. SJCWC was required to PHP 19,500.00 as fine.
DENR PAB Case No. 03-00362-25-A	DENR – Environmental Management Bureau (EMB) Region III	A Notice of Violation was issued to SJCWC's Villaramos' Pumping Station for failure to secure a Permit to Operate (APSCI) under RA 8749. SJCWC paid PHP 19,500.00 as fine.
DENR PAB Case No. 03-00038-25-A	DENR – Environmental Management Bureau (EMB) Region III	A Notice of Violation was issued to SJCWC's Belena's Pumping Station for failure to secure a Permit to Operate (APSCI) under RA 8749. SJCWC paid PHP 19,500.00 as fine.
EMBR3-2026-NE-268	DENR – Environmental Management Bureau (EMB) Region III	Notice of Violation issued to San Jose City (N.E.) Water Company, Inc. – Malasin Pumping Station for failure to secure a Permit to Operate (APSCI) for its 92 kW generator set, resulting in non-compliance with ECC Condition No. 7 (PD 1586) and violation of RA 8749. On 08 July 2026, SJCWC filed its Position Paper and awaiting Resolution. SJCWC paid PHP 29,500.00 as fine.
EMBR3-2026-NE-215	DENR – Environmental Management Bureau (EMB) Region III	Notice of Violation issued to San Jose City (N.E.) Water Company, Inc. – Malasin Pumping Station for failure to secure a Discharge Permit in violation to RA 9275. On 08 July 2026, a Position Paper was submitted by SJCWC.

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BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Our overall management and supervision are undertaken by the Board. Our executive officers and management team cooperate with the Board by preparing appropriate information and documents concerning our business operations, financial condition and results of operations for its review. As soon as the increase in the number of directors and the corresponding amendment in the Articles of Incorporation shall have been approved by the SEC, the Board shall consist of eight members, of which three (3) are independent directors. All the directors named below were elected at either an annual, or special stockholders' meeting held for the purpose. All directors will hold office until their successors have been duly elected and qualified.

The following table sets forth the Board of Directors of the Company:

Name	Age	Position	Citizenship	Period of Service	Number of Years in Service
Ryan Wesley T. Yapkianwee	44	Chairman and President	Filipino	2 months	2 months
Eric Peter Y. Roxas	63	Director and Corporate Secretary	Filipino	14 years 10 months	14 years 10 months
Dexter Y. Tiu	54	Director	Filipino	14 years	14 years
Howard Conrad T. Sy	38	Director	Filipino	2 months	2 months
Roland Samuel T. Young	42	Independent Director	Filipino	2 months	2 months
Victor B. Valdepeñas	80	Independent Director	Filipino	2 months	2 months
Luis Juan B. Oreta	70	Independent Director	Filipino	2 months	2 months

The following table sets forth the Officers of the Company:

Name	Age	Position	Citizenship	Period of Service	Number of Years in Service
Ryan Wesley T. Yapkianwee	44	Chairman and President	Filipino	2 months	2 months
Eric Peter Y. Roxas	63	Director and Corporate Secretary	Filipino		
Conrado Ma. Leandro Francisco G. Belisario	44	Chief Executive Officer	Filipino	2 months	2 months
Mark Eric C. Roxas	36	Treasurer	Filipino	2 months	2 months
Maria Carla Josefa G. Campos	67	Chief Financial Officer	Filipino	2 months	2 months
Shawn Kimberly C. Yao	44	Investor Relations Officer	Filipino	2 months	2 months
Rosanna T. Desiderio	61	Chief Information Officer / Compliance Officer	Filipino	2 months	2 months

Ryan Wesley T. Yapkianwee
Chairman and President

Ryan Wesley Yapkianwee is a Structural Engineer by profession with extensive experience in the field of Design, Construction and Project Management. Prior to pursuing a career in structural engineering, he trained in some of the top design, construction and project management companies in the Philippines. From 2005 to present, he is a practicing structural engineer with 20 years of experience in the field of Structural Design and Value Engineering. He is currently a partner in Quadstruct Inc, one of the top engineering consultancy firms in the country. Over his career, he has worked on more than 400 projects with a cumulative floor area of more than 13,000,000 square meters. He has worked on numerous large iconic projects involving residential, commercial, offices and airports.

Mr. Yapkianwee currently serves as President of Tubig Pilipinas Group Inc. It is the holding company of subsidiaries that operate and distribute water in numerous cities and municipalities across the Philippines. Mr. Yapkianwee also serves as director of Repower Energy and Development Corp and Blue energy, both renewable energy companies that operate hydro plants and other renewable energy assets. Aside from being part of the board of listed firm Repower Energy and Development Corp, he also sits as a director for another listed company F&J Prince Holdings Corporation. He is also a director of W property Management, developer of W brand buildings in Bonifacio Global City.

Due to Mr. Yapkianwee's experience in utilities, structural engineering and property management he has advised numerous real estate developers on proper master planning, efficient engineering and up to date engineering trends/developments to ensure projects get built with the utmost quality and safety.

Mr. Yapkianwee received his Bachelor of Science in Civil Engineering Degree from De La Salle University College. In his final year of college, he took a specialization in Structural Engineering. He took the May 2005 civil engineering board exam and obtained his professional license that same year. He is frequently invited by his Alma mater, Local Governments and Engineering Associations to share his knowledge and experience in the field of engineering through seminars and talks.

Eric Peter Y. Roxas
Director and Corporate Secretary

One of the Co-founders of Pure Energy and the President of Repower Energy Development Corporation and Nexgen Energy Corp. He is also the President of Husky Trading Corporation, Philippine Welding Technology Skills & Services Center, Inc., and Husky Calibration Specialists, Inc. He is also a Director and Treasurer of Eagle Equities Inc and was formerly a VP of REDECO and JINICO. REDECO drilled 46 wells and JINICO headed the consortium for SC 1, which is now GSEC 101. He holds a Bachelor of Science degree in Industrial Engineering from De La Salle University.

Dexter Y. Tiu
Director

The Founder, Chairman of the Board, and CEO of Pure Energy Holding Corporation and Pure Water Corporation. He is presently a Director of JTKC Equities, Inc., Star Equities, Inc., and TKC Steel Corp., and is Vice Chair of Zhangzhou Stronghold Steelworks Corp. based in Xiamen, China. He is concurrently the President and CEO of PHILPODECO (incorporated in 1927), the company that owns and operates historically the oldest operating mini hydropower plants in the country. He is also involved in the microfinance, restaurant, and agriculture industries. In the field of Public Service, he has served as a Makati LGU Elected official for 15 years. During his mid-20's, he served as the youngest Director of Vantage Equities, Inc., another publicly listed company. He holds a Bachelor of Science degree in Mechanical Engineering from the De La Salle University.

Howard Conrad T. Sy
Director

Howard Conrad Tancuan Sy is a seasoned business executive with extensive experience in corporate governance, banking, investment management, and strategic business development. He is part of SM Investments Corporation,

where he has been involved in advancing the Group's strategic and business initiatives across its diversified portfolio. Mr. Sy likewise serves as Advisor to the Board of Directors of China Banking Corporation, providing strategic counsel to the Board on matters relating to corporate governance, business strategy, and organizational development. In this capacity, he contributes to the formulation of policies and initiatives that support the Bank's long-term objectives and sustainable growth. Throughout his professional career, Mr. Sy has been actively engaged in corporate management, strategic planning, investment evaluation, and business development. His experience encompasses corporate finance, capital allocation, mergers and acquisitions, risk management, and stakeholder relations. He has worked closely with senior management and boards of directors in developing and implementing strategic initiatives that enhance operational efficiency, strengthen governance, and create long-term shareholder value. Mr. Sy is recognized for his disciplined approach to corporate leadership and his commitment to the principles of accountability, integrity, and sound governance. His extensive experience in the banking and corporate sectors enables him to provide valuable insight on strategic, financial, and governance matters affecting complex business organizations.

Victor B. Valdepeñas
Independent Director

Victor B. Valdepeñas is a distinguished banker, economist, educator, and finance executive with over four decades of experience in international banking, treasury management, capital markets, and economic policy. He began his banking career with Citibank in 1973 and rose through the ranks to become one of the institution's most senior executives. As Chief Country Economist and Head of the Economics Department, he provided strategic economic analysis and market intelligence that supported key business, investment, and policy decisions. During his distinguished tenure at Citibank, he held senior leadership positions in the Foreign Exchange Trading Group, Money Market Group, Government Securities and Fixed Income Group, Treasury Marketing Group, Liquidity and Funding Group, and Alternative Investment Group, where he developed extensive expertise in treasury operations, capital markets, liquidity management, investment strategy, and risk management. His breadth of experience has given him a comprehensive understanding of global financial markets and corporate finance, earning him recognition as one of the Philippines' most respected financial professionals.

In addition to his accomplishments in the banking sector, Mr. Valdepeñas has made significant contributions to academia as an educator, lecturer, and mentor, sharing his expertise in economics, banking, treasury management, and financial markets with future generations of finance professionals. His ability to combine academic rigor with practical business experience has made him a respected adviser on economic policy and financial strategy. Throughout his career, he has been recognized for his integrity, sound judgment and strategic leadership.

Luis Juan B. Oreta
Independent Director

Mr. Oreta is a seasoned finance and corporate executive with over four decades of experience in strategic planning, corporate finance, and business leadership. He served in various senior leadership roles within the Ayala Group from 1997 to 2018, including Managing Director of Ayala Corporation's Strategic Planning Group, Interim Chief Finance Officer of Integrated Microelectronics, Inc. (IMI), and Chief Operating Officer and Chief Finance Officer of Manila Water Company, Inc. He began his career with the Ayala Group at Bank of the Philippine Islands, following earlier roles as a management consultant at Boone, Young & Associates and as a financial analyst at Insular Bank of Asia & America. Mr. Oreta is a Fellow of the Institute of Corporate Directors and a life member of the Financial Executives Institute of the Philippines (FINEX). He currently serves as Vice Chairman of the Board of Quezon Memorial Academy and National Commander of the U.P. Vanguard, Inc. He earned his Bachelor of Science in Business Economics from the University of the Philippines and his Master of Business Administration in Finance, with a concentration in Investment Analysis, from Rutgers University Graduate School of Management

Roland Samuel Tanco Young
Independent Director

Roland Samuel Tanco Young is a business executive and former public official with extensive experience in capital markets, finance, technology, and public administration. He previously served as Undersecretary of the Department

of Human Settlements and Urban Development (DHSUD), where he led the Knowledge Management and Information Systems Service (KMISS) and played a key role in the digital transformation initiatives of the Department. Among his notable accomplishments was spearheading the development of the 4PH website, the central digital platform supporting the Government's flagship housing program, Pambansang Pabahay para sa Pilipino (4PH), enhancing public access to housing information and government services.

Mr. Young earned his Bachelor of Science in Computer Science from the University of British Columbia, equipping him with a strong foundation in information technology and systems management. Prior to entering government service in 2022, he established a distinguished career in the private sector, serving as Head of Equities at Security Bank Corporation, where he gained extensive experience in capital markets, equity investments, treasury, corporate finance, and strategic investment management. Throughout his professional career, he has developed expertise in financial markets, technology-driven business solutions, and organizational leadership.
Combining his private sector experience with public service leadership, Mr. Young has demonstrated a strong commitment to innovation, digital governance, and institutional development. His experience spans finance, information systems, strategic planning, and corporate governance, enabling him to provide valuable leadership in organizations pursuing sustainable growth, operational excellence, and digital transformation.

Conrado Ma. Leandro Francisco G. Belisario
Chief Executive Officer

Mr. Belisario, has 25 years of specialized experience in the water industry at all stages, from pre-feasibility, to Hydrology, system and network design, project implementation, construction, operations, system retrofitting and upgrading, as well as new and emerging technologies. He started with a degree in Civil Engineering and majored in Hydraulics and Water Resource Engineering in the De La Salle University. He graduated in 2005 and subsequently passed the Civil Engineering Licensure exam placing in the top 15. He then started as a hydrologist with l Engineering and Development Corporation of the Philippines (EDCOP). He then took his Masteral Degree in Environmental Engineering from the De La Salle University. Subsequently. He then joined his father, Simplicio C. Belisario, Jr., former LWUA deputy administrator, in establishing TGV Builders, Inc a full service water supply company. Currently, Mr. Belisario serves as the CEO of TPGI. He also serves as a director of TGV Builders Inc. and numerous other water companies including Water for Calasiao Inc and Princess Urduja Waterworks.

Mark Eric C. Roxas
Treasurer

Mark Eric C. Roxas has been with TPGI. since 2014. He currently serves as Treasurer and Operations Officer and is responsible for overseeing the Company's operational functions and business expansion initiatives. Prior to his appointment as Treasurer, he served as COO and Head of Business Development of Tubig Pilipinas Group Inc., where he played a key role in the Company's growth and development initiatives.

He has extensive experience in the water utility sector, leading the Company's efforts to expand access to potable water and wastewater treatment services in underserved communities throughout the Philippines. Under his operational leadership, Tubig Pilipinas Group Inc. has pursued various water infrastructure and sanitation projects, including the expansion of water service connections and the development of septage treatment facilities.

He holds a Bachelor's Degree in Psychology from Ateneo de Manila University.

Maria Carla Josefa G. Campos
Chief Finance Officer

Carla G. Campos has been with Tubig Pilipinas Group Inc. since 2025. She is a distinguished international banking executive with over three decades of experience in corporate, project finance, infrastructure and development finance as well as global syndications. She has previously held positions as a Senior Project and Corporate Investment Executive with the Private Sector Operations Department of the Asian Development Bank (ADB) focusing on the Philippine market, Head of the Cross Border Lending Unit at BDO Unibank, Inc's Corporate & Institutional Banking

Group and as a Director of Export & Specialized Finance Group in HSBC's Infrastructure and Real Estate Group (IRG) in HSBC Securities (USA), Inc. She holds a Master's Degree in Business Administration, Finance from NYU's Stern School of Business, a Master's Degree in International Affairs from the Fletcher School of Law & Diplomacy, Tufts University and a Bachelor of Arts Degree in Political Science & Economics from Mt. Holyoke College in South Hadley, Massachusetts.

Rosanna T. Desiderio
Compliance Officer

Rosanna T. Desiderio has been with the company since its incorporation. She is concurrently the Accounting Manager of Pure Water and its parent company, Pure Energy and its sister company, Repower Energy Development Corporation, Nexgen Energy Corp. and their subsidiaries. She has been a Certified Public Accountant since 1985. She holds a Bachelor of Science degree in Accountancy from the Polytechnic University of the Philippines.

Shawn Kimberly C. Yao
Investor Relations Officer

Shawn is a media and communications professional with extensive experience in broadcast journalism and television production. She currently serves as a Presenter and Producer at Bloomberg TV Philippines. Prior to joining Bloomberg TV Philippines, she was a news anchor and television presenter at TV5, where she anchored several news and current affairs programs, including Sapul sa Singko, TEN: The Evening News, and Lupet. Her professional experience spans broadcast journalism, television production, editorial management, and media communications, providing her with significant expertise in public affairs, strategic communications, and content development.

INVOLVEMENT IN CERTAIN LEGAL PROCEEDINGS OF DIRECTORS AND SENIOR MANAGEMENT

To the best of our knowledge, none of the above-named directors or executive officers has been subject to the following:

- 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;

- 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;

- 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 or her involvement in any type of business, securities, commodities, or banking activities; or

- 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.

INTERLOCKING DIRECTORS

C - Chairman
P - President
D - Director
CS - Corporate Secretary
T - Treasurer

Director/ Officer	TPHI	TPGI	TNI	TEC	BBWI	TTMC	TCI	SJCWCI	TCC	PUWSI	Tubig Cadiz	WMTP	CCWCI	ALVTMI
Ryan Wesley T. Yapkianwee	C P D	C P D	C P D	C D	C D	C P D	C P D	C P D	C P D	T D	P D	C D	D	C P D
Dexter Y. Tiu	D	D	D	N/A	D	D	D	D	D	D	C D	D	N/A	N/A
Eric Peter Y. Roxas	D CS	CS D	CS D	N/A	CS D	CS D	CS D	D	CS D	N/A	N/A	N/A	N/A	N/A
Conrado Ma. Leandro Francisco G. Belisario	CEO	T D	T D	P D	D	T D	T D	T D	T D	P D	N/A	CS D	T D	T D
Robert Christopher A. Niebres	N/A	D	D	N/A	N/A	N/A	D	N/A	D	N/A	N/A	N/A	N/A	N/A
Mark Eric C. Roxas	T	N/A	N/A	CS	N/A	N/A	N/A	CS D	N/A	N/A	N/A	N/A	CS	CS
Simplicio C. Belisario Jr.	N/A	N/A	N/A	T	P D	N/A	N/A	N/A	N/A	CS D	N/A	N/A	N/A	N/A
Bill Reymond G. De Leon	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	D	T D	N/A	N/A	N/A

FAMILY RELATIONSHIPS

Except for the uncle and nephew, Dexter Y. Tiu and Ryan Wesley T. Yapkianwee and father and son, Eric Peter Y. Roxas and Mark Eric C. Roxas and Simplicio Belisario and Conrado Ma. Leandro Francisco G. Belisario, there are no other family relationships within the fourth degree of consanguinity or affinity between the Directors and Officers of the Company.

SIGNIFICANT EMPLOYEES

The Company has an apprenticeship and educational program among its professionals where its associates, engineers and technical staff are given the scholarships and/or are mentored by the more experienced senior technical personnel of the Company to train the latter in the crucial aspects of the construction and operations of the water facilities. The Company has also established and adheres to its standard operating procedures and preventive maintenance programs. In the event the more senior personnel of the Company leave for other employment opportunities, the said junior associate, engineers and technical personnel should still be able to carry on with the proper operations of the Company's water supply, distribution, septage and wastewater facilities. Under extreme situations where the Company might find it difficult to hire skilled professionals in the Philippines, the Company will procure the talent needed from overseas.

BOARD COMMITTEES

Pursuant to the Company's By-Laws and the Company's Manual, the Board created each of the following committees and appointed Board members thereto. The term of each member of the respective committees named below shall commence upon approval by the Philippine SEC of the amendments to the By-Laws of the Issuer, creating the following Board committees.

Executive Committee

The Executive Committee has the duty and responsibility to assist the Board of Directors by exercising any of the powers and attributes, to the extent allowed by law, of the Board during the intervening period between meetings of the Board, and shall report on all resolutions adopted by it to the Board at the meeting of the Board immediately

succeeding the meeting/s of the Executive Committee during which such resolutions were approved. It should be composed of at least three (3) members.

Committee members are Mr. Ryan Wesley T. Yapkianwee as Chariman, Mr. Dexter Y. Tiu and Mr. Eric Peter Y. Roxas.

Nominations Committee

The Nomination Committee shall review and evaluate the qualifications of all persons nominated to the Board, including Independent Directors, and as well as those nominated to other positions requiring appointment by the Board. The Nominations Committee is composed of at least three (3) members.

Committee members are Mr. Eric Peter Y. Roxas as Chariman, Mr. Dexter Y. Tiu and Mr. Roland Samuel T. Young.

Audit Committee

The Audit Committee shall enhance the Board's oversight capability over the Company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. It shall be responsible for the setting up of the Internal Audit Department and for the appointment of the Internal Auditor as well as the independent external auditor who shall both report directly to the Audit Committee. It shall monitor and evaluate the adequacy and effectiveness of the internal control system. Further, the Audit Committee shall have explicit authority to investigate any matter within its terms of reference, full access to and cooperation by management and full discretion to invite any director or executive officer to attend meetings, and adequate resources to enable it to effectively discharge its functions.

The Company also expects to adopt an Audit Committee Charter that provides that the Audit Committee shall, among other activities: (1) review and evaluate the professional qualifications, performance and independence of the external auditor and the lead partner, (2) review and approve, with the external auditor, the nature and scope of the audit plans, (3) review and approve the fees, remuneration and terms of engagement of the external auditor for audit and non-audit services, (4) evaluate and approve the non-audit work conducted by the external auditor, (5) review reports or communications of the external auditor, and (6) ensure that the external auditor complies with auditing standards.

In addition, the Company expects to assess the effectiveness of the Audit Committee on an annual basis to ensure that its performance meets and complies with best practices. The assessment of the performance of the Audit Committee shall be conducted by the Issuer within one year from the date of listing of the Offer Shares on the PSE.

The committee shall consist of at least three (3) appropriately qualified non-executive directors, at least two (2) of whom shall be independent directors, including the committee's chairperson. Preferably, all of the members of the committee must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing, or related financial management expertise or experience. The chairman of the Audit Committee should not be the chairman of the Board or of any other committees.

Committee members are Mr. Victor B. Valdepeñas as Chairman, Mr. Luis Juan B. Oreta and Mr. Eric Peter Y. Roxas.

Corporate Governance Committee

The Corporate Governance Committee has the duty and responsibility to assist the Board of Directors in the performance of its corporate governance responsibilities, including the functions of a nomination and remuneration committee.

It should be composed of at least three (3) members, at least two (2) of whom shall be independent directors including the chairman of the committee.

Committee members are Mr. Luis Juan B. Oreta as Chairman, Mr. Victor B. Valedepeñas and Mr. Roland Samuel T. Young.

Risk Oversight Committee

The Risk Oversight Committee shall be responsible for the oversight of the Corporation's Enterprise Risk Management system to ensure its functionality, effectiveness, continued relevance, and comprehensiveness. The Risk Oversight Committee must be composed of at least three directors.

Committed members as Mr. Roland Samuel T. Young, Mr. Victor B. Valdepeñas and Mr. Howard Conrad T. Sy.

Related Party Transactions Committee

The Issuer's Related Party Transactions Committee is responsible for reviewing the integrity and transparency of related party transactions based on the Company's related party transaction policy. The Related Party Transactions Committee must be composed of at least three directors.

Committee members are Mr. Luis Juan B. Oreta as Chairman, Mr. Victor B. Valdepeñas and Mr. Howard Conrad T. Sy.

COMPLIANCE WITH CORPORATE GOVERNANCE PRACTICES

On July 10, 2012, the Board adopted the Manual on Corporate Governance ("**Manual**") to ensure its compliance with the leading practices on good corporate governance and related Philippine SEC rules and regulations and to institutionalize the principles of good corporate governance in the entire organization. The Company believes that it is a necessary component of sound strategic business management, hence, the Company undertakes efforts to create awareness within the organization.

The Manual provides that it is the Board that has the primary responsibility for the governance of the Company. In addition to setting the policies for the accomplishment of corporate objectives, it has the duty to provide an independent check on the Management. The Board is mandated to attend its regular and special meetings in person or through teleconferencing.

In adopting the Manual, the Company understands the responsibilities of the Board and its members, in governing the conduct of the business of the Company, the Board Committees, in focusing on specific board functions to aid in the optimal performance of its roles and responsibilities, and the officers, in ensuring adherence to corporate principles and best practices. The Company is in the process of establishing an evaluation system for determining the extent of compliance of the Board and senior management of the Company with the Manual.

The Company welcomes proposals, especially from institutions and entities such as the Philippine SEC, PSE to improve its corporate governance. Further, the Manual shall be subject to regular review taking into account the subsequent issuances of relevant government agencies on best corporate governance practices and the Company's changing needs, actual conditions prevailing in the environment and regulatory requirements.

The Company believes there has been, and currently is, no material deviation from the Manual.

EXECUTIVE COMPENSATION

The compensation for our executive officers for the years ended December 31, 2023, 2024, 2025 and quarters ending June 30, 2025 and 2026 are shown below:

The following table sets out the Company's President and the five (5) most highly compensated executive officers of the Company for the years ended December 31, 2023, 2024, 2025 and quarters ending June 30, 2025 and 2026:

Name	Position
Ryan Wesley T. Yapkianwee	Chairman and President
Conrado Ma. Leandro Francisco G. Belisario	Chief Executive Officer
Mark Eric C. Roxas	Treasurer
Maria Josefa Carla G. Campos	Chief Financial Officer

The following table identifies and summarizes the aggregate compensation of the Company's President and the five (5) most highly compensated executive officers, as well as the aggregate compensation paid to all other directors and all other officers as a group, for the years ended 2023, 2024, 2025 and quarters ending June 30, 2025 and 2026 and estimated 2026:

	Year	Salary (in ₱)		Bonus (in ₱)	TOTAL (in ₱)
President and the four most highly compensated executive officers named above	2023	3,150,000.00		N/A	3,150,000.00
	2024	3,150,000.00		N/A	3,150,000.00
	2025	3,150,000.00			3,150,000.00
	Estimated 2026	4,140,000.00		N/A	4,140,000.00
Aggregate compensation paid to all other directors and all other officers as a group	2023	N/A		N/A	N/A
	2024	N/A		N/A	N/A
	2025	N/A		N/A	N/A
	June 2025	N/A		N/A	N/A
	June 2026	N/A		N/A	N/A

No other annual compensations are given for any of the senior management officers.

STANDARD AND OTHER ARRANGEMENTS

No director's fees nor per diems are awarded to non-executive directors for every meeting. There are no arrangements including consulting contracts pursuant to which directors of the registrant are compensated, or are to be compensated, directly or indirectly, for any services provided as a director, including any additional amounts payable for committee participation or special assignments, for the last completed fiscal year and the ensuing year. No director's fees nor per diems are awarded to non-executive directors for every meeting. There are no standard arrangements pursuant to which the Board of Directors are compensated, or are to be compensated, directly or indirectly, for any services provided as a director.

EMPLOYMENT CONTRACT BETWEEN THE COMPANY AND SENIOR MANAGEMENT OFFICERS

There are no special employment contracts between the Company and Senior Management.

WARRANTS AND OPTIONS HELD BY THE SENIOR MANAGEMENT OFFICERS AND DIRECTORS

There are no outstanding warrants or options held by Senior Management, and all officers and directors as a group.

PRINCIPAL SHAREHOLDERS

The Company has 23 shareholders as of the date of this Prospectus, the list of which is as follows:

#	Name of Shareholder	Natio-nality	No. of Common Shares Held	Amount Subscribed (₱)	Amount Paid-up (₱)	Percent Ownership
1	PCD Nominee Corporation - Filipino	Filipino	38,105,426,086	3,810,542,608.60	3,810,542,608.60	37.53%
2	Pure Water Corporation	Filipino	28,245,500,000	2,824,550,000.00	2,824,550,000.00	26.53%
3	Quadwater Corporation	Filipino	28,245,500,000	2,824,550,000.00	2,824,550,000.00	26.53%
4	CEF2 A09 B.V.	Non-Filipino	9,969,000,000	996,900,000.00	996,900,000.00	9.36%
5	PCD Nominee Corporation - Foreign	Non-Filipino	1,842,132,734	184,213,273.40	184,213,273.40	1.73%
6	Yan, Lucio W. Yan &/Or Clara Y.	Filipino	40,000,000	4,000,000.00	4,000,000.00	0.04%
7	Golamco, Vivencio E.	Filipino	4,100,000	410,000.00	410,000.00	0.00%
8	Tacub, Pacifico B.	Filipino	4,000,000	400,000.00	400,000.00	0.00%
9	Regina Capital Dev. Corp. 000351	Filipino	1,200,000	120,000.00	120,000.00	0.00%
10	Sucaldito, Enrique L.	Filipino	1,000,000	100,000.00	100,000.00	0.00%
11	Mendoza, Roseller A.	Filipino	650,000	65,000.00	65,000.00	0.00%
12	Comia Jr. Juan D.	Filipino	500,000	50,000.00	50,000.00	0.00%
13	Puno, Orpha C.	Filipino	220,000	22,000.00	22,000.00	0.00%
14	Young, Bartholomew Dybuncio	Filipino	200,000	20,000.00	20,000.00	0.00%
15	Asuncion, Alexander G.	Filipino	150,000	15,000.00	15,000.00	0.00%
16	Marana, Jr., Cenon Bienvenido D.	Filipino	135,000	13,500.00	13,500.00	0.00%
17	Marana, Marie Jane D.	Filipino	135,000	13,500.00	13,500.00	0.00%
18	Rayos del Sol, Oscar M.	Filipino	100,000	10,000.00	10,000.00	0.00%
19	Mariano, Maria Ana B.	Filipino	20,000	2,000.00	2,000.00	0.00%
20	Limgenco, Dondi Ron R.	Filipino	11,110	1,111.00	1,111.00	0.00%
21	Gili Jr., Guillermo F.	Filipino	10,000	1,000.00	1,000.00	0.00%
22	Bes, Ronald S,	Filipino	10,000	1,000.00	1,000.00	0.00%
23	Falcotelo, Matthew Henri H.	Filipino	100	10.00	10.00	0.00%
24	Bautista, Joselito T.	Filipino	10	1.00	1.00	0.00%
	TOTAL		106,460,000,040	10,646,000,004.00	10,646,000,004.00	100.00%

PSE LOCK-UP REQUIREMENT

Under Section 9.1 of the Revised Rules on Backdoor Listing of the PSE, shares of the backdoor listed copmany that are acquired pursuant to the transaction giving rise to backdoor listing shall not be sold or offered for sale, assigned or in any manner disposed of from closing or completion of the transaction giving rise to the backdoor listing and until six (6) months after the conduct of the Mandatory Follow-on Offering.

The following stockholders and corresponding shares are covered by the six (6)-month lock-up requirement from Listing Date:

Shareholder	No. of Shares
Pure Water Corporation	40,086,085,007
Quadwater Corporation	40,086,085,005
CEF2 A09 B.V	4,990,229,985
Dexter Y. Tiu	1
Ryan Wesley T. Yapkianwee	1
Howard Conrad T. Sy	1
Total	**95,131,400,000**

Section 9.2 of the Revised Rules on Backdoor Listing further require that shares of the backdoor listed company that are held by stockholders owning at least ten percent (10%) of the total issued and outstanding shares shall not be sold or offered for sale, assigned, or in any manner disposed of for a period of one (1) year from closing or completion of the transaction giving rise to the backdoor listing.

The following stockholders and corresponding shares are covered by the one (1) year lock-up requirement from closing or completion of the transaction giving rise to the backdoor listing:

Shareholder	No. of Shares
Pure Water Corporation	40,086,085,007
Quadwater Corporation	40,086,085,005
Total	**80,172,170,012**

To implement the lock-up requirement, the Company and aforementioned shareholders shall enter into an escrow agreement with China Banking Corporation – Trust and Asset Management Group.

The Company has agreed with the Sole Issue Manager, Lead Underwriter and Sole Bookrunners that, except in connection with the Overallotment Option, it will not, without the prior written consent of the Sole Issue Manager, Lead Underwriter and Sole Bookrunner, issue, offer, pledge, sell, contract to sell, pledge or otherwise dispose of (or publicly announce any such issuance, offer, sale or disposal of) any Common Shares or securities convertible or exchangeable into or exercisable for any Shares or warrants or other rights to purchase Common Shares or any security or financial product whose value is determined directly or indirectly by reference to the price of the underlying securities, including equity swaps, forward sales and options for a period of 180 days after the Listing Date. The PSE Notice of Approval dated (x) also provides that the Company is prohibited from offering additional securities, except offerings for stock dividend and employee stock option plan, within one hundred eighty (180) calendar days from the date of initial listing.

Security Ownership of Certain Record and Beneficial Owners

The following persons or group are known to the Company as directly or indirectly the record or beneficial owners of more than five percent (5%) of the Company's voting securities as of 19 October 2026:

Title of Class	Name and Address of Record Owner and Relationship with issuer	Name and Address of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	Percent
Common	PCD Nominee Corporation[1] G/F Makati Stock Exchange 6767 Ayala Avenue, Makati City	*(see footnote)*	Filipino	14,424,256,074	15.34%
Common	PCD Nominee Corporation[1] G/F Makati Stock Exchange 6767 Ayala Avenue, Makati City Pure Water Corporation 3F JTKC Centre. 2155 Don Chino Roces Ave., Makati Principal Shareholder	*Pure Water Corporation*	Filipino	40,086,085,007	37.65%
Common	PCD Nominee Corporation[1] G/F Makati Stock Exchange 6767 Ayala Avenue, Makati City Quadwater Corporation Progreso St. Cor. Casadores St., Poblacion East, Umingan, Pangasinan Principal Shareholder	*Quadwater Corporation*	Filipino	40,086,085,005	37.65%
Common	CEF2 A09 B.V. Korte Vijverberg 4, 2513 Abs-Gravenhage, The Netherlands Principal Shareholder	*CEF2 A09 B.V.*	Dutch	9,969,000,000	9.36%

**PCD Nominee Corporation ("PCDNC") is a wholly-owned subsidiary of Philippine Central Depository, Inc. ("PCD"). The beneficial owners of such shares registered under the name of PCDNC are PCD's participants who hold the shares in their own behalf or in behalf of their clients. The PCD is prohibited from voting these shares; instead the participants have the power to decide how the PCD shares in COAL the Company are to be voted.*

Apart from the foregoing, there are no other persons holding more than 5% of the Company's outstanding capital stock.

SECURITY OWNERSHIP OF MANAGEMENT

The following table shows the shares beneficially owned by the directors and executive officers of the Company as of 19 October 2026:

Title of Class	Name of legal title holder	Position	Nationality	Number of Shares	% of total outstanding Shares
Common shares	**Ryan Wesley T. Yapkianwee**	**Chairman and President**	**Filipino**	**1**	**0.00%**

Common shares	Eric Peter Y. Roxas	Director and Corporate Secretary	Filipino	2.000.000	0.00%
Common shares	Dexter Y. Tiu	Director	Filipino	1	0.00%
Common shares	Howard Conrad T. Sy	Director	Filipino	1	0.00%
Common shares	Luis Juan B. Oreta	Independent Director	Filipino	1	0.00%
Common shares	Victor B. Valdepeñas	Independent Director	Filipino	1	0.00%
Common shares	Roland Samuel T. Young	Independent Director	Filipino	1	0.00%
Common shares	**Conrado Ma. Leandro Francisco G. Belisario**	**CEO**	**Filipino**	**N/A**	**0.00%**
Common shares	**Mark Eric C. Roxas**	**Treasurer**	**Filipino**	**N/A**	**0.00%**
Common shares	**Maria Carla Josefa G. Campos**	**CFO**	**Filipino**	**N/A**	**0.00%**
Common shares	Shawn Kimberly C. Yao	Investor Relations Officer	Filipino	N/A	0.00%
Common shares	**Rosanna T. Desiderio**	**Compliance Officer** and Chief Information Officer	**Filipino**	**7**	**0.00%**
			TOTAL	**2,000,013**	**0.00%**

Pure Energy Holdings Corporation is the principal shareholder of Pure Water Corporation and is represented in the Offer by Mr. Eric Peter Y. Roxas, its President.

CEF2 A09 B.V. is a Dutch foreigner.

Shareholder	No. of Shares
Pure Water Corporation	40,086,085,007
Quadwater Corporation	40,086,085,005
CEF2 A09 B.V	9,969,000,000
Pure Energy Holdings Corporation	4,990,229,985
Ryan Wesley T. Yapkianwee	1
Dexter Y. Tiu	1
Eric Peter Y. Roxas	2,000,000
Howard Conrad T. Sy	1
Luis Juan B. Oreta	1
Victor B. Valdepeñas	1
Roland Samuel T. Young	1
Rosanna T. Desiderio	7

Except as disclosed above, none of the Company's other executive officers own shares directly or indirectly in the Company. Ownership in the Company is limited to that indicated in the foregoing.

VOTING TRUST HOLDERS OF 5% OR MORE

The Company is not aware of any person holding more than 5% of shares under a voting trust or similar agreement.

CHANGE IN CONTROL

As of the date of this Prospectus, the Company is not aware of any arrangements that may result in a change in Control of the Company.

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RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party in making financial and operating decisions or the parties are subject to common control or common significant influence (referred herein as affiliates). Related parties may be individuals or corporate entities. A related party covers the Company's subsidiaries, as well as affiliates and any party (including their subsidiaries, affiliates, and special purpose entities), that the Company exerts direct or indirect control over or that exerts direct or indirect control over the Company; the company"s directors, officers, shareholders and related interests, and their close family members, as well as corresponding persons in affiliated companies. This shall also include such other persons or juridical entities whose interest may pose a potential conflict with the interest of the company.

In the ordinary course of business, the Company enters into various transactions with related parties and affiliates, principally consisting of short-term loans. Our policy is that related party transactions in the form of short-term loans shall be availed only in urgent situations so that the recipient project can be finished on the projected completion date. No interest will be charged and the loan shall not be secured by any collateral/property of the recipient project.

Transactions entered with related parties are made at terms equivalent to those that prevail in arm's length transactions on terms comparable to those available from or to unrelated third parties, as the case may be. Outstanding balances owed to related parties at a certain reporting date are non-interest bearing, unsecured and payable/collectible in cash on demand.

For more information on volume and amounts outstanding, see Notes 14 and 12 to TPHI and TPGI's reviewed interim financial statements for the quarter ending June 30, 2026, respectively.

The Group has transactions with its related parties in the ordinary course of business as follows:

Due from Related Parties

		Amount of Transactions		Balance at End of Period	
	Nature	Q2 2026	2025	Q2 2026	2025
Due from Related Parties					
Entities under common control:					
Quadcore Construction and Development Corporation (QCDC)	Advances for working capital	50,192,126		235,907,733	185,715,607
Pure Energy Holdings Corporation	Advances for working capital	-		2,500,000	2,500,000
Quadhomes, Inc.	Advances for working capital	-		6,000,000	6,000,000
Philippine Power & Development Company	Advances for working capital	-		-	-
TGV Builders Inc.	Advances for working capital	-		900,000	900,000
Repower Energy Development Corporation	Advances for working capital	-		-	-
Quadwater Corporation (QWC)	Advances for working capital	-		-	-
ALV - Septage Solutions	Advances for working capital	-		25,974	25,974
DLB	Advances for working capital	-		-	-
Others	Advances for working capital	-		531,255	18,347,506
Associate -		-		-	-
PUWSI	Advances for working capital	27,406		3,543,819	3,516,413
Stockholders	Advances for working capital	2,423,791		2,423,791	-
				251,832,572	217,005,500

Due to Related Parties

		Amount of Transactions		Balance at End of Year	
	Nature	2026	2025	2026	2025
Due to Related Parties *Entities under common control:*					
Quadwater	Advances for working capital	-		64,516,071	118,418,571
Purewater	Advances for working capital	-		60,647,778	60,647,778
REDC	Advances for working capital	-		-	-
Quadcore	Advances for working capital	-		1,556,240	1,556,240
Quadstruct	Advances for working capital	-		2,000,000	2,000,000
Quadhomes	Advances for working capital	-		1,835,000	1,835,000
CFM	Advances for working capital	-		-	-
REDC	Advances for working capital	-		-	-
Others	Advances for working capital	5,410,080		56,421,872	51,011,792
Stockholders	Advances for working capital	-		1,017,388	58,192,581
				187,994,349	293,661,962

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EFFECT OF THE CHANGE IN PAR VALUE OF THE COMPANY

On July 1, 2024, our Board of Directors and stockholders approved the reduction of par value from ₱5,000,000,000 divided into 5,000,000,000 shares at par value of ₱1.00 per share, to ₱5,000,000,000 divided into 50,000,000,000 shares with a par value of ₱0.10 per share ("**Change in Par Value**"). On February 18, 2025, SEC appproved the reduction in par value.

On December 19, 2025, shareholders Mr. Dexter Y. Tiu, Mr. Eric Peter Y. Roxas, Mr. Gertim G. Chuahiong, Mr. Alexander Y. Tiu and Mr. John L. Capinpin, sold 100% of their shares to Pure Water Corporation, Quadwater Corporation and Pure Energy Holdings Corporation. Mr. Dexter Y. Tiu is also given a nominee share by Pure Water Corporation

On February 11, 2026, our Board of Directors and stockholders approved the increase in authorized capital stock from ₱5,000,000,000, divided into 50,000,000,000 shares to ₱13,000,000,000, divided into 130,000,000,000 shares and the issuance of shares to the stockholders of TPGI, pursuant to a Share Swap Agreement, in exchange for their shares in TUBIG.

On June 25, 2026, the SEC approved the amendment of the Articles of Incorporation of the Company to increase its authorized capital stock. As of the date of this Prospectus, the Company has an authorized capital stock of ₱13,000,000,000.00 divided into 130,000,000,000 shares with a par value of ₱0.10 per share. Of the net increase of ₱8,000,000,000, 66,460,000,000 common shares have been subscribed by Pure Water Corporation, Quadwater Corporation and CEF2 A09 B.V. at ₱0.10 per share, which was fully paid by way of a share-for-share swap pursuant to the Share Swap Transaction. The Company issued 66,460,000,000 common shares of the Company with a par value of ₱0.10 in exchange for 632,352,943 common shares in TPGI, constituting 100% of the total issued and outstanding capital stock of TPGI.

Before the amendment of our Articles of Incorporation, the par value of our Common Shares was ₱1.00 per share, and the basic earnings (loss) per share for the year ended December 31, 2023, was (₱0.0583), and the book value per share as of December 31, 2023, was ₱0.7988. Below is a breakdown of our shareholdings before the Change in Par Value:

SHAREHOLDINGS BEFORE THE CHANGE IN PAR VALUE, THE SALE OF COMMON SHARES TO TPGI STOCKHOLDERS, AND THE ADDITIONAL SUBSCRIPTION OF COMMON SHARES BY THE TPGI STOCKHOLDERS

Subscribers	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid-Up
Dexter Y. Tiu	Filipino	640,000,000	P640,000,000.00	P640,000,000.00
JTKC Equities, Inc.	Filipino	640,000,000	P640,000,000.00	P640,000,000.00
Alexander Y. Tiu	Filipino	640,000,000	P640,000,000.00	P640,000,000.00
Gertim G. Chuahiong	Filipino	640,000,000	P640,000,000.00	P640,000,000.00
Eric Peter Y. Roxas	Filipino	640,200,000	P640,200,000.00	P640,200,000.00
Harald R. Tomintz	Austrian	1,000	P1,000.00	P1,000.00
Johnson A. Sanhi, Jr.	Filipino	1,000	P1,000.00	P1,000.00
A. Bayani K. Tan	Filipino	1	P1.00	P1.00
Juan Kevin G. Belmonte	Filipino	1	P1.00	P1.00
Aristides S. Armas	Filipino	10,001	P10,001.00	P10,001.00
Rosanna T. Desiderio	Filipino	1	P1.00	P1.00
Arsenio M. Bartolome III	Filipino	1	P1.00	P1.00
Public		799,787,999	P799,787,999.00	P799,787,999.00
TOTAL		**4,000,000,004**	**P4,000,000,004.00**	**P4,000,000,004.00**

Following the amendment of our Articles of Incorporation, the par value of our Common Shares is ₱0.10. Based on the par value of the Common Shares of ₱0.10, the basic earnings (loss) per share for the year ended December 31,

2023 would have been (₱0.058) and the book value per share as of December 31, 2023 would have been ₱0.0799. Aside from the foregoing, the change in par value of the Issuer's Common Shares had no impact on the Issuer's financial ratios. Below is a breakdown of our shareholdings after the Change in Par Value:

SHAREHOLDINGS AFTER THE CHANGE IN PAR VALUE AND BEFORE THE SALE OF COMMON SHARES TO TPGI STOCKHOLDERS AND THE ADDITIONAL SUBSCRIPTION OF COMMON SHARES BY THE TPGI STOCKHOLDERS

Subscribers	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid-Up
Dexter Y. Tiu	Filipino	6,400,000,000	P640,000,000.00	P640,000,000.00
JTKC Equities, Inc.	Filipino	6,400,000,000	P640,000,000.00	P640,000,000.00
Alexander Y. Tiu	Filipino	6,400,000,000	P640,000,000.00	P640,000,000.00
Gertim G. Chuahiong	Filipino	6,400,000,000	P640,000,000.00	P640,000,000.00
Eric Peter Y. Roxas	Filipino	6,402,000,000	P640,200,000.00	P640,200,000.00
Harald R. Tomintz	Austrian	10,000	P1,000.00	P1,000.00
Johnson A. Sanhi, Jr.	Filipino	10,000	P1,000.00	P1,000.00
Juan Kevin G. Belmonte	Filipino	10	P1.00	P1.00
Aristides S. Armas	Filipino	2,100,010	P210,001.00	P210,001.00
Arsenio M. Bartolome III	Filipino	10	P1.00	P1.00
Rosanna T. Desiderio	Filipino	10	P1.00	P1.00
Public		7,995,880,000	P799,588,000.00	P799,588,000.00
TOTAL		**40,000,000,040**	**P4,000,000,004.00**	**P4,000,000,004.00**

SHAREHOLDINGS AFTER THE CHANGE IN PAR VALUE AND THE SALE OF COMMON SHARES TO TPGI STOCKHOLDERS AND BEFORE THE ADDITIONAL SUBSCRIPTION OF COMMON SHARES BY THE TPGI STOCKHOLDERS

Subscribers	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid-Up
Pure Water Corporation	Filipino	11,840,585,007	P1,184,058,500.70	P1,184,058,500.70
Quadwater Corporation	Filipino	11,840,585,005	P1,184,058,500.50	P1,184,058,500.50
Pure Energy Holdings Corporation	Filipino	4,990,229,985	P499,022,998.50	P499,022,998.50
Dexter Y. Tiu	Filipino	1	P0.10	P0.10
Eric Peter Y. Roxas	Filipino	2,000,000	P200,000.00	P200,000.00
Ryan Wesley T. Yapkianwee	Austrian	1	P0.10	P0.10
Howard Conrad T. Sy	Filipino	1	P0.10	P0.10
Victor B. Valdepeñas	Filipino	1	P0.10	P0.10
Luis Juan B. Oreta	Filipino	1	P0.10	P0.10
Roland Samuel T. Young	Filipino	1	P0.10	P0.10
Rosanna T. Desiderio	Filipino	7	P0.70	P0.70
Public		11,326,600,030	P1,132,660,003.00	P1,132,660,003.00
TOTAL		**40,000,000,040**	**P4,000,000,004.00**	**P4,000,000,004.00**

SHAREHOLDINGS AFTER THE CHANGE IN PAR VALUE AND THE SALE OF COMMON SHARES TO TPGI STOCKHOLDERS AND THE ADDITIONAL SUBSCRIPTION OF COMMON SHARES BY THE TPGI STOCKHOLDERS RESULTING FROM THE SHARE SWAP TRANSACTION

Subscribers	Nationality	No. of Shares Subscribed	Amount Subscribed	Amount Paid-Up
Pure Water Corporation	Filipino	40,086,085,007	P4,008,608,500.70	P4,008,608,500.70
Quadwater Corporation	Filipino	40,086,085,005	P4,008,608,500.50	P4,008,608,500.50
CEF2 A09 B.V.	Dutch	9,969,000,000	P996,900,000.00	P996,900,000.00
Pure Energy Holdings Corporation	Filipino	4,990,229,985	P499,022,998.50	P499,022,998.50

Dexter Y. Tiu	Filipino	1	P0.10	P0.10
Eric Peter Y. Roxas	Filipino	2,000,000	P200,000.00	P200,000.00
Ryan Wesley T. Yapkianwee	Austrian	1	P0.10	P0.10
Howard Conrad T. Sy	Filipino	1	P0.10	P0.10
Victor B. Valdepeñas	Filipino	1	P0.10	P0.10
Luis Juan B. Oreta	Filipino	1	P0.10	P0.10
Roland Samuel T. Young	Filipino	1	P0.10	P0.10
Rosanna T. Desiderio	Filipino	7	P0.70	P0.70
Public		11,326,600,030	P1,132,660,003.00	P1,132,660,003.00
TOTAL		**106,460,000,040**	**P10,646,000,004.00**	**P10,646,000,004.00**

For illustration, the following tables show the impact of the Change in Par Value and on the basic earnings (loss) per share and book value per share as of December 31, 2023:

	As at December 31, 2023			
	Original Par Value of ₱1.00		**As adjusted to Give Effect to the Change in Par Value reducing the Par Value to ₱0.10**	
	No. of Shares	**Amount (₱)**	**No. of Shares**	**Amount (₱)**
Authorized capital stock	5,000,000,000	5,000,000,000	50,000,000,000	5,000,000,000
Issued and outstanding capital stock	4,000,000,004	4,000,000,004	40,000,000,040	4,000,000,004
Weighted average number of common shares	4,000,000,004	4,000,000,004	40,000,000,040	4,000,000,004
Total shareholders' equity	N/A	3,195,359,842	N/A	3,195,359,842
Book value per share	N/A	0.7988	N/A	0.0799
Net income attributable to the shareholders of the Parent Company	N/A	(233,338,783)	N/A	(233,338,783)
Basic earnings per share	N/A	(0.0583)	N/A	(0.0058)

Notes:
(1) Book value per share is computed by dividing the total shareholders' equity by the weighted average number of common shares.
(2) Basic earnings (loss) per share is computed by dividing net income (loss) attributable to shareholders of the Parent Company by the weighted average number of common shares.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

Prospective investors should read this discussion and analysis of our financial condition and results of operations in conjunction with the sections entitled "Summary Historical Financial Information" and "Selected Financial Information and Other Data" and with the audited financial statements as of and for the years ended December 31, 2023, 2024 and 2025 (the "audited financial statements, including the notes relating thereto, appearing in Appendix A-1 and B-1 of this Prospectus.)

Our reviewed financial statements as at June 30, 2026 and audited financial statements for the years ended December 31, 2023, 2024 and 2025 included in this Prospectus were prepared in compliance with PFRS.

We appointed Reyes Tacandong & Co. as our independent auditors on December 5, 2023, July 1, 2024, December 4, 2025. Reyes Tacandong & Co. issued a report on our financial statements as of and for the years ended December 31, 2023, 2024 and 2025. For more information, please refer to our reviewed financial statements as of June 30, 2026 and audited financial statements for the years ended December 31, 2023, 2024 and 2025, appearing in Appendix A-1 and B-1 of this Prospectus.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the section entitled "Risk Factors" on pages 61 to 90 of this Prospectus. See also "Forward-Looking Statements" on page 12 of this Prospectus.

The table below presents the summary of operating and financial information of the Group for the period ending June 30, 2026 and years ended December 31, 2023, 2024, and 2025. The summary financial data below are based on its reviewed and audited financial statements prepared in accordance with PFRS. The summary financial information should be read in conjunction with the auditor's reports and the financial statements and notes thereto contained in this Prospectus.

The information below is not necessarily indicative of the results of future operations or financial condition of the Group.

TUBIG PILIPINAS HOLDINGS INC. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	For the years ended December 31			June
	2023	2024	2025	2026
	(Audited)			(Reviewed)
ASSETS				
Current assets				
Cash	506,818	790,316	1,282,156	119,514
Advances to related parties	2,070,917	2,050,940	2,050,940	-
Other current assets	449,293	-	-	-
Assets of disposal group classified as held for sale	-	-	-	108,445,909
Total Current Assets	**3,027,028**	**2,841,256**	**3,333,096**	**108,565,423**
Noncurrent Assets				
Coal reserves and exploration and evaluation asset	3,222,477,218	2,286,431,394	899,461,326	-
Property and equipment	49,749,965	37,403,605	22,739,580	-
Restricted Cash	1,082,925	1,089,465	1,089,465	-

	For the years ended December 31			June
	2023	2024	2025	2026
	(Audited)			(Reviewed)
Total Noncurrent Assets	**3,273,310,108**	**2,324,924,464**	**923,290,371**	**-**
TOTAL ASSETS	**3,276,337,136**	**2,327,765,720**	**926,623,467**	**108,565,423**

	For the years ended December 31			June
	2023	2024	2025	2026
	(Audited)			(Reviewed)
LIABILITIES AND EQUITY				
Current Liabilities				
Trade and other payables	10,004,964	13,348,567	12,890,289	1,976,932
Advances from stockholders	69,275,381	75,635,941	87,396,031	38,857,718
Income tax payable	11,250	-	-	-
Liabilities of disposal group classified as held for sale	-	-	-	64,372,423
Total Current Liabilities	**79,291,595**	**88,984,508**	**100,286,320**	**105,207,073**
Noncurrent Liabilities				
Retirement benefits liabilities	494,396	540,425	602,790	-
Net deferred tax liabilities	1,191,303	1,179,796	1,164,205	-
Total Noncurrent Liabilities	**1,685,699**	**1,720,221**	**1,766,995**	**-**
TOTAL LIABILITIES	**80,977,294**	**90,704,729**	**102,053,315**	**105,207,073**
Equity				
Capital stock	4,000,000,004	4,000,000,004	4,000,000,004	4,000,000,004
Deficit	(807,969,084)	(1,766,267,935)	(3,178,758,774)	(3,999,970,576)
Cumulative remeasurement gain on retirement benefits liability, net of deferred tax	3,328,922	3,328,922	3,328,922	3,328,922
Total Equity	**3,195,359,842**	**2,237,060,991**	**824,570,152**	**3,358,350**
TOTAL LIABILITIES AND EQUITY	**3,276,337,136**	**2,327,765,720**	**926,623,467**	**108,565,423**

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the years ended December 31			June 30
	2023	2024	2025	2026
	(Audited)			(Reviewed)
General and Administrative Expenses	(22,168,229)	(22,272,894)	(25,537,745)	(414,171)
Provision for impairment loss on:				
Coal reserves and exploration and evaluation asset	(211,922,923)	(936,045,824)	(1,386,970,068)	-
Interest income	1,171	8,360	1,383	151
Gain on sale of transportation equipment	750,000	-	-	-
Loss from continuing operations	**(233,339,981)**	**(958,310,358)**	**(1,412,506,430)**	**(414,020)**
Provision for (benefit from) income tax				
Current	11,250	-	-	-
Deferred	(12,448)	(11,507)	(15,591)	-
	(1,198)	(11,507)	(15,591)	-
Discontinued Operations				
Loss from discontinued operations after tax	-	-	-	(820,797,782)
Net loss	**(233,338,783)**	**(958,298,851)**	**(1,412,490,839)**	**(821,211,802)**
Other comprehensive income	-	-	-	-
Total comprehensive loss	**(233,338,783)**	**(958,298,851)**	**(1,412,490,839)**	**(821,211,802)**
Basic and diluted loss per share	(0.006)	(0.024)	(0.035)	(0.020)

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the years ended December 31	June 30

	2023	2024	2025	2026
		(Audited)		(Reviewed)
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss before income tax	**(233,339,981)**	**(958,310,358)**	**(1,412,506,430)**	**(821,227,901)**
Adjustments for:				
Provision for impairment loss on coal reserves and exploration and evaluation asset	211,922,923	936,045,824	1,386,970,068	817,907,289
Depreciation and amortization	17,300,887	17,300,887	14,664,025	-
Provision for probable loss on input value-added tax (VAT)	29,718	126,540	476,750	33,480
Retirement benefits cost	49,792	46,029	62,365	64,397
Interest income	(1,171)	(8,360)	(1,383)	(662)
Gain on sale of transportation equipment	(750,000)	-	**-**	**-**
Operating loss before working capital changes	**(4,787,832)**	**(4,799,438)**	**(10,334,605)**	**(3,223,397)**
Decrease (increase) in other current assets	(29,718)	322,753	(476,750)	(33,480)
Increase (decrease) in trade and other payables	858,268	3,343,603	(458,278)	(84,620)
Net cash used for operations	**(3,959,282)**	**(1,133,082)**	**(11,269,633)**	**(3,341,497)**
Interest received	1,171	1,820	1,383	662
Income tax paid	-	(11,250)	-	-
Net cash used in operating activities	**(3,958,111)**	**(1,142,512)**	**(11,268,250)**	**(3,340,835)**
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to property and equipment	-	(4,954,527)	-	-
Decrease (increase) in advances to related parties	(7,055)	19,977	-	-
Proceeds from sale of transportation equipment	750,000	-	-	-
Net cash provided by (used in) investing activities	**742,945**	**(4,934,550)**	**-**	**-**
CASH FLOWS FROM FINANCING ACTIVITIES				
Additional advances from stockholders	3,259,820	6,360,560	11,760,090	3,190,080
Cash used in financing activities	**3,259,820**	**6,360,560**	**11,760,090**	**3,190,080**
NET INCREASE IN CASH	**44,654**	**283,498**	**491,840**	**(150,755)**
CASH AT BEGINNING OF YEAR	462,164	506,818	790,316	1,282,156
CASH AT END OF YEAR	**506,818**	**790,316**	**1,282,156**	**1,131,401**

Comprehensive Income for the year ended December 31, 2025 vs. Comprehensive Income for the year ended December 31, 2024 vs. Comprehensive Income for the year ended December 31, 2023

Sales

There were no sales for 2025, 2024 and 2023. TMEC focused on exploration of its COC areas and is awaiting conversion to development and production from the Department of Energy.

As at December 31, 2018, the Group has two Coal Operating Contracts (COC) located in Davao Oriental (COC No. 159) and Zamboanga Sibugay (COC No. 166). The Group has applied for a change in status of the COCs from exploration and evaluation stage to development and production stage.

On December 11, 2019, TMEC received the approval of the conversion of COC No. 159 to Development and Production Phase, subject to obtaining the Pre-Condition Certificate (for Development and Production Phase) or Certificate of Non-Overlap (CNO) from the NCIP.

General and Administrative Expenses

General and administrative expenses amounted to ₱25.54 million in 2025, due mainly to depreciation and amortization, personnel costs, and professional fees. There was an increase in the general and administrative expenses amounting to ₱3.26 million in 2025 primarily due to filing fees and additional taxes and licenses of TPHI with the regulatory bodies.

Interest Income

Interest income which came from interest earned from bank deposits are ₱1,383, ₱8,360, ₱1,171 in 2025, 2024, and 2023, respectively.

Provision for Impairment Loss on Coal Reserves and Exploration and Evaluation Asset

Provision for impairment loss on coal reserves and exploration and evaluation asset increased by ₱ 450.92 million and ₱724.12 million in 2025 and 2024, respectively. The increase in 2025 is driven by the reduction in coal price, increase in foreign exchange rate and discount rate, and unplanned expenditures caused by the delays in the conversion of COCs and start of commercial operations. In 2024, COC No. 166 was recognized as fully impaired due to the expiration of the certificate.

Other Income

No sale of incidental produced coal since 2018.

Net Loss

As a result of the foregoing, The Group realized net loss of ₱1,412.49 Million, ₱958.3 Million, ₱233.3 Million in 2025, 2024, and 2023, respectively.

Consolidated Statement of Financial Position for the year ended December 31, 2025 vs. Consolidated Statement of Financial Position for the year ended December 31, 2024

Cash

Cash increased by ₱0.49 Million or 62%, to ₱1.28 Million as of December 31, 2025 from ₱0.79 Million as of December 31, 2024 was due to collection from related parties of the Group.

Advances to Related Parties

These were advances to related parties under common control for working capital purposes. These are unsecured, non-interest bearing, and generally settled in cash and payable upon demand. The balance as of December 31, 2025 was ₱2.05 Million.

Prepayments and Other Current Assets

There were no prepayments and other current assets since 2024.

Coal Reserves and Exploration and Evaluation Assets

Coal Reserves amounted to ₱899.46 Million as of December 31, 2025. This represents the recoverable amount of the coal reserve based on the discounted cash flow approach.

Property, Plant and Equipment

Property, Plant and Equipment decreased by ₱14.6 Million or 39%, in 2025, due to depreciation incurred during the year.

Other Noncurrent Asset

Restricted cash includes cash bond required by the NCIP upon the application of the Group's permit to proceed with its development phase for COC #159 and cash in bank set aside to settle obligations arising from a certain court case. During 2018, the National Labor Relations Commission released motion to issue order of release of the garnished deposit to execute the judgement award amounting to ₱1.08 Million.

Trade and Other Payables

Trade and other payables decreased by ₱0.46 Million, to ₱12.89 Million as of December 31, 2025 from ₱13.35 Million as of December 31, 2024, due to the decrease in accrued expenses..

Advances from Related Parties

These advances are unsecured, non-interest bearing, and generally settled in cash and payable upon demand. The advances of the Parent Company from stockholders amounted to ₱87.4 Million and ₱75.6 Million as at December 31, 2025 and 2024, respectively.

Retirement Benefit Liability

Retirement Benefit Liability amounted to ₱0.60 Million of December 31, 2025, , the retirement benefits liability is stated at the present value of the retirement liability. The present value of retirement benefits liability is determined by discounting the estimated future cash outflows using interest rate on government bonds that have terms to maturity approximating the terms of the related retirement benefits liability.

Net deferred tax liabilities

Net deferred tax liabilities decreased by ₱0.02 Million, to ₱1.16 Million as of December 31, 2025 from ₱1.18 Million as of December 31, 2024,

Deficit

Deficit amounted to ₱3,178.76 Million as of end December 31, 2025. Deficit increased due to the provision for impairment loss on coal reserves and exploration and evaluation assets during the year.

Consolidated Statement of Financial Position for the year ended December 31, 2024 vs. Consolidated Statement of Financial Position for the year ended December 31, 2023

Cash

Cash increased by ₱0.28 Million or 56%, to ₱0.79 Million as of December 31, 2024 from ₱0.51 Million as of December 31, 2023 was due mainly on additional advances from stockholders.

Advances to Related Parties

These were advances to related parties under common control for working capital purposes. These are unsecured, non-interest bearing, and generally settled in cash and payable upon demand. The balance as of December 31, 2023 and December 31, 2024 was ₱2.07 Million and ₱2.05 Million, respectively.

Funds held in escrow

This pertains to the proceeds of IPO which are kept separate and distinct from all other funds in the custody of the Custodian Bank. As of December 31, 2024, the balance is Nil.

Prepayments and Other Current Assets

Prepayments and other current assets decreased by ₱0.449 Million or 100%, to ₱0.00 Million as of December 31, 2024 from ₱0.449 Million as of December 31, 2023, mainly due to the collection of receivables.

Property, Plant and Equipment

Property, Plant and Equipment decreased by ₱12.3 Million or 25% due to depreciation incurred during the year.

Coal Reserves and Exploration and Evaluation Assets

Coal Reserves amounted to ₱2.29 Billion as of December 31, 2024. This represents the recoverable amount of the coal reserve based on the discounted cash flow approach.

Other Noncurrent Asset

Restricted cash includes cash bond required by the NCIP upon the application of the Group's permit to proceed with its development phase for COC #159 and cash in bank set aside to settle obligations arising from a certain court case. During 2018, the National Labor Relations Commission released motion to issue order of release of the garnished deposit to execute the judgement award amounting to ₱1.08 Million.

Trade and Other Payables

Trade and other payables increased by ₱3.34 Million, to ₱13.34 Million as of December 31, 2024 from ₱10.0 Million as of December 31, 2023, due to the increase of trade payables and accrued expenses.
Advances from Related Parties

These advances are unsecured, non-interest bearing, and generally settled in cash and payable upon demand. The advances of the Parent Company from stockholders amounting to ₱75.6 Million and ₱69.3 Million as at December 31, 2024 and 2023.

Retirement Benefit Liability

Retirement Benefit Liability amounted to ₱0.54 Million of December 31, 2024, the retirement benefits liability is stated at the present value of the retirement liability. The present value of retirement benefits liability is determined by discounting the estimated future cash outflows using interest rate on government bonds that have terms to maturity approximating the terms of the related retirement benefits liability.

Net Deferred Tax Liabilities

Net deferred tax liabilities decreased by ₱0.01 Million, to ₱1.18 Million as of December 31, 2024 from ₱1.20 Million as of December 31, 2023,

Deficit

Deficit amounted to ₱1,766.27 Million as of end December 31, 2024. Deficit increased due to the provision for impairment loss on coal reserves and exploration and evaluation assets during the year.

Consolidated Statement of Comprehensive Income for the period ended June 30, 2026 vs. Consolidated Statement of Comprehensive Income for the period ended June 30, 2025

General and Administrative Expenses

Total general and administrative expenses for continuing and discontinued operations decreased by ₱6.22 million due to decrease in depreciation and other expenses such as taxes and licenses and personnel costs.

Interest Income

Total interest income for continuing and discontinued operations decreased by decreased by 28% due to decrease on balance of cash.

Interest Expense

Interest expense is Nil since the Group has no existing loans payable.

Net loss and Net loss Margin

The net loss of the Group decreased by ₱811.67 million, mainly due to lower provision for impairment loss on coal reserves and exploration and evaluation assets recognized during the year.

Consolidated Statement of Financial Position for the period ended June 30, 2026 vs. Consolidated Statement of Financial Position for the year eded December 31, 2025

Cash

Total cash decreased by ₱0.15 million or 12% from ₱1.28 million to ₱1.13 million. Cash amounting to ₱1.01 million was reclassified as part of the assets of the disposal group classified as held for sale as of June 30, 2026.

Funds Held in Escrow

The balance of fund held in escrow of the group is Nil.

Prepayments and Other Current Assets

The prepayments and other current assets is Nil.

Coal reserves and exploration and evaluation asset

The coal reserves and exploration and evaluation asset of the group decreased by ₱817.91 million or 91% from ₱899.46 million to ₱81.55 million, mainly due to impairment. This is reclassified as part of the assets of disposal group classified as held for sale as at June 30, 2026.

Property and Equipment

The property and equipment are amounted to ₱22.74 million. This is reclassified as part of the assets of disposal group classified as held for sale.

Liabilities

Total liabilities of the Group have minimal increase in trade and other payables.

Equity

Capital position of the Group went down by ₱821.21 million due to additional provision for impairment loss on coal reserves and exploration asset for the period.

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TUBIG PILIPINAS HOLDINGS INC. AND ITS SUBSIDIARIES
PRO FORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

	For the six months ended June 30, 2026					For the year ended December 31, 2025				
	Tubig Pilipinas Holdings Inc. and a Subsidiary (TPHI)	Tubig Pilipinas Group Inc. and Subsidiaries (TPGI)	Eliminating Entries and Other Pro Forma Adjustments	Pro Forma Amounts	Vertical Analysis	Tubig Pilipinas Holdings Inc. and a Subsidiary (TPHI)	Tubig Pilipinas Group Inc. and Subsidiaries (TPGI)	Eliminating Entries and Other Pro Forma Adjustments	Pro Forma Amounts	Vertical Analysis
ASSETS										
Current Assets										
Cash and cash equivalents	₱119,514	₱532,148,825	₱–	₱532,268,339	5.58%	₱1,282,156	₱809,571,481	(₱988,885)	₱809,864,752	8.73%
Trade and other receivables	–	79,215,662	45,600,000	124,815,662	1.31%	–	61,219,931	45,600,000	106,819,931	1.15%
Due from related parties	–	252,112,572	(280,000)	251,832,572	2.64%	2,050,940	217,005,500	(2,050,940)	217,005,500	2.34%
Assets of disposal group classified as held for sale	108,445,909	–	(108,445,909)	–	–	–	–	–	–	–
Other current assets	–	95,588,776	–	95,588,776	1.00%	–	60,212,020	–	60,212,020	0.65%
Total Current Assets	108,565,423	959,065,835	(63,125,909)	1,004,505,349	10.52%	3,333,096	1,148,008,932	42,560,175	1,193,902,203	12.88%
Noncurrent Assets										
Investment in associates	–	114,154,512	116,865,074	231,019,586	2.42%	–	106,065,656	119,351,565	225,417,221	2.43%
Property and equipment	–	1,408,252,836	–	1,408,252,836	14.75%	22,739,580	1,354,438,961	(22,739,580)	1,354,438,961	14.61%
Service concession asset	–	799,325,135	2,332,836,608	3,132,161,743	32.81%	–	800,774,524	2,382,471,429	3,183,245,953	34.33%
Goodwill	–	126,136,736	1,523,729,748	1,649,866,484	17.29%	–	126,136,736	1,523,729,748	1,649,866,484	17.79%
Customer contracts	–	–	1,283,114,758	1,283,114,758	13.44%	–	–	1,310,415,072	1,310,415,072	14.13%
Right-of-use (ROU) assets	–	16,716,004	–	16,716,004	0.18%	–	18,199,434	–	18,199,434	0.20%
Deferred tax asset	–	2,918,852	–	2,918,852	0.03%	–	1,957,192	–	1,957,192	0.02%
Coal reserves and exploration and evaluation asset	–	–	–	–	–	899,461,326	–	(899,461,326)	–	–
Other noncurrent assets	–	816,495,726	–	816,495,726	8.55%	1,089,465	334,248,298	(1,089,465)	334,248,298	3.61%
Total Noncurrent Assets	–	3,283,999,801	5,256,546,188	8,540,545,989	89.48%	923,290,371	2,741,820,801	4,412,677,443	8,077,788,615	87.12%
TOTAL ASSETS	₱108,565,423	₱4,243,065,636	₱5,193,420,279	₱9,545,051,338	100.00%	₱926,623,467	₱3,889,829,733	₱4,455,237,618	₱9,271,690,818	100.00%

	For the six months ended June 30, 2026					For the year ended December 31, 2025				
	Tubig Pilipinas Holdings Inc. and a Subsidiary (TPHI)	Tubig Pilipinas Group Inc. and Subsidiaries (TPGI)	Eliminating Entries and Other Pro Forma Adjustments	Pro Forma Amounts	Vertical Analysis	Tubig Pilipinas Holdings Inc. and a Subsidiary (TPHI)	Tubig Pilipinas Group Inc. and Subsidiaries (TPGI)	Eliminating Entries and Other Pro Forma Adjustments	Pro Forma Amounts	Vertical Analysis
LIABILITIES AND EQUITY										
Current Liabilities										
Trade and other payables	₱1,976,932	₱315,583,879	₱7,096,555	₱324,657,366	3.40%	₱12,890,289	₱277,539,090	(₱3,766,985)	₱286,662,394	3.09%
Current portion of:										
Loan payable	–	806,821,770	–	806,821,770	8.45%	–	1,295,923,191	–	1,295,923,191	13.98%
Service concession liability	–	32,566,303	–	32,566,303	0.34%	–	37,352,496	–	37,352,496	0.40%
Lease liabilities	–	548,871	–	548,871	0.01%	–	1,479,982	–	1,479,982	0.02%
Due to related parties	38,857,718	149,416,631	(280,000)	187,994,349	1.97%	87,396,031	255,094,324	(48,828,393)	293,661,962	3.17%
Liabilities of disposal group classified as held for sale	64,372,423	–	(64,372,423)	–	–	–	–	–	–	–
Total Current Liabilities	105,207,073	1,304,937,454	(57,555,868)	1,352,588,659	14.17%	100,286,320	1,867,389,083	(52,595,378)	1,915,080,025	20.66%
Noncurrent Liabilities										
Noncurrent portion of:										
Loans payable	–	1,219,357,614	–	1,219,357,614	12.77%	–	638,597,607	–	638,597,607	6.89%
Service concession liability	–	520,660,702	–	520,660,702	5.45%	–	522,658,927	–	522,658,927	5.64%
Lease liabilities	–	25,333,506	–	25,333,506	0.27%	–	25,432,875	–	25,432,875	0.27%
Retirement benefits liability	–	1,468,980	–	1,468,980	0.02%	602,790	1,468,980	(602,790)	1,468,980	0.02%
Net deferred tax liability	–	12,659,727	–	12,659,727	0.13%	1,164,205	16,103,713	(1,164,205)	16,103,713	0.17%
Total Noncurrent Liabilities	–	1,779,480,529	–	1,779,480,529	18.64%	1,766,995	1,204,262,102	(1,766,995)	1,204,262,102	12.99%
Total Liabilities	105,207,073	3,084,417,983	(57,555,868)	3,132,069,188	32.81%	102,053,315	3,071,651,185	(54,362,373)	3,119,342,127	33.64%
Equity										
Capital stock	4,000,000,004	632,352,942	6,013,647,058	10,646,000,004	111.53%	4,000,000,004	284,201,455	6,013,647,058	10,297,848,517	111.07%
Additional paid-in capital	–	757,624,176	(757,624,176)	–	–	–	757,624,176	(757,624,176)	–	–
Deficit	(3,999,970,576)	(264,281,991)	(14,988,216)	(4,279,240,783)	-44.83%	(3,178,758,774)	(256,730,334)	(756,364,372)	(4,191,853,480)	-45.21%
Cumulative remeasurement gain on retirement benefits liability, net of deferred tax	3,328,922	–	(3,328,922)	–	–	3,328,922	–	(3,328,922)	–	–
Other equity reserve	–	(13,270,403)	13,270,403	–	–	–	(13,270,403)	13,270,403	–	–
Equity attributable to equity holders of the Parent Company	3,358,350	1,112,424,724	5,250,976,147	6,366,759,221	66.70%	824,570,152	771,824,894	4,509,599,991	6,105,995,037	65.86%
Non-controlling interest	–	46,222,929	–	46,222,929	0.48%	–	46,353,654	–	46,353,654	0.50%
Total Equity	3,358,350	1,158,647,653	5,250,976,147	6,412,982,150	67.19%	824,570,152	818,178,548	4,509,599,991	6,152,348,691	66.36%
TOTAL LIABILITES AND EQUITY	₱108,565,423	₱4,243,065,636	₱5,193,420,279	₱9,545,051,338	100.00%	₱926,623,467	₱3,889,829,733	₱4,455,237,618	₱9,271,690,818	100.00%

PRO FORMA CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the six months ended June 30, 2026					For the year ended December 31, 2025				
	Tubig Pilipinas Holdings Inc. and a Subsidiary (TPHI)	Tubig Pilipinas Group Inc. and Subsidiaries (TPGI)	Eliminating Entries and Other Pro Forma Adjustments	Pro Forma Amounts	Vertical Analysis	Tubig Pilipinas Holdings Inc. and a Subsidiary (TPHI)	Tubig Pilipinas Group Inc. and Subsidiaries (TPGI)	Eliminating Entries and Other Pro Forma Adjustments	Pro Forma Amounts	Vertical Analysis
REVENUES	₱–	₱169,522,562	₱–	₱169,522,562	100.00%	₱–	₱270,769,871	₱–	₱270,769,871	100.00%
COST OF SERVICES	–	105,033,175	76,935,135	181,968,310	-107.34%	–	171,995,029	153,870,271	325,865,300	-120.35%
GROSS INCOME	–	64,489,387	(76,935,135)	(12,445,748)	-7.34%	–	98,774,842	(153,870,271)	(55,095,429)	-20.35%
OPERATING EXPENSES	(414,171)	(64,319,112)	–	(64,733,283)	-38.19%	(25,537,745)	(126,309,167)	19,645,545	(132,201,367)	-48.82%
INTEREST EXPENSE	–	(48,952,612)	–	(48,952,612)	-28.88%	–	(71,631,610)		(71,631,610)	-26.45%
INTEREST INCOME	151	7,409,949	–	7,410,100	4.37%	1,383	7,923,739	(699)	7,924,423	2.93%
SHARE IN NET INCOME (LOSS) OF ASSOCIATES	–	8,088,856	(2,486,491)	5,602,365	3.30%	–	6,416,514	(4,972,982)	1,443,532	0.53%
PROVISION FOR IMPAIRMENT LOSS ON COAL RESERVES AND EXPLORATION AND EVALUATION ASSET	–	–	–	–	–	(1,386,970,068)	–	1,386,970,068	–	–
OTHER INCOME	–	28,165,114	–	28,165,114	16.61%	–	58,847,423		58,847,423	21.73%
LOSS BEFORE INCOME TAX	(414,020)	(5,118,418)	(79,421,626)	(84,954,064)	-50.11%	(1,412,506,430)	(25,978,259)	1,247,771,661	(190,713,028)	-70.43%
PROVISION FOR (BENEFIT FROM) INCOME TAX										
Current	–	6,853,092	–	6,853,092	4.04%	–	4,300,497	–	4,300,497	1.59%
Deferred	–	(4,289,128)	–	(4,289,128)	-2.53%	(15,591)	1,060,989	15,591	1,060,989	0.39%
	–	2,563,964	–	2,563,964	1.51%	(15,591)	5,361,486	15,591	5,361,486	1.98%
NET LOSS	(414,020)	(7,682,382)	(79,421,626)	(87,518,028)	-51.63%	(1,412,490,839)	(31,339,745)	1,247,756,070	(196,074,514)	-72.41%
OTHER COMPREHENSIVE INCOME	–	–	–	–	0.0%	–	–	–		0.0%
TOTAL COMPREHENSIVE LOSS	(₱821,211,802)	(₱7,682,382)	741,376,156	(₱87,518,028)	-51.63%	(₱1,412,490,839)	(₱31,339,745)	₱1,247,756,070	(₱196,074,514)	-72.41%
NET LOSS/TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO:										
Equity holders of the Parent Company	(₱821,211,802)	(₱7,551,657)	₱741,376,156	(₱87,387,303)	-51.55%	(₱1,412,490,839)	(₱31,212,552)	₱1,247,756,070	(₱195,947,321)	-72.37%
Non-controlling interest	–	(130,725)	–	(130,725)	-0.08%	–	(127,193)	–	(127,193)	-0.05%
	(₱821,211,802)	(₱7,682,382)	₱741,376,156	(₱87,518,028)	-51.63%	(₱1,412,490,839)	(₱31,339,745)	₱1,247,756,070	(₱196,074,514)	-72.41%
Pro Forma Basic/Diluted Loss per Share Attributable to the Equity Holders of the Parent Company				(0.0008)					(0.0018)	

	For the six months ended June 30, 2026					For the year ended December 31, 2025				
	Tubig Pilipinas Holdings Inc. and a Subsidiary (TPHI)	Tubig Pilipinas Group Inc. and Subsidiaries (TPGI)	Eliminating Entries and Other Pro Forma Adjustments	Pro Forma Amounts	Vertical Analysis	Tubig Pilipinas Holdings Inc. and a Subsidiary (TPHI)	Tubig Pilipinas Group Inc. and Subsidiaries (TPGI)	Eliminating Entries and Other Pro Forma Adjustments	Pro Forma Amounts	Vertical Analysis
Historical Basic/Diluted Loss per Share Attributable to the Equity Holders of the Parent Company				(0.0000)					(0.0000)	

Pro Forma Consolidated Statement of Financial Position for the period ended June 30, 2026 vs. Pro Forma Consolidated Statement of Financial Position for the year eded December 31, 2025

Cash and Cash Equivalents

Cash and cash equivalents amounted to PHP 532.27 million as of June 30, 2026 with PHP 532.15 million coming from the Tubig Pilipinas Group Inc. and Subsidiaries (TPGI) and the remaining PHP 0.12 million coming from Tubig Pilipinas Holdings Inc. and a Subsidiary (TPHI). As of December 31, 2025, the same account amounts to PHP 809.86 million with PHP 809.57 million coming from TPGI and the remaining PHP 1.28 million coming from TPHI, less pro forma adjustments of PHP 0.99 million relating to the derecognition of TMEC's cash balance. The cash and cash equivalents compose the total asset by 5.58% as of June 30, 2026 and 8.73% as of December 31, 2025.

Trade and Other Receivables

Trade and other receivables as of June 30, 2026 amounts to PHP 124.82 million with PHP 79.22 million attributable from the receivables of TPGI and pro forma adjustments of PHP 45.60 million relating to the consideration from the divestment of TMEC. The figures of the same account as of December 31, 2025 is PHP 106.82 million with PHP 61.22 million attributable from the receivables of TPGI and the same pro forma adjustmen of PHP 45.60 million.

Due from Related Parties

As of June 30, 2026, due from related parties amounts to PHP 251.83 million, comprising PHP 252.11 million attributable to TPGI, less pro forma adjustments of PHP 0.28 million relating to the elimination of intercompany balances. The account amounts to PHP 217.01 million as of December 31, 2025, following the elimination of TPHI's historical related-party receivable of PHP 2.05 million through the pro forma adjustments.

Other Current Assets

Other current assets as June 30, 2026 amount to PHP 95.59 million, while as of December 31, 2025, the other current assets amount to PHP 60.21 million. This account pertains mostly to input VAT, advances to suppliers, advances to employees and supplies and materials inventories.

Total Current Assets

Total current assets amounts to PHP 1,004.51 million as of June 30, 2026. As of December 31, 2025, the account also amounted to PHP 1,193.90 million as of December 31, 2025.

Investment in Associates

Investment in associates amounts to PHP 231.02 million in June 30, 2026, comprising PHP 114.15 million attributable to TPGI and pro forma adjustments of PHP 116.87 million, while as of December 31, 2025, the same account amounts to PHP 225.42 million, comprising PHP 106.07 million attributable to TPGI and pro forma adjustments of PHP 119.35 million. Only TPGI has an account attributable to investment in Associates, pertaining to Calbayog Water Company, Inc., Princess Urduja Waterworks System, Inc. and MTTP Water Corporation.

The increase in the investment in associates amounting to PHP 5.60 million pertains to the equity share in net income of the associates.

Goodwill

Goodwill remained at PHP 1,649.87 million for both periods, comprising PHP 126.14 million attributable to TPGI and pro forma adjustments of PHP 1,523.73 million, as a result of the share swap transaction.

Property and Equipment

Property and equipment amount to PHP 1,408.25 million as of June 30, 2026; most of the amount is attributable to TPGI’s construction in progress that amounts to PHP 1,145.01 million. The same account amounted to PHP 1,354.44 million as of December 31, 2025, following the elimination of TMEC's historical property and equipment balance of PHP 22.74 million through the pro forma adjustments.

Service Concession Asset

Service concession asset as of June 30, 2026 amounted to PHP 3,132.16 million which is attributable to the expansion of projects under TEC, SJCWCI, and TCC. As of December 31, 2025, the service concession asset amounts to PHP 3,183.25 million. For the six-months period ended June 30, 2026, service concession asset account decreased by PHP 67.4 million pertaining to amortization. This was offset by an increase amounting to PHP 16.3 million pertaining to the rehabilitation works.

Customer Contracts

Customer contracts amounted to PHP 1,283.11 million as of June 30, 2026, compared with PHP 1,310.42 million as of December 31, 2025. Both balances arose from the pro forma adjustments reflected in the pro forma consolidated financial statements. The decrease amouting to PHP 27.30 million pertains to amortization.

Right-of-Use Asset

Right-of-use assets amounts to PHP 16.72 million in June 30, 2026. The right-of-use asset also amounts to PHP 18.20 million in December 31, 2025.

Other Noncurrent Assets

Other noncurrent assets as of June 30, 2026 amounted to PHP 816.50 million, pertaining mostly to advances to contractors. As of December 31, 2025, the account amounted to PHP 334.25 million. The increase in this account pertain mostly to on-going construction for the water distribution facilities and pipelines.

Total Noncurrent Assets

Total noncurrent assets amount to PHP 8,540.55 million as of June 30, 2026. The account also amounts to PHP 8,077.79 million as of December 31, 2025.

Trade and Other Payables

Trade and other payables amount to PHP 324.66 million in June 30, 2026 with PHP 315.58 million attributable to TPGI while the remaining PHP 1.98 million from TPHI, together with net pro forma adjustments of PHP 7.10 million. The account amounts to PHP 286.66 million in December 31, 2025 with PHP 277.54 million attributable to TPGI while PHP 12.89 million to TPHI, net of pro forma adjustments of PHP 3.77 million.

Due to Related Parties

Due to related parties as of June 30, 2026 amounts to PHP 187.99 million with PHP 149.42 million attributable to TPGI while the remaining PHP 38.86 million attributable to TPHI, net of pro forma adjustments of PHP 0.28 million. The account also amounts to PHP 293.66 million as of December 31, 2025, net of pro forma adjustments of ₱48.83 million.

Current Portion of Loans Payable

Current loans payable amounts to PHP 806.82 million as of June 30, 2026 as the group obtains a loan amounting to PHP 627.00 million and PHP 45.00 million in the said period. The account also amounts to PHP 1,295.92 million in December 31, 2025. The change in the account was mainly attributable to the amortization and maturity of the Group's current loans payable.

Current Service Concession Liability

Current service concession liability in June 30, 2026 is PHP 32.57 million. In December 31, 2025, the account amounts to PHP 37.35 million.

Current Lease Liabilities

Current lease liabilities amount PHP 0.55 million in June 30, 2026. As of December 31, 2025, the account amounts to PHP 1.48 million.

Total Current Liabilities

Total current liabilities is PHP 1,352.59 million as of June 30, 2026. As of December 31, 2025, the total current liabilities is PHP 1,915.08 million in December 31, 2025.

Loans Payable

Noncurrent loans payable amounts to PHP 1,219.36 million as of June 30, 2026 all of which is attributable to TPGI; consequently, PHP 603.37 million out of the PHP 1,219.36 million is attributable to WMTP. The account also amounts to PHP 638.60 million as of December 31, 2025.

Service Concession Liability

Noncurrent service concession liability as of June 30, 2026 is PHP 520.66 million. As of December 31, 2025, the account amounts to PHP 522.66 million.

Lease Liabilities

Noncurrent lease liabilities amounts PHP 25.33 million as of June 30, 2026. The account also amounts to PHP 25.43 million as of December 31, 2025.

Retirement Liability

Retirement liability remained to ₱1.47 million as of June 30, 2026.

Deferred Tax Liability

Deferred tax liability as of June 30, 2026 is PHP 12.66 million. As of December 31, 2025, the account amounts to PHP 16.10 million.

Total Noncurrent Liabilities

Total noncurrent liabilities amounts to PHP 1,779.48 million as of June 30, 2026. As of December 31, 2025, the account amounts to PHP 1,204.26 million. Additional long-term borrowings are the main drivers of change in the account.

Total Liabilities

Total liabilities as of June 30, 2026 is PHP 3,132.07 million. As of December 31, 2025, the account amounted to PHP 3,119.34 million. The change was mainly the result of the additional loans obtained during the period.

Capital Stock

Pro-forma capital stock as of June 30, 2026 is PHP 10,646.00 million attributable to issuance of TPHI shares pursuant to the Share Swap Transaction. As of December 31, 2025, the capital stock amounts to PHP 10,297.85 million. The increase amounting to PHP348.15 million pertains to the collection of subscription receivable in 2026.

Deficit

The deficit amounts to PHP 4,279.24 million as of June 30, 2026 with PHP 264.28 million coming from TPGI, PHP 3,999.97 million coming from TPHI, with net pro forma adjustments of PHP 14.99 million. The account also amounts to PHP 4,191.85 million as of December 31, 2025.

Equity Attributable to Equity Holders of the Parent Company

Equity attributable to the Parent Company's shareholders is PHP 6,366.76 million as of June 30, 2026. As of December 31, 2025, the account amounts to PHP 6,106.00 million.

Non-controlling Interest

Non-controlling interest as of June 30, 2026 is PHP 46.22 million. As of December 31, 2025 the account amounts to PHP 46.35 million.

Total Equity

Total equity amounts to PHP 6,412.98 million as of June 30, 2026. The account also amounts to PHP 6,152.35 million as of December 31, 2025.

Pro Forma Consolidated Statement of Comprehensive Income for the period ended June 30, 2026 vs. Pro Forma Consolidated Statement of Comprehensive Income for the period ended December 31, 2025

Revenues

Revenues as of June 30, 2026 is PHP 169.52 million; while as of December 31, 2025, the figure is at PHP 270.77 million. The breakdown of revenues per geographical market is as follows:

	Q2 202*6*	2025
Eastern Visayas	**₱31,763,268**	₱69,956,115
Central Luzon	**31,530,219**	62,805,673
Western Visayas	**61,809,623**	51,503,333
Bicol Region	**21,739,761**	44,995,389
Region IV-A (CALABARZON)	**16,671,476**	31,538,570
Region IV-B (MIMAROPA)	**3,648,550**	6,774,954
National Capital Region (NCR)	**2,359,665**	3,195,837
	₱169,522,562	₱270,769,871

Cost of Services

Cost of services as of June 30, 2026 is PHP 181.97 million. As of December 31, 2025, the cost of services is PHP 325.87 million. This account pertains mostly to depreciation and amortization, salaries and wages and utilities.

Gross Loss

As of June 30, 2026, the Group incurred a gross loss of PHP 12.45 million; while as of December 31, 2025, there is a gross loss amounting to PHP 55.10 million.

Operating Expenses

The operating expenses as of June 30, 2026 is PHP 64.73 million while as of December 31, 2025 the operating expenses is PHP 132.20 million. The breakdown of operating expenses is as follows:

	June 30, 2026	December 31, 2025
Salaries and wages	₱25,128,491	₱47,249,840
Professional fees	6,985,503	15,766,774
Depreciation and amortization	5,702,408	12,895,446
Taxes and licenses	5,672,572	10,532,927
Rental	3,799,542	2,877,172
Others	17,444,767	42,879,208
	₱64,733,283	₱132,201,367

Interest Expense

Interest expense as of June 30, 2026 is PHP 48.95 million. As of December 31, 2025, the figure is at PHP 71.63 million.

Interest Income

Interest income as of June 30, 2026 is PHP 7.41 million; while as of December 31, 2025, the interest income is PHP 7.92 million.

Equity Share in Net Income of Associates

As of June 30, 2026, the equity share is PHP 5.60 million. As of December 31, 2025, the figure is at PHP 1.44 million. The trend in the account as of June 30, 2026 is higher than that as of December 31, 2025 is due to the improved performance of the Group's associates as of the end of second quarter of 2026.

Other Income – Net

Other income as of June 30, 2026 is PHP 28.17 million; while as of December 31, 2025, the figure is at PHP 58.85 million. The breakdown of other income is as follows:

	June 30, 2026	December 31, 2025
Engineering design services	₱33,935,770	₱-
Unrealized foreign exchange loss	(19,569,857)	(8,425,916)
Realized foreign exchange gain	12,566,690	16,594,547
Revenue from BBWI's Sum-ag plant	-	37,730,806
Reversal of ECL	-	207,319
Provision for probable loss	-	(30,072)
Others	1,232,511	12,770,739
	₱28,165,114	₱58,847,423

Loss Before Income Tax

The loss before income tax as of June 30, 2026 amounts to PHP 84.95 million. On the other hand, as of December 31, 2025, the loss before income tax amounts to PHP 190.71 million.

Net Loss

Net loss as of June 30, 2026 is at PHP 87.52 million; while as of December 31, 2025, the net loss amounts to PHP 196.07 million.

Financial Ratios of the Company based on the Pro Forma Consolidated Statement of Finacial Statements

Current Ratio

	December 31, 2025	June 30, 2026
Total current assets	1,193,902,203	1,004,505,349
Total current liabilities	1,915,080,025	1,352,588,659
Current Ratio	0.62	0.74

Liquidity Ratios

Liquidity risk arises from the Group's inability to raise sufficient funds at the least possible cost to meet its financial commitments, which could then materially and adversely affect the Company's business, financial condition, and results of operations. The Group's objectives in liquidity management are: (a) to ensure that adequate funds are available to meet expiring obligations; (b) to meet the commitments as they arise without incurring unnecessary costs; and (c) to be able to access additional funding when needed at the least possible cost.

The liquidity risk management policies/procedures of the Group are as follows: 1. Daily cash positions reports are prepared. 2. Monthly cash budget and power sales generation reports are being prepared. 3. Quarterly report on loan amortizations as well as the budget for operating expenses and capital expenditure are being prepared. 4. The Group monitored their cash flows to check if the sales generated are sufficient to cover the operating expenditure and loan amortizations. In case there is a need for additional funds after considering the loan releases, the Group will require additional capital infusion or working capital advances from its Parent Company.

Key Performance Indicators

The Group uses the following measures to assess its performance form period to period.

	December 31, 2025	June 30, 2026
Gross Income Margin	(20.35%)	(7.34%)
Net Income Margin	(72.41%)	(51.63%)
Return on Assets	(2.11%)	(0.93%)
Return on Equity	(3.19%)	(1.37%)

Gross Income Margin and Net Income Margin

The gross income margin reflects the profitability of the Group's core business. This is computed by dividing gross income (revenues less cost of services) by revenues, and is expressed in percentage.

Net income margin is the ratio of the Group's net income after tax versus its revenues for a given period. This is computed by dividing net profit after tax by revenues. The result is likewise expressed in percentages.

Gross income and net income margins measure the Group's profitability and show that the Group can keep its costs under control. It is also used by the Group as a measure that revenues are increasing faster than its costs, thus, placing the Group in a liquid position and vice versa.

Return on Assets and Return on Equity

The return on asset ratio is the ratio of the Group's net income to total assets. This measures the Group's ability to generate returns on its assets. This is computed by dividing net income after tax by the total assets. The result is expressed in percentage.

The return of assets shows the Group's underlying operational performance without considering its funding decisions. It measures how much income is generated for each peso of assets used. The Group considers how effectively assets are utilized to generate income and how well costs are managed to maintain profitability.

Return on equity is the ratio of the Group's net income to equity. This likewise measures the Group's ability to generate returns on investments made by the stockholders. This is computed by dividing net income after tax by the total equity. The result is expressed in percentage.

The return on equity shows the amount of income achieved for each peso invested by the Group's stockholders.

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REGULATORY AND ENVIRONMENTAL MATTERS

The following description is a summary of certain sector specific laws and regulations in the Philippines which are applicable to the Company. The information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice or a detailed review of the relevant laws and regulations.

GENERAL BUSINESS REGULATORY FRAMEWORK

Revised Corporation Code

Republic Act No. 11232, also known as the Revised Corporation Code (the "**Revised Corporation Code**"), was signed into law on February 20, 2019 and took effect on March 8, 2019. Among the salient features of the Revised Corporation Code are:

- Corporations are granted perpetual existence, unless the articles of incorporation provide otherwise. Perpetual existence shall also benefit corporations whose certificates of incorporation were issued before the effectivity of the Revised Corporation Code, unless a corporation, upon a vote of majority of the stockholders of the outstanding capital stock notifies the Philippine SEC that it elects to retain its specific corporate term under its current Articles of Incorporation.

  A corporation vested with public interest must submit to its shareholders and to the Philippine SEC an annual report of the total compensation of each of its directors or trustees, and a director or trustee appraisal or performance report and the standards or criteria used to assess each director, or trustee.

- Corporations vested with public interest must have at least 20.0% independent directors in the Board, in accordance with the Securities and Regulation Code.

- The Revised Corporation Code allows the creation of a "One Person Corporation". However, it expressly prohibits public and publicly-listed companies, among others, from being incorporated as such. This restriction also applies with respect to incorporations as a Close Corporation.

- Material contracts between corporations vested with public interest and their own directors, trustees, officers, or their spouses and relatives within the fourth civil degree of consanguinity or affinity must be approved by at least two-thirds (2/3) of the entire membership of the Board, with at least a majority of the independent directors voting to approve the same.

- The right of stockholders to vote in the election of directors or trustees, or in shareholders meetings, may now be done through remote communication or in absentia if authorized by the corporate by-laws. However, as to corporations vested with public interest, these votes are deemed available, even if not expressly stated in the corporate by-laws. The shareholders who participate through remote communication or in absentia are deemed present for purposes of quorum. When attendance, participation and voting are allowed by remote communication or in absentia, the notice of meetings to the stockholders must state the requirements and procedures to be followed when a stockholder or member elects either option.

- As to the filing of the by-laws and any amendments made to the by-laws of any corporation governed by special laws, the Revised Corporation Code requires that a prior certificate of the appropriate government agency to the effect that such bylaws or amendments are in accordance with law, must be submitted.

- A favorable recommendation by the appropriate government agency is likewise required for corporations governed by special laws, before the Philippine SEC approves any merger or consolidation; or any voluntary dissolution.

- In case of transfer of shares of listed companies, the Philippine SEC may require that these corporations whose securities are traded in trading markets and which can reasonably demonstrate their capability to do so, to issue their securities or shares of stock in uncertificated or scripless form in accordance with the Rules of the Philippine SEC.

- The Revised Corporation Code refers to the Philippine Competition Act in case of covered transactions under said law involving the sale, lease, exchange, mortgage, pledge, or disposition of properties or assets; increase or decrease in the capital stock, incurring creating or increasing bonded indebtedness; or mergers or consolidations covered by the Philippine Competition Act thresholds.

Foreign Investments Act of 1991

Republic Act No. 7042 or the Foreign Investments Act (**"FIA"**) provides that certain activities are nationalized or partly nationalized, such that the operation and/or ownership thereof are wholly or partially reserved for Filipinos. Under the FIA, in domestic market enterprises, foreigners can own as much as 100% equity except in areas specified in the 13th Regular Foreign Investment Negative List signed on April 13, 2026 ("**Negative List**"). This Negative List enumerates industries and activities which have foreign ownership limitations under the FIA and other existing laws. Nationalized activities include, among others, land ownership, telecommunications, mining and the operation of public utilities such terms are defined under the Public Service Act, as amended. The FIA was amended by Republic Act No. 8179, which was signed into law on March 28, 1996, and was again amended by Republic Act No. 11647, which was signed into law on March 2, 2022 and took effect on March 17, 2022.

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. While the Philippine Constitution prescribes nationality restrictions on land ownership, there is generally no prohibition against foreigners owning buildings and other permanent structures. However, with respect to condominium developments, the foreign ownership of units in such developments is limited to 40%.

Under Republic Act No. 7652, as amended by Republic Act No. 12252, or the Investors' Lease Act, a corporation with more than 40% foreign equity with a registered investment under the FIA, Republic Act No. 11534 or the Corporate Recovery and Tax Incentives for Enterprises Act ("**CREATE**"), as amended by Republic Act No. 12066 or the CREATE MORE Act or under applicable laws, or has complied with investment requirements prescribed by the appropriate Investment Promotion Agency pursuant to existing laws, may be allowed to lease land for an aggregate period of 99 years, provided that the leased area shall be used solely for the purpose of the approved and registered investment upon the mutual agreement of the parties.

In SEC Memorandum Circular No. 8, Series of 2013 or the Guidelines on Compliance with the Filipino- Foreign Ownership Requirements Prescribed in the Constitution and/or Existing Laws by Corporations Engaged in Nationalized and Partly Nationalized Activities, it is provided that for purposes of determining compliance with the foreign equity restrictions in nationalized corporations, the required percentage of Filipino ownership shall be applied to both (a) the total number of outstanding shares of stock entitled to vote in the election of directors, and (b) the total number of outstanding shares of stock, whether or not entitled to vote in the election of directors. The continuing validity of this Memorandum Circular was affirmed by the Supreme Court in the 2016 case of *Jose M. Roy v. Teresita Herbosa, et. al* (G.R. No. 207246, November 22, 2016).

For the purpose of complying with nationality laws, the term "**Philippine National**" is defined under the Foreign Investments Act as any of the following:

- a citizen of the Philippines;
- a domestic partnership or association wholly owned by citizens of the Philippines;
- a corporation organized under the laws of the Philippines of which at least 60.0% of the capital stock outstanding and entitled to vote is owned and held by citizens of the Philippines;
- a corporation organized abroad and registered to do business in the Philippines under the Revised Corporation Code of the Philippines, of which 100.0% of the capital stock outstanding and entitled to vote is wholly owned by Filipinos; or
- a trustee of funds for pension or other employee retirement or separation benefits, where the trustee is a Philippine National and at least 60.0% of the fund will accrue to the benefit of Philippine Nationals.

In the 2014 case of *Narra Nickel Mining and Development Corporation, et.al vs. Redmont Consolidated Mines Corp*[9] and its corresponding motions for reconsideration (the "**Narra Nickel Case**"), the Supreme Court affirmed that the Grandfather Rule, wherein shares owned by corporate shareholders are attributed either as Filipino or foreign equity by determining the nationality not only of such corporate shareholders, but also such corporate shareholders' own shareholders, until the nationality of shareholder individuals is taken into consideration, is to be used jointly and cumulatively with the Control Test, which merely takes into account the nationality of the listed shareholders of the corporation. Such joint and cumulative application shall be observed as follows: (i) if the corporation's Filipino equity falls below 60.0%, such corporation is deemed foreign-owned, applying the Control Test; (ii) if the corporation passes the Control Test, the corporation will be considered a Filipino corporation only if there is no doubt as to the beneficial ownership and control of the corporation; and (iii) if the corporation passes the Control Test but there is doubt as to the beneficial ownership and control of the corporation, the Grandfather Rule must be applied.

Philippine Competition Act and its Implementing Rules and Regulations.

Republic Act No. 10667 or the Philippine Competition Act ("**PCA**") came into effect August 5, 2015 and is the primary competition law in the Philippines.

Any person, whether natural or juridical, sole proprietorship, partnership, or a combination or association in any form, whether incorporated or not, domestic or foreign, including those owned or controlled by the government, shall be covered by the Republic Act No. 10667 or Philippine Competition Act ("**PCA**") as long as they are engaged directly or indirectly in any economic activity. This extends to those engaged in industry or commerce that has a direct, substantial, and reasonably foreseeable effect in the Philippines, including those that result from acts done outside the territory of the Philippines.

The Philippine Competition Commission ("**PCC**"), either on its own action or upon notification by the parties, shall have the power to review mergers and acquisitions, including joint venture agreements, having a direct, substantial, and reasonably foreseeable effect on trade, industry, or commerce in the Philippines. Merger or acquisition agreements that substantially prevent, restrict, or lessen competition in the relevant market are prohibited.

The PCA prohibits and imposes sanctions on:

(a) anti-competitive agreements between or amongst competitors that restrict competition as to price or other terms of trade and those fixing price at an auction or in any form of bidding including cover bidding, bid suppression, bid rotation and market allocation and other analogous practices of bid manipulation; and those which have the object or effect of substantially preventing, restricting or lessening competition;

(b) practices which are regarded as abuse of dominant position by engaging in conduct that would substantially prevent, restrict or lessen competition; and

[9] G.R. No. 195580, April 21, 2014.

(c) mergers or acquisitions which substantially prevent, restrict or lessen competition in the relevant market or in the market for goods or services.

Effective March 1, 2026, parties to a merger or acquisition agreement are required to provide notification to the PCC when (a) the *Size of Party* or the aggregate annual gross revenues in, into, or from the Philippines, or value of the assets in the Philippines of the ultimate parent entity (**"UPE"**) (i.e., the juridical entity that, directly or indirectly, controls a party to the transaction, and is not controlled by any other entity) of at least one of the acquiring or acquired entities, including that of all entities that the UPE controls, directly or indirectly, exceeds Nine Billion One Hundred Million Pesos (₱9,100,000,000.00); and (b) the *Size of Transaction* or the value of the transaction, as determined under Rule 4, Section 3(b) of the PCA IRR, exceeds Three Billion Eight Hundred Million Pesos (₱3,800,000,000.00). Parties to a merger or acquisition that satisfy the thresholds above are prohibited from consummating their agreement until thirty (30) days after providing the required notification to the PCC. They are required to notify the PCC before the execution of the definitive agreements relating to the transaction.

In the formation of a joint venture (other than in connection with a merger or consolidation), the contributing entities shall be deemed acquiring entities, and the joint venture shall be deemed the acquired entity.

In a notifiable joint venture transaction, an acquiring entity shall be subject to the notification requirements if either the aggregate value of the assets that will be combined in the Philippines or contributed into the proposed joint venture exceeds Three Billion Eight Hundred Million Pesos (₱3,800,000,000.00) or the gross revenues generated in the Philippines by assets to be combined in the Philippines or contributed into the proposed joint venture exceeds Three Billion Eight Hundred Million Pesos (₱3,800,000,000.00). In determining the assets of the joint venture, the following shall be included:

a) All assets which any entity contributing to the formation of the joint venture has agreed to transfer, or for which agreements have been secured for the joint venture to obtain at any time, whether or not such entity is subject to the requirements of the PCA; and
b) Any amount of credit or any obligations of the joint venture which any entity contributing to the formation has agreed to extend or guarantee, at any time.

If the PCC determines that an agreement is prohibited under the PCA and does not qualify for exemption, the PCC is given the power to:

a) Prohibit the implementation of the agreement;
b) Prohibit the implementation of the agreement unless and until it is modified by changes specified by the PCC; and
c) Prohibit the implementation of the agreement unless and until the pertinent party or parties enter into legally enforceable agreements specified by the PCC.

A transaction that meets the thresholds and does not comply with the notification requirements shall be considered void and will subject the parties to an administrative fine of a maximum of ₱110 Million for cartels, prohibited mergers and abuse of dominance, and ₱2.2 Million for belated merger notification.

Prohibited merger or acquisition agreements may be exempt from prohibition by the PCC when the parties establish either of the following:

a) The concentration has brought about or is likely to bring about gains in efficiencies that are greater than the effects of any limitation on competition that result or likely to result from the merger or acquisition agreement; or
b) A party to the merger or acquisition agreement is faced with actual or imminent financial failure, and the agreement represents the least anti-competitive arrangement among the known alternative uses for the failing entity's assets.

An entity shall not be prohibited from continuing to own and hold the stock or other share capital or assets of another corporation which it acquired prior to the approval of the PCA or acquiring or maintaining its market share in a relevant market through such means without violating the provisions of the PCA.

Furthermore, the acquisition of the stock or other share capital of one or more corporations solely for investment and not used for voting or exercising control and not to otherwise bring about, or attempt to bring about the prevention, restriction, or lessening of competition in the relevant market shall not be prohibited.

On November 22, 2017, the PCC published the 2017 Rules on Merger Procedures ("**Merger Rules**") which provides the procedure for the review or investigation of mergers and acquisition pursuant to the PCA. The Merger Rules provides, among others, that parties to a merger that meet the thresholds in Section 3 of Rule 4 of the IRR are required to notify the PCC within 30 days from the signing of definitive agreements relating to the notifiable merger.

In the event that transactions imbued with high public interest do not meet the thresholds, the PCC may still launch a *motu proprio* investigation in the interest of consumer protection. Parties may not consummate a notifiable transaction prior to receiving PCC approval or the lapse of the period stated in the Merger Rules.

Under the PCA and the IRR, a transaction that meets the thresholds and does not comply with the notification requirements and waiting periods shall be considered void and will subject the parties to an administrative fine of 1% to 5% of the value of the transaction.

Merger or acquisition agreements that substantially prevent, restrict or lessen competition in the relevant market or in the market for goods or services as may be determined by the PCC are prohibited. Parties and their ultimate parent entities found to have entered into prohibited mergers may be imposed fines of up to ₱110 million to ₱275 million.

Criminal penalties for entities that enter into these defined anti-competitive agreements include: (i) a fine of not less than ₱50 million but not more than ₱250 million; and (ii) imprisonment for two to seven years for directors and management personnel who knowingly and wilfully participate in such criminal offenses. Administrative fines of ₱110 million to ₱275 million may be imposed on entities found violating prohibitions against anti-competitive agreements and abuse of dominant position. Treble damages may be imposed by the PCC or the courts, as the case may be, where the violation involves the trade or movement of basic necessities and prime commodities.

On April 16, 2026, the PCC issued Memorandum Circular No. 26-002 adjusting the schedule of fines for violations of the Merger Rules. Administrative fines may now amount to up to ₱310 million. Commitment of acts such as, failure to comply with a ruling, order, or decision of the PCC or the disclosure, publication, transfer, copying or dissemination of confidential information may amount to a fine of ₱66.000 up to ₱2.5 million.

Data Privacy Act of 2012

Republic Act No. 10173, otherwise known as the Data Privacy Act (the "**Data Privacy Act**"), protects all forms of information, be it private, personal, or sensitive. It applies to any natural or juridical persons involved in processing of information (which refers to any operation or any set of operations performed upon personal data including, but not limited to, the collection, recording, organization, storage, updating or modification, retrieval, consultation, use, consolidation, blocking, erasure or destruction of data), whether in the government or private sector, and whether in or outside the Philippines.

The law defines "personal information" as any information whether recorded in a material form or not, from which the identity of an individual is apparent or can be reasonably and directly ascertained by the entity holding the information, or when put together with other information would directly and certainly identify an individual. On the other hand, sensitive personal information refers to personal information:

a) About an individual's race, ethnic origin, marital status, age, color, and religious, philosophical or political affiliations;
b) About an individual's health, education, genetic or sexual life of a person, or to any proceeding for any offense committed or alleged to have been committed by such person, the disposal of such proceedings, or the sentence of any court in such proceedings;
c) Issued by government agencies peculiar to an individual which includes, but not limited to, social security numbers, previous or current health records, licenses or its denials, suspension or revocation, and tax returns; and
d) Specifically established by an executive order or an act of the Philippine Congress to be kept classified.

In general, the processing of sensitive personal information and privileged information is prohibited except where: (1) the data subject has given his or her consent, specific to the purpose prior to the processing, or in the case of privileged information, all parties to the exchange have given their consent prior to processing; (2) the processing is provided for by existing laws and regulations; (3) the processing is necessary to protect the life and health of the data subject or another person, and the data subject is not able to give consent; (4) the processing is carried out for limited non-commercial purposes by public organizations and their associations; (5) the processing is necessary for purposes of medical treatment, is carried out by a medical practitioner or a medical treatment institution, and an adequate level of protection of personal information is ensured; or (6) the processing is necessary for court proceedings or legal claims, or is provided to the government or a public authority.

Under the Data Privacy Act, the appointment of a Data Protection Officer ("**DPO**") is a legal requirement for all personal information controllers ("**PICs**") and personal information processors ("**PIPs**"). The DPO is accountable for ensuring the company's compliance with all data privacy and security laws and regulations.

A PIC may be a natural or juridical person who exercises control over the processing of personal data and furnishes instructions to another person or entity to process personal data on its behalf. A PIP on the other hand, refers to a person or body instructed or outsourced by a PIC to engage in the processing of the personal data of a data subject.

The PIC or PIP that employs fewer than 250 persons shall not be required to register unless the processing it carries out is likely to pose a risk to the rights and freedoms of data subjects, the processing is not occasional, or the processing includes sensitive personal information of at least 1,000 individuals.

REGULATIONS RELATING TO THE WATER INDUSTRY

Water resource and governance in the Philippines generally covers the following activities: water collection, treatment, and waste management, and is undertaken by multiple agencies.

On a national level, planning is performed by the country's independent economic development and planning agency, the DEPDev, the agency for policy formation and planning in the water supply sector, specifically in relation to sector policies and strategies and the monitoring and implementation of such national development plans and investment programs.

Other agencies include the NWRB, responsible for policy formation, administration, and enforcement of the Water Code of the Philippines; the DPWH for flood control and drainage, which supervision was later transferred to the MMDA; the DOH through its Environmental and Occupational Health Office for sanitation; the DENR through the EMB for watershed protection and water quality; the National Solid Waste Management Commission ("**NSWMC**") for waste management programs and policies and sustaining environmental responsibility; the NIA and Bureau of Soils and Water Management ("**BSWM**") for irrigation development and utilization of water sources; the Department of Interior and Local Government ("**DILG**") for frontline water supply, sewerage, and sanitation systems; the MWSS for water supply, sewerage and sanitation in Metro Manila and partially in its neighbouring provinces, and the Local Water Utilities Administration ("**LWUA**") for the development of water supply systems in provincial cities and municipalities outside of Metro Manila.

Lawmakers have expressed their support for Senate Bill No. 2771 (the "**Bill**") or the National Water Resources Act, which seeks to establish the Department of Water Resources ("**DWR**"). Under said Bill, the DWR shall be the "primary policy, planning, coordinating, implementing, monitoring, and administrative entity of the Executive Branch of the government responsible for the comprehensive, sustainable, climate-resilient, and integrated development and management of the water resources of the Philippines." It is envisaged that it will also be in charge of determining the "optimal allocation and use for domestic and municipal water supply, sanitation, irrigation, hydropower, industry, navigation, flood management, and recreation, as well as water utilization aspects of fisheries or aquaculture."

As of the date of this Prospectus, the Bill remains pending. Once passed, the National Water Resources Act, through the DWR, aims to consolidate the various government offices under different departments that play significant roles in water management.

Sanitation Code of the Philippines

Presidential Decree No. 856 or the Code on Sanitation of the Philippines ("**Sanitation Code**") and its IRR prescribe the sanitation and structural standards for various structures and products. In relation to the water industry, the Sanitation Code prescribes the standard and procedures for conducting examination, evaluation, treatment, and disinfection of water sources, as well as implementation of protective measures from contamination.

The Sanitation Code IRR prescribes, among other things: (a) procedure and requirements for water disinfection; (b) requirements for drilling, constructing, alteration, or repair of water supply systems; (c) requirements for delivery of water to consumers; (d) requirements for the approval of plans and specifications of water supply systems; (e) the laboratories which may conduct examination of water samples, and (f) water quality monitoring requirements.

Philippine National Standards for Drinking Water

DOH Administrative Order No. 2017-0010 or the Philippine National Standards for Drinking Water of 2017 ("**PNSDW**") prescribes the standards and procedures on drinking water quality to protect the public and consumers' health and applies to, among others, all drinking water service providers, including government and private developers and operators; bulk water suppliers, and all residential, commercial, industrial and institutional buildings that use/supply/serve drinking water.

The PNSDW consists of the following criteria: (a) standards for drinking water quality; (b) standards for water sampling and examination; (c) standards for other mods of distribution of drinking water; (d) evaluation of results; (e) classification of drinking water quality parameters; (f) quality assurance/quality control for water laboratories; (g) Water Safety Plan ("**WSP**") and drinking water quality surveillance.

Under the PNSDW, drinking water service providers are required to: (a) comply with the PNSDW; (b) develop and implement the WSP; (c) institute corrective actions for any unsatisfactory results of water sampling; (d) submit to the accredited laboratories water samples for examination in a manner and at such intervals prescribed under the PNSDW; (e) submit results of water quality testing to the local health authority, and (f) educate consumers on how to keep drinking water safe at all times.

The Clean Water Act

Republic Act No. 9275, otherwise known as the Clean Water Act and its Implementing Rules and Regulations (the "**Clean Water Act and its IRR**"), provide for water quality standards and regulations for the prevention, control, and abatement of pollution of the water resources of the country. The Clean Water Act and its IRR require owners or operators of facilities that discharge regulated effluents (such as wastewater from manufacturing plants

or other commercial facilities) to secure a discharge permit from the DENR which authorizes the owners and operators to discharge waste and/or pollutants of specified concentration and volumes from their facilities into a body of water or land resource for a specified period of time. The discharge permit specifies the quantity and quality of effluents that the holder of the permit is allowed to discharge as well as the validity of the permit. The discharge permit is valid for a maximum period of five years from the date of its issuance, renewable for five-year periods thereafter. The Department may, however, renew the discharge permit and keep it valid for a longer period if the applicant has adopted waste minimization and waste treatment technologies, consistent with incentives currently provided, and has been paying the permit fees on time. The DENR, together with other Government agencies and the different local Government units, is tasked with implementing the Clean Water Act and its IRR, and with identifying existing sources of water pollutants, as well as strictly monitoring pollution sources which are not in compliance with the effluent standards provided in the law.

The Water Code

Presidential Decree No. 1067, or The Water Code of the Philippines (the "**Water Code**") requires a water permit for the appropriation or use of natural bodies of water. Use or appropriation of water includes, among others, the utilization of water in factories, industrial plants and mines, including the use of water as an ingredient of a finished product.

The Water Code imposes nationality restrictions for the application for water permit. Only corporations organized under the laws of the Philippines, at least 60% of the capital of which is owned by citizens of the Philippines may apply for a permit to appropriate water with the National Water Resources Board ("**NWRB**") in accordance with the Water Code.

GOVERNMENT PROCUREMENT LAWS

Public-Private Partnership Code of the Philippines ("PPP Code")

Republic Act No. 11966, also known as the Public-Private Partnership Code of the Philippines, was signed into law on December 5, 2023 to establish a unified legal and institutional framework for PPP projects in the Philippines. The law seeks to encourage private sector participation in the financing, design, construction, operation, and maintenance of infrastructure and development projects, while ensuring transparency, accountability, efficiency, and value for money in the delivery of public services.

The PPP Code standardizes the rules governing PPP projects undertaken by national government agencies, government-owned and controlled corporations, state universities and colleges, and local government units. It streamlines project approval processes, strengthens institutional roles, clarifies risk allocation between the government and private partners, and reinforces the role of the PPP Center in providing technical support, capacity building, and oversight throughout the PPP project cycle.

A key feature of the PPP Code is its distinction between solicited projects and unsolicited proposals. Solicited projects are those initiated by the government based on identified infrastructure or public service needs. These projects undergo competitive procurement through public bidding. On the other hand, unsolicited proposals are initiated by the private sector proponents for projects that have not been included in the government's priority pipeline. Contrary to solicited projects, the unsolicited projects are subjected to a comparative challenge, which allows other qualified proponents to submit competing offers while giving the original proponent the "right-to-match" or the opportunity to match the best competing bid.

The PPP Code Implementing Rules and Regulations provide the detailed procedures for solicited projects and unsolicited proposals. It describes the processes for project identification, evaluation, approval, procurement, contract implementation, monitoring and dispute resolution. It also prescribes the specific legal, technical and financial qualifications, as well as the documentary requirements needed from the private sector proponent.

New Government Procurement Act ("NGPA")

Republic Act No. 12009, otherwise known as the New Government Procurement Act, was enacted on July 20, 2024. The NGPA repealed Republic Act No. 9184, or the Government Procurement Reform Act of 2003, which had previously governed public procurement in the Philippines. The NGPA applies to the procurement of goods, infrastructure projects, and consulting sevices, regardless of source of funds, by all instrumentalities of the national government, its departments, bureaus, offices and agencies. It established a modernized procurement regime designed to promote transparency, efficiency, competition, sustainability, professionalism, and value for money in the expenditure of public funds. The law governs the entire procurement cycle, beginning with procurement planning and market analysis, continuing through bidding or alternative procurement modalities, contract award, implementation, payment, and post-contract evaluation.

While competitive bidding is the principal mode of procurement, the NGPA expands the available procurement modalities by adopting a fit-for-purpose approach. Under the NGPA, procuring entities are no longer confined to identifying the supplier offering the lower price. Instead, they are required to consider whether the proposed procurement delivers the optimum combination of quality, cost, sustainability, functionality, efficiency, and lifecycle benefits.

A major reform made by the NFPA is the institutionalization of digital procurement, through the promotion of the use of electronic procurement platforms throughout the procurement process including procurement planning, publication of procurement opportunities, electronic bid submission, electronic bid evaluation, contract management, open contracting, and public disclosure of procurement data.

The NGPA Implementing Rules and Regulations as promulgated by the Government Procurement Policy Board became effective in 2025. This operationalizes the statutory provisions in the NGPA by prescribing detailed procedures governing procurement planning, procurement modalities, bid evaluation, contract implementation, dispute resolution, procurment monitoring and the use of electronic procurement systems.

LABOR AND EMPLOYMENT

The Philippine Constitution provides that the State shall regulate the relations between workers and employers, recognizing the right of labor to its just share in the fruits of production and the right of enterprises to reasonable returns on investments, and to expansion and growth. The seven basic rights that are specifically guaranteed by the Philippine Constitution are as follows:

(a) right to organize;

(b) right to conduct collective bargaining or negotiation with management;

(c) right to engage in peaceful concerted activities, including strikes in accordance with law;

(d) right to enjoy security of tenure;

(e) right to work under humane conditions;

(f) right to receive a living wage; and

(g) right to participate in policy and decision-making processes affecting their rights and benefits as may be provided by law.

Labor Code of the Philippines

The Department of Labor and Employment ("**DOLE"**) is the Government agency mandated to formulate policies, implement programs and services, and serves as the policy-coordinating arm of the executive branch of the Government in the field of labor and employment. The DOLE has exclusive authority in the administration and enforcement of labor and employment laws such as the Labor Code of the Philippines (the "**Labor Code**") and the Occupational Safety and Health Standards, as amended, and such other laws as specifically assigned to it or to the Secretary of the DOLE.

On March 15, 2017, Department Order No. 174 (2017) ("**D.O. 174"**) was issued by the DOLE providing for the guidelines on contracting and subcontracting, as provided for under the Labour Code. It has reiterated the policy that labor-only contracting is absolutely prohibited where: (1) (a) the contractor or subcontractor does not have substantial capital, or does not have investments in the form of tools, equipment, machineries, supervision, work premises, among others; and (b) the contractor's or subcontractor's employees recruited and placed are performing activities which are directly related to the main business operation of the principal; or (2) the contractor or subcontractor does not exercise the right to control over the performance of the work of the employee. Subsequently, DOLE issued Department Circular No. 1 (2017) clarifying that the prohibition under D.O. 174 does not apply to business process outsourcing, knowledge process outsourcing, legal process outsourcing, information technology infrastructure outsourcing, application development, hardware and/or software support, medical transcription, animation services and back office operations or support.

D.O. No. 174-17 provides that in the event that there is a finding that the contractor or subcontractor is engaged in labor-only contracting and other illicit forms of employment arrangements, the principal shall be deemed the direct employer of the contractor's or subcontractor's employees. Further, in the event of violation of any provision of the Labor Code, including the failure to pay wages, there exists a liability on the part of the principal and the contractor for purposes of enforcing the provisions of the Labor Code and other social legislation, to the extent of the work performed under the employment contract.

On May 2, 2018, then President Rodrigo Duterte signed Executive Order No. 51, reiterating the prohibition of the practice of illegal contracting or subcontracting in the country. The executive order aims to protect the worker's right to security of tenure, self-organization, and collective bargaining and peaceful concerted activities.

Occupational Safety and Health Standards Law

On August 17, 2018, Republic Act No. 11058 or the Occupational Safety and Health Standards Law (the "**OSHS Law**") was signed into law. It mandates employers, contractors or subcontractors and any person who manages, controls or supervises the work, to furnish the workers a place of employment free from hazardous conditions that are causing or are likely to cause death, illness or physical harm to the workers. It also requires employers, contractors or subcontractors to give complete job safety instructions or orientation and to inform the workers of all hazards associated with their work, health risks involved or to which they are exposed, preventive measures to eliminate or minimize the risks and steps to be taken in cases of emergency.

The Rules for Occupational Safety and Health Standards ("**OSHS**") issued by the Bureau of Working Conditions of the DOLE establishes the threshold limit values ("**TLV**") for toxic and carcinogenic substances which may be present in the atmosphere of the work environment. The TLV refer to airborne concentration of substances and represent the conditions under which it is believed that nearly all workers may be repeatedly exposed daily without adverse effect. The TLV also pertains to the time weighted concentrations for an eight-hour workday and a total of 48 work hours per week.

The employees' exposure to the substances identified in the OSHS must be limited to the ceiling value given for the relevant substance in the OSHS, or must not exceed the eight-hour time weighted average limit given for that substance in the OSHS, as the case may be.

To protect the employees, an employer is required to furnish its workers with protective equipment for the eyes, face, hands, and feet as well as protective shields and barriers, whenever necessary, by reason of the hazardous nature of the process or environment, chemical or radiological or other mechanical irritants or hazards capable of causing injury or impairment in the function of any part of the body through absorption, inhalation, or physical contact. The employer is responsible for ensuring the adequacy and proper maintenance of personal protective equipment used in its workplace.

To ensure compliance with the OSHS, every establishment or place of employment will be inspected at least once a year. Special inspection visits may be authorized by the Regional Labor Office to investigate accidents, occupational illnesses or dangerous occurrences, especially those resulting in permanent total disability or death, to conduct surveys of working conditions for the purpose of evaluating and assessing environmental contaminants and physical conditions, or to conduct investigations, inspections or follow-up inspections upon request of an employer, worker or a labor union of the establishment.

Any violation of the provisions of the OSHS will be subject to the applicable penalties provided under Department of Labor and Employment Department Order No. 198-18 and imposable upon any employer, contractor, or subcontractor who wilfully fails or refuses to comply with the OSHS standards or a compliance order issued by the Secretary of Labor and Employment or his/her authorized representative.

Depending on the size of the workforce and the nature of the workplace as either hazardous or non-hazardous, an employer is obliged to provide certain free medical and dental attendance and facilities. For large-scale industries with workers of 200 to 600, the employer is required to provide the services of a part-time occupational health physician and a part-time dentist, each of whom is required to stay on the premises of the workplace at least four hours a day, six times a week, and each working in alternate periods. It is also required to provide the services of a full-time occupational health nurse and a full-time first aider. The employer must further maintain an emergency clinic, unless there is a hospital or dental clinic within 25 minutes of travel, and ensure that it has facilities readily available for transporting its workers to the hospital or clinic in case of an emergency.

Under the OSHS, every place of employment is required to have a health and safety committee. Further, the employer has the duty to write administrative policies on safety in conformity with OSHS. It must provide to DOLE copies of the policies adopted and the health and safety organization established to carry out the program on safety and health within one month after the organization or reorganization of the health and safety committee.

Moreover, Republic Act No. 11313 or the Safe Spaces Act makes it the duty of every employer to create an independent internal mechanism or a committee on decorum and investigation to investigate and address complaints of gender-based sexual harassment, which shall, among others, adequately represent the management, the employees from the supervisory rank, the rank-and-file employees, and the union, if any. In addition, it is likewise the duty of the employer to promulgate provide measures to prevent gender-based sexual harassment in the workplace, such as the conduct of anti-sexual harassment seminars, and provide and disseminate, in consultation with all persons in the workplace, a code of conduct or workplace policy which shall (a) expressly reiterate the prohibition on gender-based sexual harassment; (b) prescribe the procedures of the internal mechanism created under Section 17(c) of the Safe Spaces Act and (c) set administrative penalties.

An employer, contractor or subcontractor who wilfully fails or refuses to comply with the Occupational Safety and Health Standards shall be administratively liable for a fine. Further, the liability of the employer, project owner, general contractor, contractor or subcontractor, if any, and any person who manages, controls or supervises the work, shall be solidary.

In 2023, the DOLE issued Department Order No. 238, Series of 2023 or the Rules on the Administration and Enforcement of Labor Standards pursuant to Article 128 of the Labor Code of the Philippines, as renumbered, and Republic Act No. 11058, strengthening the exercise of the visitorial and enforcement power of the Secretary of Labor and Employment and outlining the procedure for the conduct of occupational safety and health investigations

Social Security System, PhilHealth and the Pag-IBIG Fund

An employer or any person who uses the services of another person in business, trade, industry or any undertaking is required under Republic Act No. 11199, otherwise known as the Social Security Act of 2018, to ensure coverage of employees following procedures set out by the law and the Social Security System ("**SSS**"). Under the said law, social security coverage is compulsory for all employees not over 60 years of age. An employer must deduct and withhold from its compulsorily covered employees their monthly contributions based on a given schedule, pay its share of contribution and remit these to the SSS within a period set by law and/or SSS regulations. This enables the employees or their dependents to claim their pension, death benefits, permanent disability benefits, funeral benefits, sickness benefits and maternity-leave benefits.

The failure of the employer to comply with any of its obligations may lead to sanctions, including the imposition of a fine of not less than ₱5,000.00 nor more than ₱20,000.00, or imprisonment for not less than six years and one day nor more than twelve (12) years, or both, at the discretion of the court. The erring employer will also be liable to the SSS for damages equivalent to the benefits to which the employee would have been entitled had his name been reported on time to the SSS and for the corresponding contributions and penalties thereon.

Employers are likewise required to ensure enrolment of its employees in a National Health Programme administered by the Philippine Health Insurance Corporation ("**PhilHealth**"), a GOCC attached to the Department of Health ("**DOH"**) tasked with ensuring sustainable, affordable and progressive social health insurance pursuant to the provisions of the National Health Insurance Act of 1995, as amended by the Republic Act No. 11223, otherwise known as the Universal Health Care Act. The registration, accurate and timely deductions and remittance of contributions to the Philippine Health Insurance Corporation is mandatory as long as there is an employer-employee relationship. An employer who fails or refuses to register its employees, regardless of their employment status, or to deduct contributions from its employees' compensation or remit the same to PhilHealth shall be punished with a fine of not less than ₱5,000.00 multiplied by the total number of employees of the firm.

Under Republic Act No. 9679 or the Home Development Mutual Fund Law of 2009, all employees who are covered by the Social Security System must also be registered with and covered by the Home Development Mutual Fund, more commonly referred to as the Pag-IBIG Fund. It is a national savings programme as well as a fund to provide affordable shelter financing to Filipino employees. The employer is likewise mandated to deduct and withhold, pay and remit to the Pag-IBIG Fund the respective contributions of the employees under the prescribed schedule. Refusal of an employer to comply, without any lawful cause or with fraudulent intent, particularly with respect to registration of employees as well as collection and remittance of contributions, is punishable by a fine of not less but not more than twice the amount involved, or imprisonment of not more than six years, or both such fine and imprisonment. When the offender is a corporation, the penalty will be imposed upon the members of the governing board and the president or general manager, without prejudice to the prosecution of related offenses under the Revised Penal Code and other laws, revocation and denial of operating rights and privileges in the Philippines and deportation when the offender is a foreigner.

Labor Code Provision on Retirement Pay

The Labor Code provides that, in the absence of a retirement plan provided by their employers, private sector employees who have reached 60 years of age or more, but not beyond 65 years of age, the compulsory retirement age for private-sector employees without a retirement plan, and who have rendered at least five years of service in an establishment, may retire and receive a minimum retirement pay equivalent to one-half month's salary for every year of service, with a fraction of at least six months being considered as one whole year.

For the purpose of computing the retirement pay, "one-half month's salary" shall include all of the following: 15 days salary based on the latest salary rate; in addition, 1/12 of the thirteenth month pay and the cash equivalent of five days of service incentive leave pay. Other benefits may be included in the computation of the retirement pay upon agreement of the employer and the employee or if provided in a collective bargaining agreement.

DOLE Mandated Work-Related Programmes

Under the Comprehensive Dangerous Drugs Act, a national drug abuse prevention programme implemented by the DOLE must be adopted by private companies with ten or more employees. For this purpose, employers must adopt and establish company policies and programmes against drug use in the workplace in close consultation and coordination with the DOLE, labor and employer organizations, human resource development managers and other such private sector organizations. DOLE Department Order No. 053-03 sets out the guidelines for the implementation of Drug-Free Workplace policies and programmes for the private sector.

The employer or the head of the work-related, educational or training environment or institution also has the duty to prevent or deter the commission of acts of sexual harassment and to provide the procedures for the resolution, settlement or prosecution of such cases. Under the Anti-Sexual Harassment Act, the employer will be solidarily liable for damages arising from the acts of sexual harassment committed in the workplace if the employer is informed of such acts by the offended party and no immediate action is taken. Notwithstanding this, the victim of sexual harassment is not precluded from instituting a separate and independent action for damages and other affirmative relief. Any person who violates the provisions of this law shall, upon conviction, be penalised by imprisonment of not less than one month nor more than six months, or a fine of not less than ₱10,000 nor more than ₱20,000, or both such fine and imprisonment, at the discretion of the court. Any action arising from the violation of the provisions of this law shall be prescribed in three years.

Moreover, the Philippines AIDS Prevention and Control Act and its implementing rules and regulations require all private workplaces to have a policy on HIV and AIDS and to implement workplace programs in accordance with Republic Act No. 8504, otherwise known as the Philippines AIDS Prevention and Control Act. The workplace policies aim to manage sensitive issues, such as confidentiality of medical information and continuation of employment for HIV-positive staff, and to avoid the discrimination of any employee due to HIV/AIDS. Any HIV/AIDS-related information of workers should be kept strictly confidential and kept only on medical files, whereby access to it is strictly limited to medical personnel.

All private workplaces are also required to establish the following mandatory policies and programmes:

- Occupational Safety and Health (OSH) Program
- Hepatitis B program
- Tuberculosis Prevention and Control Program
- Mental Health Program
- Breastfeeding Program
- Policy on Solo Parenting
- Safe Spaces policy

OTHER ENVIRONMENTAL LAWS

The operations of the businesses of the Company are subject to various laws, rules and regulations that have been promulgated for the protection of the environment.

Philippine Environmental Impact Statement System

The Philippine Environmental Impact Statement System ("**EISS Law**") established under Presidential Decree No. 1586, which is implemented by the Department of Environment and Natural Resources ("**DENR**"), is the general regulatory framework for any project or undertaking that is either (i) classified as environmentally critical or (ii) is situated in an environmentally critical area. The DENR, through its regional offices or through the Environmental Management Bureau ("**EMB**"), determines whether a project is environmentally critical or located in an environmentally critical area and processes all applications for an Environmental Compliance Certificate ("**ECC**").

The law requires an entity that will undertake any such declared environmentally critical project or operate in any such declared environmentally critical area to submit the appropriate Environmental Impact Assessment ("**EIA**") Report that may be in the form of an Environmental Impact Statement ("**EIS**") which is a comprehensive study of the significant impacts of a project on the environment, or an Initial Environmental Examination ("**IEE**") Checklist, among others. The EIS serves as an application for the issuance of an ECC, if the proposed project is environmentally critical or situated in an environmentally critical area; or for the issuance of a Certificate of Non-Coverage, if otherwise.

An ECC is a government certification that, among others: (i) the proposed project or undertaking will not cause significant negative environmental impact; (ii) the proponent has complied with all the requirements of the EISS Law in connection with the project; and (iii) the proponent is committed to implement its approved Environmental Management Plan ("**EMP**") in the EIS. The EMP details the prevention, mitigation, compensation, contingency and monitoring measures to enhance positive impacts and minimize negative impacts and risks of a proposed project or undertaking. On the other hand, a Certificate of Non-Coverage ("**CNC**") is a government certification that, based on the submitted project description, the project is not covered by the EIS System and is not required to secure an ECC.

Project proponents that prepare an EIS are required to establish an Environmental Guarantee Fund when the ECC is issued for projects determined by the DENR to pose a significant public risk to life, health, property and the environment or where the project requires rehabilitation or restoration. The Environmental Guarantee Fund is intended to meet any damage caused by such a project as well as any rehabilitation and restoration measures. Project proponents are also required to establish an Environmental Monitoring Fund ("**EMF**") when an ECC is eventually issued. The EMF is to support the activities of the team monitoring the project proponent's compliance with ECC conditions, EMP and applicable laws, rules and regulations.

The Clean Air Act

Pursuant to Republic Act No. 8749 or the Clean Air Act of 1999 and its Implementing Rules and Regulations (the "**Clean Air Act and its IRR**"), enterprises that operate or utilize air pollution sources are required to obtain a Permit to Operate from the DENR with respect to the construction or the use of air pollutants. Said permit shall cover emission limitations for the regulated air pollutants to help maintain and attain the ambient air quality standards. A permit duly issued shall be valid for the period specified therein but not beyond one year from the date of issuance unless sooner suspended or revoked. It may be renewed by filing an application for renewal at least thirty days before the expiration date and upon payment of the required fees and compliance with requirements. The issuance of the permit does not, however, relieve the permittee from complying with the requirements of the Clean Air Act and its IRR.

National Integrated Protected Areas System Act of 1992 or NIPAS (R.A. No. 7586) and Expanded NIPAS (R.A. No. 11038)

The National Integrated Protected Areas System Act of 1992 (R.A. No. 7586), otherwise known as the NIPAS Act provides legal and developmental framework for the establishment and management of protected areas (PAs) in the Philippines. Under the NIPAS Act, protected areas, except strict nature reserves and natural parks, may be subjected to exploration for the purpose of gathering information on information on energy resources, only if such activity is carried out with the least damage to surrounding areas. Any exploitation and utilization of energy resources found within NIPAS areas shall be allowed only through a law passed by Congress.

R.A. No. 11038 or the Expanded National Integrated Protected Areas System (E-NIPAS) amended the NIPAS Act of 1992 to establish additional 94 protected areas in the country and provide for the management of these sites. Additionally, the Act provides for tax exemption on all grants and endowments made to the protected area fund. Violations of laws, rules and regulations in the protected area are investigated by the Department of Justice. The E-NIPAS also amended the provisions of the R.A. No. 7586 as to the prohibited acts and penalties thereon.

Toxic Substances and Hazardous and Nuclear Wastes Control Act of 1990

Republic Act No. 6969 or the Toxic Substances and Hazardous and Nuclear Wastes Control Act of 1990 and its implementing rules and regulations regulate the importation, manufacture, processing, handling, storage, transportation, sale, distribution, use and disposal of chemical substances and mixtures that present unreasonable risk and/or injury to health or the environment. The law also prohibits the entry of hazardous waste and its disposal into Philippine territory.

A chemical control order from the DENR is required before certain chemical substances can be used, stored, transported, processed, manufactured, imported, or exported. Additionally, hazardous waste generators are required to notify the DENR of the type and quantity of waste generated and provide periodic reports. Hazardous wastes are defined as (i) substances that are without any safe commercial, industrial, agricultural or economic usage and are shipped, transported or brought from the country of origin for dumping or disposal into or in transit through any part of the territory of the Philippines or (ii) by-products, side-products, process residues, spent reaction media, contaminated plant or equipment or other substances from manufacturing operations, and as consumer discards of manufactured products.

Ecological Solid Waste Management Act of 2000

Republic Act No. 9003, otherwise known as the Ecological Solid Waste Management Act of 2000, provides guidelines for the proper management of solid waste to ensure the protection of public health and the environment. To institutionalize this, the National Solid Waste Management Commission was established by the law to oversee and implement waste management policies and plans in coordination with other governmental agencies and local government units. The law promotes the adoption of sustainable waste management methods such as segregation and recycling and also prohibits harmful practices such as littering and open burning of solid waste.

INTELLECTUAL PROPERTY LAWS

Intellectual Property Code

Under the Intellectual Property Code of the Philippines (the "**IP Code**"), the rights to a trademark are acquired through the registration with the Bureau of Trademarks of the Intellectual Property Office, which is the principal Government agency involved in the registration of brand names, trademarks, patents and other registrable intellectual property materials.

Upon registration, the Intellectual Property Office shall issue a certificate of registration to the owner of the mark, which shall confer the right to prevent all third parties not having the owner's consent from using in the course of trade identical or similar signs or containers for goods or services which are identical or similar to those in respect of which the mark is registered. The said certificate of registration shall also serve as prima facie evidence of the validity of registration and the registrant's ownership of the mark. A certificate of registration shall remain in force for an initial period of ten years and may be renewed for periods of ten years at its expiration.

The IP Code applies to license agreements which generally fall within the definition of technology transfer arrangements ("**TTAs**"). The IP Code defines TTAs as contracts or agreements involving the transfer of systematic knowledge for the manufacture of a product, the application of a process, or rendering of a service including management contracts; and the transfer, assignment or licensing of all forms of intellectual property rights, including licensing of computer software except computer software developed for mass market. TTAs must comply with Sections 87 and 88 of the IP Code, i.e., TTAs cannot contain the provisions which are prohibited under Section 87 but must contain the mandatory provisions under Section 88. Failure to comply with these provisions of the IP Code will automatically render the entire arrangement unenforceable.

REGULATIONS GOVERNING LAND

Zoning and Land Use

Land use may be limited by zoning ordinances enacted by local government units. Once enacted, land use may be restricted in accordance with a comprehensive land use plan approved by the relevant local government unit. Lands may be classified under zoning ordinances as commercial, industrial, residential or agricultural. While a procedure for change of allowed land use is available, this process may be lengthy and cumbersome.

Under the agrarian reform law currently in effect in the Philippines and the regulations issued thereunder by the Department of Agrarian Reform ("**DAR**"), land classified for agricultural purposes as of, or after, June 15, 1988, cannot be converted to non-agricultural use without the prior approval of DAR.

Property Registration

The Philippines has adopted a system of land registration, which is evidence of land ownership and is binding on all persons. Title to registered lands cannot be lost through possession or prescription. Presidential Decree No. 1529, as amended, otherwise known as the Property Registration Decree, codified the laws relating to land registration to strengthen the Torrens system and streamline and simplify registration proceedings and the issuance of certificates of title.

After proper surveying, application, publication, service of notice and hearing, unregistered land may be brought under the system by virtue of judicial or administrative proceedings. In a judicial proceeding, the Regional Trial Court within whose jurisdiction the land is situated confirms title to the land. Persons opposing the registration may appeal the judgment within 15 days to the Court of Appeals or the Supreme Court. After the lapse of the period of appeal, the Register of Deeds may issue an Original Certificate of Title. The decree of registration may be annulled on the ground of actual fraud within one year from the date of entry of the decree of registration.

Similarly, in an administrative proceeding, the land is granted to an applicant by DENR through issuance of a patent and the patent becomes the basis for issuance of the Original Certificate of Title by the Register of Deeds. All land patents (*i.e.*, homestead, sales and free patent) must be registered with the appropriate Register of Deeds since the conveyance of the title to the land covered thereby takes effect only upon such registration.

Any subsequent transfer or encumbrance of the land must be registered in the system in order to bind third persons. Subsequent registration and a new transfer certificate of title in the name of the transferee will be granted upon presentation of certain documents and payment of fees and taxes, and procurement of the CARs.

DAR Land Conversion Clearance/Exemption Clearance

Under DAR Administrative Order ("**AO**") No. 1, series of 1990 (Revised Rules and Regulations Governing Conversion of Private Agricultural Land to Non- Agricultural Uses), "**agricultural land**" refers to the following: (1) those devoted to agricultural activity as defined in RA 6657 or the Comprehensive Agrarian Reform Law ("**CARL**") and not classified as mineral or forest by DENR and its predecessor agencies, and (2) not classified in town plans and zoning ordinances as approved by the HLURB and its preceding competent authorities prior to 15 June 1988 for residential, commercial or industrial use.

Land is not agricultural, and therefore, outside of the ambit of the CARP if the following conditions concur: (i) the land has been classified in town plans and zoning ordinances as residential, commercial or industrial; and (ii) the town plan zoning ordinances embodying the land classification has been approved by the HLURB and its preceding competent authorities prior to June 15, 1988.

Conversion clearances are not needed for lands already classified as non-agricultural prior to the enactment of the CARL. Any landowner whose lands fall within this definition and desires to have an exemption clearance from the DAR should file the application with the Regional Office of the DAR where the land is located.

Under DAR AO No. 01, series of 2002 (2002 Comprehensive Rules on Land Use Conversion), Sec. 3.4 provides that these rules shall apply to all applications for conversion such as conversion of agricultural lands that were "reclassified by the LGU or by way of a Presidential Proclamation to residential, commercial, industrial, or other non-agricultural uses on or after the effectivity of RA 6657 on June 15, 1988 pursuant to Section 20 of RA 7160 and other pertinent laws and regulations, and are to be converted to such uses. However, for those reclassified prior to June 15, 1988, the guidelines in securing an exemption clearance from the DAR shall apply."

Special Forest Land Use Agreement

Under Article XII, Sec. 2 of the 1987 Constitution, all forests and timberlands are owned by the State. Pursuant to Executive Order No. 192, series of 1987, the DENR is the primary government agency responsible for the conservation, management, development and proper use of the Philippine's environment and natural resources, including forest lands. Under Sec. 2. Of DENR Administrative Order No. 2004-59 ("**DAO 2004-59**"), forestlands are "lands of public domain comprising of public forests, permanent/established forest reserves and other reservations." A Special Forest Landuse Agreement (*"***FLAg**") is defined as a contract between the government as first party represented by the Secretary or the Regional Executive Director concerned, and a second party or a person, authorizing the latter to temporarily occupy, manage and develop in consideration of a government share, any forestland of the public domain for specific use defined in Section 3 hereof, to undertake any authorized activity therein for a period of 25 years and renewable for the same period upon mutual agreement by both parties."

Under Sec. 14 and 21 of DAO 2004-59, existing Special Land Use Permits ("**SLUPs**") may be converted to a FLAg once the SLUP holder shows satisfactory performance based on the DENR's monitoring and evaluation system and has complied with all the terms and conditions of the SLUP. Under Sec. 22, applications for the conversion of their SLUPs to FLAgs are exempted from the bidding requirements of DAO 2004-59 provided that they pay the minimum entry fee and other incidental expenses.

NCIP Certificate of Non-Overlap

Republic Act No. 8371, or The Indigenous Peoples Rights Act of 1997 ("**IPRA**"), provides that no department or governmental agency shall issue, renew or grant any concession, license or lease, or enter into any production-sharing agreement without prior certification from the National Commission on Indigenous Peoples ("**NCIP**") that the area affected does not overlap with any ancestral domain (*i.e.,* Certificate of Non-Overlap or CNO).

Under the Implementing Rules and Regulations of the IPRA, the Ancestral Domain Office shall issue the certification only after a field-based investigation that such areas are not within any certified or claimed ancestral domains are conducted. The Certificate of Non-Overlap ("**CNO**") shall be issued by the NCIP Regional Director (RD) and concurred with by the concerned NCIP Commissioner.

NATIONALITY RESTRICTIONS

The Philippine Constitution limits ownership of land in the Philippines to Filipino citizens or to corporations the outstanding capital stock of which is at least 60% owned by Philippine Nationals. While the Philippine Constitution prescribes nationality restrictions on land ownership, there is generally no prohibition against foreigners owning building and other permanent structures. However, with respect to condominium developments, the foreign ownership of units in such developments is limited to 40%.

The Foreign Investments Act and the Thirteenth Regular Foreign Investment Negative List, provide that certain activities are nationalized or partly- nationalized, such that the operation and/or ownership thereof are wholly or partially reserved for Filipinos.

Under Article XII, Section 2 of the Philippine Constitution, all lands of the public domain, waters, minerals, coal, petroleum, and other mineral oils, all forces of potential energy, fisheries, forests or timber, wildlife, flora and fauna, and other natural resources are owned by the State. In *IDEALS v. PSALM*,[10] the Supreme Court ruled that the constitutional policy and bias concerning water resources is implemented primarily by the Water Code, which limits the granting of water permits to citizens of the Philippines, of legal age, as well as juridical persons, who are duly qualified by law to exploit and develop water resources. Currently, under the Water Code, only Filipino citizens and associations or corporations 60% of the capital of which is owned by Filipinos may be granted water permits.

REAL PROPERTY TAXATION

Under Republic Act No. 7160, as amended, or the Local Government Code of the Philippines, real property taxes accrue on the first day of January and are payable in full or in four equal installments based on the property's assessed value. The assessed value of property and improvements vary depending on the location, use and the nature of the property. Land is ordinarily assessed at 20% to 50% of its fair market value; buildings may be assessed at up to 80% of their fair market value; and machinery may be assessed at 40% to 80% of its fair market value. Real property taxes may not exceed 2% of the assessed value in municipalities and cities within Metro Manila or in other chartered cities and 1% of the assessed value in provinces. An additional special education fund tax of 1% of the assessed value of the real property is also levied annually.

The basic real property tax and any other tax levied on real property constitute a lien on the property subject to tax, superior to all liens, charges or encumbrances in favor of any person, irrespective of the owner or possessor thereof, enforceable by administrative or judicial action, and may only be extinguished upon payment of the tax and the related interests and expenses. Should the reasonableness or correctness of the amount assessed be questioned, a protest in writing may be filed with the treasurer of the local government unit, but the taxpayer must first pay the tax, and the tax receipts shall be annotated with the words "paid under protest."

BOARD OF INVESTMENTS

The Board of Investments ("**BOI**"), an agency attached to the Department of Trade and Industry, was created under the Omnibus Investment Code of 1987 (Executive Order No. 226, as amended). The BOI is responsible for promoting and assisting local and foreign investors to venture in desirable areas of business or economic activities.

Under the Omnibus Investment Code, preferred areas of activities or projects specified by the BOI in the Investment Priorities Plan ("**IPP**") enjoy tax exemption and other benefits to enterprises which venture into such projects. Generally, these incentives include the grant of income tax holiday, the duty-free importation of capital goods, exemption from wharfage dues and export tax, and other non-fiscal incentives such as the employment of foreign nationals, streamlined customs procedures, and the importation of consigned equipment.

Depending on whether the activity is classified as a pioneer or a non-pioneer project and provided the registered enterprise meets the project targets, the income tax holiday ("**ITH**") incentive may be granted for a period of 4 years to a maximum of 6 years.

On April 11, 2021, R.A. No. 11534 or the Corporate Recovery and Tax Incentives for Enterprises Act ("**CREATE Law**") took effect, , which harmonized the available tax incentives granted by the different Investment Promotion Agencies ("**IPA**") such as the BOI. The CREATE Law provided that registered business enterprises will be

[10] G.R. No. 192088, October 9, 2012.

qualified to avail of the new incentives only if their activity is listed in the Strategic Investment Priorities Plan ("**SIPP**"), which was approved by the President of the Philippines on May 24, 2022. Under the SIPP and the Specific Guidelines to Implement the SIPP,[11] developers of RE facilities, including hybrid systems, as well as manufacturers, fabricators, and suppliers of locally-produced RE equipment and components, are entitled to tax incentives. The application for registration must be accompanied by a copy of the DOE Certificate of Registration, Certificate of Accreditation, or DOE endorsement, whichever is applicable. The applicant shall elect to be governed by the provisions of EO 226 (as amended by the CREATE Law) or the RE Law at the time of its application for registration.

The fiscal incentives that may be granted under the RE Law are set out below.

a) ITH for seven (7) years;
b) Corporate tax rate of 10% after the lapse of the 7-year ITH;
c) Duty-free importation of RE machinery, equipment and materials including control and communication equipment;
d) Special realty tax rates on equipment and machinery not exceeding 1.5% of other original cost less accumulated normal depreciation or net book value;
e) NOLCO for the next seven (7) consecutive taxable years immediately following the year of such loss (for net operating loss during the first three (3) years of commercial operation;
f) Accelerated depreciation of plant, machinery and equipment may be applied if the project fails to receive an ITH before full operation;
g) Zero-percent VAT on sale of fuel or power generated from RE sources;
h) Zero-percent VAT on purchases of local supply of goods, properties, and services needed by RE developers in the development, construction, and installation of its plant facility as well as the exploration and development of RE resources and its conversion into power;
i) Tax exemption on carbon credits; and
j) Tax credit on domestic capital equipment and services.

OTHER LAWS

The Indigenous Peoples' Rights Act of 1997

Republic Act No. 8371, otherwise known as the Indigenous Peoples' Rights Act ("**IPRA**"), establishes the state's mandate to recognize, promote, and protect the rights of Indigenous Cultural Communities and Indigenous Peoples and protects the property rights and relations of indigenous peoples ("**IPs**") and indigenous cultural communities ("**ICCs**") within their ancestral domain. In order to achieve this, the law established the National Commission on Indigenous Peoples ("**NCIP**"), a government agency tasked with, among others, the protection of the ancestral lands and domains of Indigenous Peoples. The IPRA provides that ICCs/IPs shall have the right to develop, control, and use the lands and territories they traditionally occupy, own, or use and can negotiate the terms and conditions for the exploration of natural resources in their lands. Additionally, the NCIP is empowered to issue certifications as a pre-condition to the grant of governmental authority for the disposition, utilization, management, and appropriation by any private individual, corporate entity or any government agency, corporation or subdivision thereof on any part or portion of the ancestral domain, taking into consideration the consensus approval of the ICCs/IPs concerned.

Corporations with large-scale projects for the development, exploitation, and utilization of land, water, air, and other natural resources within ancestral lands must undergo the NCIP's Free Prior and Informed Consent ("**FPIC**") process. The NCIP shall send representatives to hold community assemblies with the affected Indigenous Peoples. After the assemblies, the NCIP will allow the affected communities to independently hold

[11] BOI Memorandum Circular No. 2022-007, 8 August 2022.

their own decision-making processes. Only consents which are given from these independent decision-making processes will be deemed valid by the NCIP and will allow the corporation to execute its large-scale projects.

Additionally, when there is doubt as to whether or not the large scale project is within ancestral lands, the corporation can ask for the issuance of a Certificate of Non-Overlap as proof that the project is not being undertaken on ancestral lands, provided that it must be executed with an undertaking that should it later be found out that there is encroachment into ancestral lands, the FPIC process must be conducted.

Local Government Code

Republic Act No. 7160, as amended, otherwise known as the Local Government Code ("**LGC**") establishes the system and powers of provincial, city, municipal, and barangay governments in the country. The LGC general welfare clause states that local government units shall exercise the powers expressly granted, those necessarily implied, as well as powers necessary, appropriate, or incidental for its efficient and effective governance, and those which are essential to the promotion of the general welfare.

Local government units exercise police power through their respective legislative bodies. Specifically, the local government unit, though its legislative body, has the authority to enact such ordinances as it may deem necessary and proper for sanitation and safety, the furtherance of prosperity, and the promotion of morality, peace, good order, comfort, convenience, and general welfare for the locality and its inhabitants. Ordinances can reclassify land, order the closure of business establishments, and require permits and licenses from businesses operating within the territorial jurisdiction of the local government unit.

An ordinance may be repealed by a subsequent ordinance expressly repealing or declaring it as invalid. An ordinance may also be repealed by implication by a subsequent ordinance that is inconsistent or contrary, in whole or in part, to the previous ordinance. Under the LGC, the Sangguniang Panlalawigan (provincial council) has the power to review ordinances passed by a component city council and can declare ordinances invalid, in whole or in part, if it finds that the lower council exceeded its authority in enacting the ordinance.

Anti-Money Laundering Act

On January 29, 2021, Republic Act No. 11521 was enacted, amending certain provisions of Republic Act No. 9150, otherwise known as the Anti-Money Laundering Act ("**AMLA**"). The necessary changes were likewise incorporated in the 2018 Implementing Rules and Regulations through the Anti-Money Laundering Council's ("**AMLC**") Regulatory Issuance A, B, and C No. 1 Series of 2021 which took effect on January 31, 2021. In particular, R.A. No. 11521 revised the list of "Covered Persons" under the AMLA to include real estate brokers and developers. As such, real estate brokers and developers are now required to submit a covered transaction report involving any single cash transaction exceeding ₱7,500,000 or its equivalent in any other currency.

Further, R.A. No. 11521 provides the following suspicious transactions with Covered Persons, regardless of the amounts involved, where any of the following circumstances exist:

(a) there is no underlying legal or trade obligation, purpose or economic justification;

(b) the client is not properly identified;

(c) the amount involved is not commensurate with the business or financial capacity of the client;

(d) taking into account all known circumstances, it may be perceived that the client's transaction is structured in order to avoid being the subject of reporting requirements under the Act;

(e) any circumstance relating to the transaction which is observed to deviate from the profile of the client and/or the client's past transactions with the covered person;

(f) the transaction is in any way related to an unlawful activity or offense under this Act that is about to be, is being or has been committed; or

(g) any transaction that is similar or analogous to any of the foregoing.

Under the AMLA, Covered Persons shall subject covered transaction and suspicious transaction reports to the AMLC, and shall identify and record the true identity of their customers, whether permanent or occasional, and whether natural or juridical persons, or legal arrangements based on official documents. To comply with this, such Covered Persons are obligated to implement appropriate systems of collecting and recording identification information and identification documents, and shall implement and maintain a system of verifying the true identity of their clients, including validating the truthfulness of the information and confirming the authenticity of the identification documents presented, submitted, and provided by the customer, using reliable and independent sources, documents, data, or information. All records of transactions and records of closed accounts are required to be maintained and stored for five years from the date of a transaction or after their closure, respectively.

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MATERIAL CONTRACTS AND AGREEMENTS

No.	Contract	Date	Parties	Consideration	Description
TUBIG PILIPINAS HOLDINGS, INC.					
1	Share Purchase Agreement	26 September 2025	Pure Water Corporation, Quadwater Corporation, Pure Energy Holdings Corporation, Dexter Y. Tiu, Eric Peter Y. Roxas, Gertim G. Chuahiong, John L. Capinpin and Alexander Y. Tiu	28,671,400,000 Common Shares of Tubig Pilipinas Holdings Inc. (Formerly Coal Asia Holdings Inc.) for PHP 220,913,137.00.	Pure Water Corporation, Quadwater Corporation, Pure Energy Holdings Corporation purchased 28,671,400,000 Common Shares of Tubig Pilipinas Holdings Inc. (Formerly Coal Asia Holdings Inc.) from Dexter Y. Tiu, Eric Peter Y. Roxas, Gertim G. Chuahiong, John L. Capinpin and Alexander Y. Tiu for PHP 220,913,137.00.
2	Share Swap Agreement	02 March 2026	Tubig Pilipinas Holdings Inc. (Formerly Coal Asia Holdings Inc.), Pure Water Corporation, Quadwater Corporation and CEF2 A09 B.V.	100% of shares in Tubig Pilipinas Group Inc. or 632,352,943 common shares for 66,460,000,000 common shares of Tubig Pilipinas Holdings Inc.	The issuance by the TPHI of primary shares out of the increase in the Authorized Capital Stock at par value to Pure Water Corporation, Quadwater Corporation and CEF2 A09 B.V., in exchange for the transfer by them to TPHI of 100% of the outstanding capital stock of TPGI
3	Share Purchase Agreement	01 July 2026	Tubig Pilipinas Holdings Inc. and South Eastern Energy Corporation	100% of the shares in Titan Mining Energy Corporation or 250,000,000 common shares for PHP 45,600,000.00	Tubig Pilipinas Holdings Inc. sold 100% of its shares or 250,000,000 common shares in Titan Mining Energy Corporation to South Eastern Energy Corporation for PHP 45,600,000.00
TUBIG PILIPINAS GROUP INC.					
1	Agreement	15 January 2013	Municipality of Labrador, Pangasinan and Princess Urduja Waterworks System Inc.	Construction and management of waterworks system in service area.	The LGU granted the OPERATOR a franchise to construct, install, operate, and maintain a water supply system to provide

					potable water to the municipality.
2	Shareholder's Agreement	28 November 2014	Tubig Pilipinas Group Inc., and Quadwater Corp.	Quadwater to subscribe to 6,250,001 shares inclusive of shares for each Nominee Director	It establishes the relationship of Tubig Pilipinas and its parent company Quadwater. The parties intend to define their respective rights and obligations regarding the formation, organization, management, and operations of the corporation.
3	Memorandum of Agreement	14 November 2014	Eddmari Construction and Trading, CGC Builders and et. al. and Tubig Pilipinas Group Inc.	Construction and management of waterworks system in Sunshine Ville Subdivision, Phase 1 Project.	It establishes a partnership between Eddmari Construction and et. al. and Tubig Pilipinas regarding the development and operation of a waterworks system for a National Housing Authority (NHA) housing project in Trece Martires, Cavite.
4	Bulk Water Supply Contract for Delivery Point No. 1	10 March 2016	Bacolod City Water District (BACIWA) and Joint Venture of Mactan Rock Industries Inc., TGV Builders Inc., Tubig Pilipinas Group Inc.	Supply of Bulk Water for BACIWA	It establishes a 25-year agreement between the Bacolod City Water District (BACIWA) and the TPGI et. al. for the Supply of Water in the City of Bacolod for its Injection Point No. 1.
5	Compromise Agreement	27 December 2018	Murcia City Water District and Tubig Pilipinas Group Inc.	Voluntary withdrawal and dismissal of Protest filed by Murcia Water District	Murcia Water District agreed to withdraw its protest filed with the National Water Resources Board in consideration of the royalty fee among others.
6	Joint Venture Agreement	26 March 2019	Coron BWP Rural Waterworks and Sanitation Association Inc. (CRWSA), Tubig Pilipinas Group Inc.	Construction and management of waterworks system in Coron, Palawan.	It establishes a partnership between the Coron BWP Rural Waterworks and Sanitation Association, Inc. (CRWSA) and Tubig Pilipinas Group, Inc. (Tubig Pilipinas).

					CRWSA grants Tubig Pilipinas the exclusive right to finance, design, construct, operate, maintain, and expand the water supply and septage systems in the Municipality of Coron, Palawan. The agreement covers the Existing, Expanded, and Other Service Areas within Coron.
7	Joint Venture Agreement	9 May 2019	Nabua Water District and Tubig Pilipinas Group Inc., Bacolod Bulk Water Inc., Philippine Power and Development Company, Just Solar Corporation	Construction and management of waterworks system in Nabua, Camarines Sur.	It establishes the partnership between Nabua Water District and the Consortium of Tubig Pilipinas Group Inc. in the development, construction, improvement, upgrade, and expansion of water supply and septage system in Nabua, Camarines Sur. It likewise provides the rights and obligations of each party for the for the implementation of the project.
8	Memorandum of Agreement (Constructio, Operation, Management and Maintenance of Water, Sewerage and Septic Utility System within the Municipality of Echague)	27 June 2019	Municipality of Echague and Tubig Pilipinas Group Inc.	Construction and management of waterworks system in Echague, Isabela.	It establishes partnership between LGU of Echague and TPGI to provide basic services and infrastructure facilities, specifically an efficient waterworks, sewage, and septic utility system, to the inhabitants of the Municipality of Echague.
9	Memorandum of Agreement	28 August 2020	National Housing Authority and Tubig Pilipinas Group Inc.	Construction and management of waterworks system in the typhoon affected area in Cadiz.	It establishes a partnership between the National Housing Authority (NHA) and Tubig Pilipinas Group, Inc. (TPGI) to provide water services to four Yolanda Permanent Housing Projects in Cadiz City: St. Antonino Heights, St.

					Patrick Homes 1, Len-Vil Homes, and Lacson Villas.
10	Joint Venture Agreement	20 December 2020	San Jose City (N.E.) Water District and Consortium of Manila Water Philippine Ventures Inc., Manila Water Company Inc., and Tubig Pilipinas Group Inc.	Construction and management of waterworks system in San Jose City, Nueva Ecija.	The JVA establishes a contractual joint venture for the design, construction, rehabilitation, maintenance, operation, financing, expansion, and management of SJCWD's water supply and sanitation facilities in San Jose City, Nueva Ecija.
11	Memorandum of Agreement	14 May 2021	Tubig Pilipinas Group Inc., SAVS Water Utilities Corp., and SAVS-Borbon Cebu Water Corp.	Five Million Pesos of Shares	It outlines the partnership between Tubig Pilipinas Group Inc. (TPGI) and SAVS Water Utilities Corporation (SAVS Water), with the conformity of SAVS-Borbon Cebu Water Corporation (SAVS Borbon), regarding the water supply system in Borbon, Cebu.Project Scope and Viability
12	Joint Venture Agreement	17 March 2022	Local Government of the City of Mandaue and Consortium of Tubig Pilipinas Group Inc. and ALV Water Solutions Corp.		This establishes the partnership between the Local Government Unit of Mandaue and the Consortium of Tubig Pilipinas Group Inc. and Water Solutions Corp. in the design, construction, operation, maintenance, and financing of a Level III water supply treatment facility that utilizes desalination treatment process with Septage Management Program in the City of Mandaue.
13	Memorandum of Agreement Sunshine Ville 2, Phase 2	11 Novembe r 2022	RFN Construction & Development Corp., Tubig Trece Martires Corp., and Tubig Pilipinas Group Inc.	Construction and management of waterworks system in Sunshine Ville Subdivision, Phase 2 Project.	It establishes a partnership between RFN Construction & Development Corporation (RFN), Tubig Trece Martires Corporation (TTMC), and Tubig

					Pilipinas Group Inc. (TPGI) to upgrade, operate, and maintain the water supply system for the National Housing Authority (NHA) project in Sunshineville Phase 2, Brgy. Cabuco, Trece Martires City, Cavite.
14	Joint Venture Agreement	28 December 2022	Catbalogan Water District and Consortium of Tubig Pilipinas Group Inc., and Tubig Pilipinas Global Group Inc.	Construction and management of waterworks system in Catbalogan, Samar.	The JVA establishes a partnership for the design, construction, rehabilitation, maintenance, operation, financing, and management of the water supply and septage system in Catbalogan City, Samar.
15	Contract Agreement	8 August 2023	Metropolitan Cebu Water District, Watermatic International LTD., and Tubig Pilipinas Group Inc.	Total Bid of PHP 7,941230,700.00	Supply and Delivery of Potable Bulk Water- Jaclupan Talisay City1
16	Management and Administrative Service Agreement	4 December 2023	Tubig Catbalogan Corp. and Tubig Pilipinas Group Inc.	PHP6,500,000.00 exclusive of applicable taxes for such calendar year	It establishes a formal arrangement between Tubig Catbalogan, and Tubig Pilipinas, to provide general management and administrative support services to the former.
17	Accession Agreement	4 March 2024	Nabua Water District (NAWAD), Tubig Pilipinas Group Inc., and Tubig Nabua Inc.	Assumption of rights, responsibilities, and obligations of the SPC.	It is a supplement to the Joint Venture Agreement (JVA) dated May 9, 2019, between Nabua Water District (NAWAD) and Tubig Pilipinas Group, Inc. (TPGI). The Special Purpose Company, Tubig Nabua assumes all rights, responsibilities, and obligations previously held by TPGI under the JVA.
18	Accession Agreement	5 March 2024	Coron BWP Rural Waterworks and Sanitation Association Inc.	Assumption of rights, responsibilities,	It supplements the Joint Venture Agreement (JVA) originally executed

			(CRWSA), Tubig Pilipinas Group Inc. and Tubig Coron Inc.	and obligations of the SPC.	on March 26, 2019, between the Coron BWP Rural Waterworks and Sanitation Association, Inc. (CRWSA) and the Tubig Pilipinas Group, Inc. (TPGI).
19	Addendum to the Management and Administrative Service Agreement dated 04 December 2023	13 May 2024	Tubig Catbalogan Corp. and Tubig Pilipinas Group Inc.	PHP 22,000,000.00 exclusive of value added tax and other applicable taxes annually.	It amends the Management and Administrative Services Agreement between Tubig Catbalogan and Tubig Pilipinas.
20	Shareholder's Agreement	28 June 2024	CEF2 A09 B.V. (CEF BV), Pure Water Corporation, Quadwater Corporation, and Tubig Pilipinas Group Inc.		It establishes the relationship of Tubig Pilipinas and its parent companies Quadwater and Pure Water with its new shareholder CEF. The parties intend to define their respective rights and obligations regarding the formation, organization, management, and operations of the corporation.
21	Subscription Agreement	28 June 2024	CEF2 A09 B.V. (CEF BV) and Tubig Pilipinas Group Inc.		It outlines the investment by CEF into Tubig Pilipinas to fund the construction and expansion of the Company's Target Projects.
22	Omnibus Shareholder Loan and Security Agreement	28 June 2024	CEF2 A09 B.V. (CEF BV), Pure Water Corporation, Quadwater Corporation, and Tubig Pilipinas Group Inc.		CEF provides a facility up to a commitment of USD 14,200,000.00. Proceeds must be used for the implementation of Target Projects as defined in the Shareholders' Agreement.
23	Service Agreement	28 June 2024	CEF2 A09 B.V. (CEF BV) and Tubig Pilipinas Group Inc.		CEF BV provides advisory services (financial, transactional, technical) and acts in a supporting role as co-manager of environmental and social (E&S)

					activities for the Projects. Responsibilities include ESG advisory, management of independent consultants, and oversight of the Environmental and Social Management System (ESMS).
24	Accession Agreement	17 July 2024	Catbalogan Water District, Tubig Pilipinas Group Inc., and Tubig Catbalogan Corp.		It is a supplement to the Joint Venture Agreement (JVA) dated December 28, 2022, between Catbalogan Water District and Tubig Pilipinas Group, Inc. (TPGI). The Special Purpose Company, Tubig Catbalogan assumes all rights, responsibilities, and obligations previously held by TPGI under the JVA.
25	Contract Agreement	26 July 2024	Tubig Pilipinas Group Inc. and Quadcore Construction & Development Corporation		It is an agreement for the Engineering, Procurement and Construction of the pump house and site development of the Sibut Pumping Station in Sibut, Nueva Ecija.
26	Joint Venture Agreement (Water Extraction)	6 August 2024	Tubig Pilipinas Group Inc. and Watermatic International Ltd.		The Parties formed "WMTP Bulk Water Corp." to extract water from the Mananga River downstream of the Metropolitan Cebu Water District (MCWD) Jaclupan facility, and to own facilities and deliver potable bulk water to the MCWD.
27	Joint Venture Agreement (Water Treatment)	6 August 2024	Tubig Pilipinas Group Inc. and Watermatic International Ltd.		To operate a water treatment plant and exclusively provide water treatment services for raw water extracted by the BWS JV from the Metropolitan Cebu

					Water District's (MCWD) Jaclupan facility.
28	Memorandum of Agreement	October 2024	Tubig Pilipinas Group Inc., and Nabua Water District (NAWAD)	Assumption of NAWAD's outstanding loan to Local Water Utilities Administration (LWUA).	The settlement of loan amortization payments. This agreement follows a Joint Venture Agreement (JVA) that began on May 4, 2020, which required TPGI to assume responsibility for NAWAD's outstanding loan obligations.
29	Management and Administrative Service Agreement	15 January 2025	Tubig Trece Martires Corp., and Tubig Pilipinas Group Inc.	Management fee of 30% of company's revenue, exclusive of applicable taxes per calendar year.	It establishes a formal arrangement between Tubig Trece Martires, and Tubig Pilipinas, to provide general management and administrative support services to the former.
30	Amendment to the Joint Venture (Water Extraction and Water Supply) dated 06 August 2024	19 February 2025	Tubig Pilipinas Group Inc. and Watermatic International Ltd.	N/A	It outlines the "Amendment and Termination Agreement" between Tubig Pilipinas and Watermatic regarding their joint venture for the Metropolitan Cebu Water District (MCWD) "Supply and Delivery of Potable Bulk Water Supply - Jaclupan, Talisay City" (BWS Project).
31	Accession Agreement	07 March 2025	Municipality of Echague, Tubig Pilipinas Group Inc. and Tubig Echague Corp.	Assumption of rights, responsibilities, and obligations of the SPC.	Supplemental document to a Memorandum of Agreement (MOA) dated June 27, 2019, between the Municipality of Echague (LGU) and Tubig Pilipinas Group, Inc. (TPGI). The agreement formalizes the entry of Tubig Echague Corp. (TEC) into the existing arrangement. To authorize TEC to assume all rights, responsibilities, and

					obligations of TPGI under the original MOA, which granted authority to construct and operate a water, sewage, and septic utility system in the Municipality for 25 years.
32	Consortium Agreement	05 March 2026	Tubig Pilipinas Group Inc. and FB Infrastructure Corporation		This contract defines the relationship between Tubig Pilipinas Group Inc, and FB Infrastructure Corporation in connection with the implementation of the improvement and management of the Water Supply and Sanitation Services of the Freeport Area of Bataan. It further establishes the terms and conditions governing the formation, management and operation of the project company to be incorporated.
33	Engineering Services Agreement	08 April 2026	Quadcore Construction and Development Corp. and Tubig Pilipinas Group Inc.	PHP 7,000,000.00 exclusive of applicable taxes	Quadcore Construction and Development Corp. (QCDC) awarded the Engineering Services to Tubig Pilipinas Group Inc. (TPGI) for the latter's water infrastructure and pipelaying project in Catbalogan, Samar. This Agreement outlines the scope of work to be performed by the latter.
34	Contract Agreement	10 April 2026	Tubig Pilipinas Group Inc. and DLB Bataan Water Corporation		This contract establishes the Consulting Services for the Feasibility Studies carried out by Tubig Pilipinas Group Inc. for DLB Bataan Water Corporation.
35	Contract Agreement	24 April 2026	Tubig Pilipinas Group Inc. and South Eastern Energy Corp.	PHP 10,007,198.25 exclusive of applicable taxes	It outlines the Consulting Agreement between Tubig Pilipinas Group Inc. (TPGI)

					and South Eastern Energy Corp. for the carrying out a Feasibility Study.
36	Management and Administrative Service Agreement	30 July 2025	Bacolod Bulk Water Inc., TGV Builders Inc., and Tubig Pilipinas Group Inc.	Manager's fee to TPGI is 28.55 of the company's revenue; while TGV is 1.5% of the company's revenue per year, all exclusive of applicable taxes	It establishes a formal arrangement between Bacolod Bulk, TGV Builders and Tubig Pilipinas, to provide general management and administrative support services to the former.
37	Joint Venture Agreement for the Improvement and Management of the Water Supply and Sanitation Services of the Freeport Area of Bataan (FAB)	23 July 2026	Authority of Freeport Area of Bataan and Tubig Diamond Water Corporation, Tubig Pilipinas Group Inc., FB Infrastructure Corporation		It establishes a partnership between the Freeport Area of Bataan (FAB), Tubig Diamond Water Corporation, Tubig Pilipinas Group Inc. (TPGI), and FB Infrastructure for the improvement, rehabilitation, operation, maintenance, expansion, and management of the water supply and sewerage system in the service area within the Freeport Area of Bataan.
38	Deed of Assignment of Shares	09 July 2026	Gertim G. Chuahiong and Ryan Wesley T. Yapkianwee		It outlines the voluntary, absolute, and gratuitous assignment of one (1) fully paid common shares of Gertim G. Chuahiong to Ryan Wesley T. Yapkianwee
39	Deed of Assignment of Shares	09 July 2026	Paulo M. Calugay and Conrado Ma. Leandro Francisco G. Belisario		It outlines the voluntary, absolute, and gratuitous assignment of one (1) fully paid common shares of Paulo M. Calugay to Conrado Ma. Leandro Francisco G. Belisario
40	Deed of Assignment of Shares	09 July 2026	Philippine Power and Development Company and Tubig Pilipinas Group Inc.		Philippine Power and Development Company assigned back to Tubig Pilipinas Group Inc. the subscription of 5,625,000 common shares, the title

					thereto and all the interest therein.
41	Deed of Assignment of Shares	09 July 2026	Just Solar Corp. and Tubig Pilipinas Group Inc.		Just Solar Corp. assigned back to Tubig Pilipinas Group Inc. the subscription of 1 common shares, the title thereto and all the interest therein.
42	Deed of Assignment of Shares	09 July 2026	Mia Bengie Rivera and Tubig Pilipinas Group Inc.		Mia Bengie Rivera assigned back to Tubig Pilipinas Group Inc. the subscription of 125,000 common shares, the title thereto and all the interest therein.
43	Deed of Assignment of Shares	10 September 2026	Mactan Rock Industries Inc. and Tubig Pilipinas Group Inc.		Mactan Rock Industries Inc. assigned back to Tubig Pilipinas Group Inc. the subscription of 5,282,222 common shares, the title thereto and all the interest therein.
44	Subscription Agreement	23 September 2026	Tubig Pilipinas Group Inc. and Concordia Cousins Ventures Corp.		It established a formal agreement between Tubig Pilipinas Group Inc. and Concordia Cousins Ventures Corp. to subscribe to shares of the capital stocks of Panay Bulk Water Corp.
45	Shareholders Agreement	25 September 2026	Tubig Pilipinas Group Inc., FB Infrastructure Corporation, Ryan Wesley T. Yapkianwee, Conrado Ma. Leandro Francisco G. Belisario, Mark Eric C. Roxas, Florence T. See, and Francesca Kasandra T. De Jesus		It establishes the relationship of Tubig Pilipinas, FB Infrastructure Corporation, Ryan Wesley T. Yapkianwee, Conrado Ma. Leandro Francisco G. Belisario, Mark Eric C. Roxas, Florence T. See, and Francesca Kasandra T. De Jesus as prospective shareholder of Tubig Diamond Water Corporation. The parties intend to define their respective rights and obligations regarding

					the formation, organization, management, and operations of the corporation.
46	Development Funding Agreement	14 March 2023	Tubig Pilipinas Group, Inc. and Stichting CI2 Development Fund	A US$2,500,000.00 funding facility to be made available to Tubig Pilipinas Group, Inc.	The funding facility shall be used to fund development costs, due diligence, community development, contingencies or any other uses as approved by the CFM Group.
47	Development Funding Agreement	27 June 2023	Tubig Pilipinas Group, Inc. and CEF2 A09 B.V.	A USD$4,400,000 funding facility to be made available to Tubig Pilipinas Group, Inc.	The funding facility shall be used to fund development costs, due diligence, community development, contingencies or any other uses as approved by the CFM Group.
48	Development Funding Agreement	29 January 2025	Tubig Pilipinas Group, Inc. and CEF2 A09 B.V.	A USD$3,000,000 funding facility to be made available to Tubig Pilipinas Group, Inc.	The funding facility shall be used to fund development costs, due diligence, community development, contingencies or any other uses as approved by the CFM Group.
PRINCESS URDUJA WATERWORKS SYSTEM INC.					
1	Municipal Resolution No. 2012-036	12 June 2012	Municipality of Sual, Pangasinan		It establishes contractual agreements regarding water utility services in the Municipality o1f Sual, Pangasinan.Franchis e and Operations
2	Agreement	15 January 2013	Municipality of Labrador, Pangasinan and Princess Urduja Waterworks System Inc.		The LGU granted the OPERATOR a franchise to construct, install, operate, and maintain a water supply system to provide potable water to the municipality.
TUBIG NABUA INC.					
1	Shareholder's Agreement	30 August 2019	Tubig Pilipinas Group Inc., and Tubig Nabua Inc.		It establishes the relationship of Tubig Pilipinas and its Special Purpose Company- Tubig

					Nabua. The parties intend to define their respective rights and obligations regarding the formation, organization, management, and operations of the corporation.
2	Management and Administrative Service Agreement	19 May 2023	Tubig Nabua Inc. and Tubig Pilipinas Group Inc.		It establishes a formal arrangement between Tubig Nabua, and Tubig Pilipinas, to provide general management and administrative support services to the former.
3	Contract Agreement	17 June 2025	Tubig Nabua Inc., and Quadcore Construction and Development Corp.	PHP 84,077,689.10, VAT exclusive	It is an agreement for the Engineering, Procurement and Construction and completion of Water Infrastructure Projects (Pumphouse) and Pipelaying Project in Nabua, Camarines Sur, including the remedying of any defects.
4	Memorandum of Agreement	03 September 2025	Nabua Water District (NAWAD) and Tubig Nabua Inc.	Treatment of usufructuary fee as payment for LWUA loans	Establishes updated terms regarding the payment of existing loan obligations and usufructuary fees.
TUBIG ECHAGUE CORP.					
1	Memorandum of Agreement	27 June 2019	Municipality of Echague and Tubig Pilipinas Group Inc.		Memorandum of Agreement (MOA) for the Construction, Operation, Management and Maintenance of a Water, Sewage and Septic Utility System within the Municipality of Echague.
2	Shareholder's Agreement	30 September 2023	Tubig Echague Corp., and Tubig Pilipinas Group Inc.		It establishes the relationship of Tubig Pilipinas and its Special Purpose Company- Tubig Echague. The parties intend to define their respective rights and obligations regarding the formation, organization, management, and

					operations of the corporation.
3	Accession Agreement	07 March 2025	Municipality of Echague, Tubig Pilipinas Group Inc. and Tubig Echague Corp.	Assumption of rights, responsibilities, and obligations of the SPC.	Supplemental document to a Memorandum of Agreement (MOA) dated June 27, 2019, between the Municipality of Echague (LGU) and Tubig Pilipinas Group, Inc. (TPGI). The agreement formalizes the entry of Tubig Echague Corp. (TEC) into the existing arrangement. To authorize TEC to assume all rights, responsibilities, and obligations of TPGI under the original MOA, which granted authority to construct and operate a water, sewage, and septic utility system in the Municipality for 25 years.
4	General Construction Agreement	2026	JC Palomo Construction & Construction Supply and Tubig Echague Corp.	PHP5,711,418.65	IT outlines the General Construction Contract between Tubig Pilipinas and JC Palomo Construction for the construction of a two-storey pump house located at La Paz St., Gucab, Echague, Isabela.
5	Contract of Lease	16 March 2026	Tubig Echague Corp. and Tam-an Banaue Multipurpose Cooperative	PHP22,000 per month, exclusive of expanded withholding tax	This Contract is for the lease of office space in Echague, Isabela where Tubig Echague will hold its operations.
6	Service Agreement	08 May 2026	Tubig Echague Corp. and Charlie V. Calangan	PHP252,500.00	This Contract outlines the scope of work and responsibilities of both Tubig Echague Corp. (TEC) and its independent contractor, Charlie V. Calangan, in relation to the completion of all remaining pipelaying works for

					TEC's Gucab Pumping Station.
7	Service Agreement	25 May 2026	Tubig Echague Corp. and Armen Electro-Mech Sales & General Merchandise	PHP3,209,168.00 inclusive of VAT	This Contract outlines the scope of work, contract price, payment terms, and the responsibilities of both parties in connection with the construction and installation of electromechanical, lightning protection and chlorine dosing pump in Brgy. Gucab Pumping Station, Echague, Isabela.
BACOLOD BULK WATER INC.					
1	Pre-Incorporation Agreement	22 March 2016	Mactan Rock Industries Inc., Tubig Pilipinas Group Inc., and TGV Builders Inc.		To create a Joint Venture corporation, for the purpose of complying with the terms of Bacolod City Water District, the requirements of RA 9184 and to accomplish their shared goal
2	Bulk Water Supply Contract for Delivery Point No. 1	10 March 2016	Bacolod City Water District (BACIWA) and Joint Venture of Mactan Rock Industries Inc., TGV Builders Inc., Tubig Pilipinas Group Inc.		It establishes a 25-year agreement between the Bacolod City Water District (BACIWA) and the TPGI et. al. for the Supply of Water in the City of Bacolod for its Injection Point No. 1.
3	Bulk Water Supply Contract	25 June 2024	Bacolod Bulk Water Inc., Primewater Infrastructure Corp. and Bacolod City Water District		It establishes an agreement between the Bacolod City Water District (BACIWA) and its Joint Venture partner Primewater and TPGI for the Supply of Water in the City of Bacolod.
4	Contract for the Engineering, Procurement, Construction, and Commissioning of the Bulk Water Treatment Plant of Bacolod Bulk Water Inc.'s Caliban River Intake Facility, Electromechanical Works and Pipe	14 March 2025	Bacolod Bulk Water Inc. and JYN Construction Corp.	PHP260,158,699.65	Contract for the Engineering, Procurement, Construction, and Commissioning of the Bulk Water Treatment Plant of Bacolod Bulk Water Inc.'s Caliban River Intake Facility, Electromechanical Works and Pipe

	Laying in Murcia, Negros Occidental				Laying In Murcia, Negros Occidental
5	Right of Way Agreement	19 April 2025	Josefina Rodriguez Agricultural Corp., et. al. represented by Regina Montenegro Estacio and Bacolod Bulk Water Inc.	PHP750.00/sq.m. (Estimated value: PHP1,500,000.00)	Right of Way for the installation of pipes and its appurtenances, including its future repairs and maintenance in Negros Occidental
6	Right of Way Agreement	22 April 2025	Pedro C. Sales and Bacolod Bulk Water Inc.	PHP750.00/sq.m. (Estimated value: PHP375,000.00)	Right of Way for the installation of pipes and its appurtenances, including its future repairs and maintenance in Negros Occidental
7	Crop Damage Compensation Agreement	09 May 2025	Monroe K. Chua and Bacolod Bulk Water Inc.	PHP 50.00/sq.m. (For crops already full grown and harvestable) value: Estimated PHP 67,500 otherwise PHP25.00/sq.m.	Crop Damage compensation for the installation of pipes and its appurtenances, including its future repairs and maintenance in Negros Occidental
8	Memorandum of Agreement	09 May 2025	Barangay Abo-abo, Murcia, Province of Negros Occidental and Bacolod Bulk Water Inc.	Reimbursement of reasonable and actual expenses incurred in the removal of obstructions for pipeline installations	Grant of perpetual right of way for the passage of pipelines through Brgy. Abo-abo's property
9	Right of Way Agreement	09 May 2025	Sps. Ana C. Baladiang and Edgar P. Baladiang and Bacolod Bulk Water Inc.	PHP50,000 fixed sum	Right of Way for the installation of pipes and its appurtenances, including its future repairs and maintenance in Negros Occidental
10	Right of Way Agreement	09 May 2025	Heirs of Sps. De La Torre and Bacolod Bulk Water Inc.	PHP50,000 fixed sum	Right of Way for the installation of pipes and its appurtenances, including its future repairs and maintenance in Negros Occidental
11	Right of Way Agreement	09 May 2025	Reynaldo M. Lamig Sr. and Bacolod Bulk Water Inc.	PHP50,000 fixed sum	Right of Way for the installation of pipes and its appurtenances, including its future repairs and maintenance in Negros Occidental

12	Right of Way Agreement	July 2025	Vilma Cagalawan and Bacolod Bulk Water Inc.	PHP750.00/sq.m. (Estimated value: PHP13,500.00)	Right of Way for the installation of pipes and its appurtenances, including its future repairs and maintenance in Negros Occidental
13	Right of Way Agreement	July 2025	Oscar Roce and Bacolod Bulk Water Inc.	PHP750.00/sq.m. (Estimated value: PHP47,250.00)	Right of Way for the installation of pipes and its appurtenances, including its future repairs and maintenance in Negros Occidental
14	Right of Way Agreement	July 2025	Lydia Aguinaga and Bacolod Bulk Water Inc.	PHP750.00/sq.m. (Estimated value: PHP29,250.00)	Right of Way for the installation of pipes and its appurtenances, including its future repairs and maintenance in Negros Occidental
15	Right of Way Agreement	July 2025	Ellen Dayo and Bacolod Bulk Water Inc.	PHP750.00/sq.m. (Estimated value: PHP51,750.00)	Right of Way for the installation of pipes and its appurtenances, including its future repairs and maintenance in Negros Occidental
16	Management and Administrative Service Agreement	30 July 2025	Bacolod Bulk Water Inc., TGV Builders Inc., and Tubig Pilipinas Group Inc.	To pay TPGI 28.5% and TGV Builders 1.5% management fee	It establishes a formal arrangement between Bacolod Bulk, TGV Builders and Tubig Pilipinas Group Inc. (TPGI), to provide general management and administrative support services to the former.
17	Electrification Supply and Installation Agreement for the Caliban Intake Facility	7 January 2026	Tripower Electrical Services and Bacolod Bulk Water Inc.	PHP 8,843,595.94 inclusive of VAT	This Contract outlines the scope of work, contract price, payment terms, and the responsibilities of both parties in connection with the electrification of Caliban Intake Facility located in Brgy. Salvacion, Murcia.
18	General Construction Contract	1 March 2026	Bacolod Bulk Water Inc. Harbour and Harbour Construction and Supplies	PHP 6,943,622.30 inclusive of VAT	This Contract outlines the scope of work, contract price, payment terms, and the responsibilities of both parties in

					relation to the construction of gabion weir extension and the repair of damaged gabion weir in Caliban Intake Facility.
TUBIG TRECE MARTIRES CORP.					
1	Shareholder's Agreement	03 November 2020	Tubig Pilipinas Group Inc. and Tubig Trece Martires Corp.		It establishes the relationship of Tubig Pilipinas and subsidiary Tubig Trece Martires. The parties intend to define their respective rights and obligations regarding the formation, organization, management, and operations of the corporation.
2	Memorandum of Agreement	18 June 2024	Tubig Trece Martires Corp. and Pacifictown Property Ventures Inc.		It establishes the contractual framework in carrying out the transfer of land and water facility for the management, operation, maintenance, repair, and rehabilitation of water supply, treatment, and distribution facilities in Pacifictown Cabuco in Trece Martires, Cavite.
3	Management and Administrative Service Agreement	15 January 2025	Tubig Trece Martires and Tubig Pilipinas Group Inc.	Management fee of 30% of company's revenue, exclusive of applicable taxes per calendar year.	It establishes a formal arrangement between Tubig Trece Martires, and Tubig Pilipinas, to provide general management and administrative support services to the former.
4	Deed of Donation	13 March 2026	Pacifictown Property Ventures Inc, and Tubig Trece Martires Corp.	Donation of Elevated Water Tank and Lot	It establishes the donation of PPVI to TPGI of the constructed elevated water tank and the land where it is built in accordance with the MOA executed on 18 June 2024.
5	Deed of Donation	13 March 2026	Pacifictown Property Ventures Inc, and Tubig	Donation of Production Well and Lot	It establishes the donation of PPVI to TPGI of the

			Trece Martires Corp.		constructed production well and the land where it is built in accordance with the MOA executed on 18 June 2024.
6	Deed of Donation	13 March 2026	Pacifictown Property Ventures Inc, and Tubig Trece Martires Corp.	Donation of Water System and Support Facilities	It establishes the donation of PPVI to TPGI of the water system and support facilities in accordance with the MOA executed on 18 June 2024.
7	Right of Way Agreement	22 April 2026	Elsa Mejia and Tubig Trece Martires Corp.	PHP50,000.00	It establishes the Right of Way for the interconnection and installation of pipes and its appurtenances from Pacifictown Cabuco Subdivision to Sunshine Ville Subdivision.
MALASIQUI WATER COMPANY INC.					
1	Municipal Ordinance No. 008-2017	04 December 2017	Local Government of Malasiqui and joint venture of Manila Water and Tubig Pilipinas		The LGU of Malasiqui, Pangasinan grants to the joint venture of Manila Water and Tubig Pilipinas the right to establish, construct, operate, manage, repair, and maintain a water supply and wastewater system and facilities in Malasiqui.
CALBAYOG WATER COMPANY INC.					
1	Joint Venture Agreement	03 July 2019	Calbayog City Water District and Manila Water Company Inc.		It establishes a 25-year partnership between the Calbayog City Water District (CCWD) and Manila Water to design, construct, rehabilitate, finance, operate, and manage water and wastewater systems in Calbayog City
2	Shareholder's Agreement	15 July 2020	Tubig Pilipinas Group Inc. and Manila Water Philippine Ventures Inc.		It establishes the relationship of Tubig Pilipinas and joint venture partner Manila Water Philippine Ventures Inc. The parties

					intend to define their respective rights and obligations regarding the formation, organization, management, and operations of the corporation.
3	Subscription Agreement	15 July 2020	Calbayog Water Company Inc. and Tubig Pilipinas Group Inc.		The Subscription Agreement details the purchase of shares in Calbayog Water Company, Inc. by Tubig Pilipinas Group, Inc.
4	Stakeholder Management Agreement	15 July 2020	Calbayog Water Company Inc. and Tubig Pilipinas Group Inc.		TPGI is responsible for managing relationships with LGU, including the Sangguniang Panlalawigan, Sangguniang Bayan, and both local and national Executive Departments.
5	Technical Service Agreement	17 July 2020	Calbayog Water Company Inc., and Manila Water Philippine Ventures Inc.		MWPVI renders services in financial management, customer service systems, and operations and project management.
TUBIG CADIZ INC.					
1	Memorandum of Agreement	28 August 2020	National Housing Authority and Tubig Pilipinas Group Inc.		It grants Tubig Pilipinas Group Inc. authority to construct, operate, manage, and maintain water utility systems for certain NHA housing projects in Cadiz City, Negros Occidental, including St. Antonio Heights, St. Patrick Homes 1, Len-Vil Homes, and Lacson Villas. This is the principal agreement from which Tubig Cadiz Inc.'s claimed project rights appear to originate.
2	Accession Agreement	March 2021	Tubig Pilipinas Group Inc., DLB Bataan Water Corporation, and Tubig Cadiz Inc.		It provides for Tubig Cadiz Inc. and DLB Bataan Water Corporation to accede to, perform, exercise the rights,

					and assume the obligations of Tubig Pilipinas Group Inc. under the NHA Memorandum of Agreement dated 28 August 2020.
3	Subscription Contract for St. Patrick Homes, Brgy. Tiglawigan, Cadiz City	7 September 2021	Tubig Cadiz Inc. and its water subscribers		It sets out the customer-facing terms for water service at St. Patrick Homes, including water tariffs, meter maintenance fee, VAT, connection fee, reconnection fee, senior citizen / PWD discount, billing, payment, penalty, and disconnection terms.
TUBIG CORON INC.					
1	Shareholder's Agreement	23 August 2019	Tubig Pilipinas Group Inc. and Tubig Coron Inc.		It establishes the relationship of Tubig Pilipinas and special purpose company Tubig Coron. The parties intend to define their respective rights and obligations regarding the formation, organization, management, and operations of the corporation.
2	Deed of Assignment	24 September 2021	Tubig Pilipinas Group Inc. and Tubig Coron Inc.		It outlines the transfer of assets and expenses from Tubig Pilipinas to Tubig Coron.
3	Management and Administrative Service Agreement	19 May 2023	Tubig Coron Inc. and Tubig Pilipinas Group Inc.		It establishes a formal arrangement between Tubig Coron, and Tubig Pilipinas, to provide general management and administrative support services to the former.
4	Accession Agreement	05 March 2024	Coron BWP Rural Waterworks and Sanitation Association Inc. (CRWSA), Tubig Pilipinas Group Inc. and Tubig Coron Inc.		It supplements the Joint Venture Agreement (JVA) originally executed on March 26, 2019, between the Coron BWP Rural Waterworks and Sanitation Association, Inc.

					(CRWSA) and the Tubig Pilipinas Group, Inc. (TPGI).
SAN JOSE (N.E) CITY WATER COMPANY INC.					
1	Shareholder's Agreement	2019	Tubig Pilipinas Group Inc. and San Jose City (N.E.) Water Company Inc.		It establishes the relationship of Tubig Pilipinas and special purpose company SJCWC. The parties intend to define their respective rights and obligations regarding the formation, organization, management, and operations of the corporation.
2	Joint Venture Agreement	20 July 2021	San Jose Water District and A consortium composed of Manila Water Philippine Ventures, Manila Water Company Inc., Tubig Pilipinas Group Inc.		Joint Venture Agreement (JVA) for the Design, Construction, Rehabilitation, Maintenance, Operation, Financing, Expansion and Management of the Wayter Supply and Sanitation Facilities and Services of San Jose Water District in Nueva Ecija
3	Accession Agreement	23 October 2021	San Jose Water District and San Jose City Water Company Inc.		Supplement to the JVA dated 08 December 2019
4	Addendum to JVA	14 July 2023	San Jose Water District and San Jose City Water Company Inc.		Modifications of the terms and conditions of the JVA
5	Contract Agreement	10 January 2025	San Jose City Water Company Inc. and Quadcore Construction & Development Corporation	PHP67,685,610.91	Water Infrastructure Projects in San Jose City, Nueva Ecija
6	Negotiated Terms and Conditions for the Memorandum of Agreement between Cabanatuan City Septage Treatment Corporation and San Jose City (N.E.) Water Company Inc.	8 June 2026	San Jose City Water Company Inc. and Cabanatuan City Septage Treatment Corporation and San Jose City (N.E.) Water Company Inc.	PHP2,408 per cubic meter VAT inclusive for the treatment of delivered and unloaded domestic waste/ wastage	It establishes the negotiated terms and conditions for the Memorandum of Agreement between Cabanatuan City Septage Treatment Corporation and San Jose City (N.E.) Water Company Inc.
7	General Construction Contract	20 July 2026	San Jose City (N.E.) Water Company Inc and	PHP 3,755,885	This contract outlines the scope of work, contract price,

			Armen Electro-Mech Sales & General Merchandise		payment terms, and the responsibilities of both parties in relation to Sibut Pumping Station's electro mechanical works in San Jose City, Nueva Ecija
TUBIG CATBALOGAN CORP.					
1	Joint Venture Agreement	28 December 2022	Catbalogan Water District, Tubig Pilipinas Group Inc. and Tubig Pilipinas Global Group Inc.		Joint Venture Agreement (JVA) for the take-over of Catbalogan Water District's operation of waterworks system in Catbalogan City, Samar.
2	Shareholder's Agreement	20 September 2023	Tubig Pilipinas Group Inc. and Tubig Catbalogan Corp.		It establishes the relationship of Tubig Pilipinas and special purpose company Tubig Catbalogan. The parties intend to define their respective rights and obligations regarding the formation, organization, management, and operations of the corporation.
3	Management and Administrative Service Agreement	4 December 2023	Tubig Catbalogan Corp. and Tubig Pilipinas Group Inc.		It establishes a formal arrangement between Tubig Catbalogan, and Tubig Pilipinas, to provide general management and administrative support services to the former.
4	Addendum to the Management and Administrative Services Agreement Dated 04 December 2023	13 May 2024	Tubig Pilipinas Group Inc. and Tubig Catbalogan Corp.		This established the expanded scope of management and services which TPGI will undertake for TCC As such, the management fee was amended to PHP 22,000,000.00.
5	Accession Agreement	17 July 2024	Catbalogan Water District, Tubig Pilipinas Group Inc. and Tubig Catbalogan Corp.		Supplement to the JVA dated 28 December 2022
6	Professional Services Agreement	1 April 2025	Geoprecision Surveying and Mapping Services	PHP896,448	To procure professional land survey of areas identified as part of

					Special Land Use Permit Application with the Department of Environment and Natural Resources in Catbalogan City, Samar
7	General Construction Contract	3 November 2025	Tubig Catbalogan Corp. and JYN Construction Corp.	PHP1,000,000	For Repair and Maintenance of Pipeline in Catbalogan, Samar
8	Contract Agreement	24 October 2025	Tubig Catbalogan Corp. and Quadcore Construction & Development Corporation	PHP228,296,070.60	Water Infrastructure: Pipelaying Project in Catbalogan City, Samar
9	General Construction Contract	03 November 2025	Tubig Catbalogan Corp. and TGV Builders Inc.	PHP15,272,727.28	Water Infrastructure: Pipelaying Project in Catbalogan City, Samar
WMTP BULK WATER CORP.					
1	Accession Agreement	2 February 2026	Tubig Pilipinas Group Inc. and Watermatic International Ltd. and WMTP Bulk Water Corp.		It formalizes the accession of WMTP to the existing Joint Venture Agreement and its subsequent amendment between Tubig Pilipinas and Watermatic.
2	Assignment Agreement	2 February 2026	Tubig Pilipinas Group Inc. and Watermatic International Ltd. and WMTP Bulk Water Corp.		It facilitates the transfer of rights and obligations related to the "Supply and Delivery of Potable Bulk Water Supply - Jaclupan, Talisay City" (the "BWS Project").
3	Deed of Assignment	9 February 2026	Watermatic International Ltd. and WMTP Bulk Water Corp.		It facilitates the transfer of Environmental Compliance Certificate (ECC) Reference Code: ECC-R07-2512-3647 from Watermatic International, Ltd. Philippine Branch (Assignor) to WMTP Bulk Water Corp. (Assignee).
4	Contract Agreement for PR No. 29023-001 Supply and Delivery of Potable Bulk Water – Jaclupan, Talisay City	2023	Metropolitan Cebu Water District (MCWD) and the Joint Venture of Watermatic International Ltd.		It establishes the agreement for the supply and delivery of potable bulk water for the MCWD Jaclupan, Talisay City project. The

			and Tubig Pilipinas Group Inc.		contract provides for the supply of 15,000 cubic meters per day of potable bulk water at a unit price of PhP57.98 for a contract duration of 25 years, with a total contract price of PhP7,941,230,700.00 .
5	Joint Venture Agreement for Water Extraction and Bulk Water Supply	6 August 2024	Tubig Pilipinas Group Inc. and Watermatic International Ltd.		It establishes the joint venture arrangement between Tubig Pilipinas Group Inc. and Watermatic International Ltd. for the formation of WMTP Bulk Water Corp. The joint venture is intended to undertake water extraction from the MCWD Jaclupan facility, own the water treatment plant, and supply and deliver potable bulk water to MCWD in connection with the MCWD bulk water supply project.
6	Joint Venture Agreement for Water Treatment	6 August 2024	Tubig Pilipinas Group Inc. and Watermatic International Ltd.		It establishes a separate joint venture arrangement for the formation of WMTP Treatment Corp., which was intended to operate and maintain the water treatment plant and treat raw water extracted for the MCWD bulk water supply project.
7	Amendment to the Joint Venture Agreement for Water Extraction and Bulk Water Supply and Termination of the Joint Venture Agreement for Water Treatment	19 February 2025	Tubig Pilipinas Group Inc. and Watermatic International Ltd.		It amends the water extraction and bulk water supply joint venture arrangement and terminates the separate water treatment joint venture arrangement. The amendment revises the project structure so that the relevant water extraction, water treatment, and bulk water supply

					functions are consolidated under WMTP Bulk Water Corp. for the MCWD bulk water supply project.
8	Omnibus Loan and Security Agreement	05 February 2026	WMTP Bulk Water Corp., Tubig Pilipinas Group, Inc., Watermatic International Ltd., Pure Water Coporation, Ryan Wesley T. Yapkianwee, Conrado Ma. Leandro Francisco G. Belisario and China Banking Corporation	Term Loan Facility in the principal amount of up to PHP850,000,000.00	Lender to extend the Term Loan Facility to Borrower WMTP.
SAVS-BORBON CEBU WATER CORPORATION					
1	Concession Agreement	21 December 2015	Municipality of Borbon, Cebu and SAVS Water Utilities Corporation		It establishes the concession arrangement for the modernization, rehabilitation, upgrade, operation, and maintenance of the water supply system in the Municipality of Borbon, Cebu. Under the agreement, SAVS Water Utilities Corporation is granted rights to operate, manage, maintain, repair, refurbish, and improve the water facilities, provide water services, bill and collect from customers, and undertake related works for the Borbon water system.
2	Joint Venture Agreement	21 December 2015	Municipality of Borbon, Cebu and SAVS Water Utilities Corporation		It establishes the joint venture arrangement between the Municipality of Borbon and SAVS Water Utilities Corporation for the upgrade, modernization, and operation of the Borbon water system. The agreement contemplates the

					organization of a joint venture corporation, SAVS-Borbon Cebu Water Corporation, as the project company for the Borbon water project.
3	Memorandum of Agreement	14 May 2021	Tubig Pilipinas Group Inc., SAVS Water Utilities Corporation, and SAVS-Borbon Cebu Water Corporation		It outlines the proposed project and investment arrangement among TPGI, SAVS Water Utilities Corporation, and SAVS-Borbon Cebu Water Corporation in relation to the Borbon water supply system, including TPGI's contemplated acquisition of shares in SAVS-Borbon and the conditions for proceeding with the project.
ALV TUBIG NG MANDAUE INC.					
1	Shareholder's Agreement	Septembe r 2022	Tubig Pilipinas Group Inc. and ALV Water Solutions Corp.		It establishes the relationship of Tubig Pilipinas and ALV Water. The parties intend to define their respective rights and obligations regarding the formation, organization, management, and operations of the corporation.

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PHILIPPINE FOREIGN INVESTMENT, EXCHANGE CONTROLS, AND FOREIGN OWNERSHIP

Foreign Investment

Foreign investors are permitted to invest in the securities of a Philippine corporation unless otherwise limited by restrictions on foreign ownership imposed under the Constitution and Philippine statutes, as provided in the Thirteenth Regular Foreign Investment Negative List.

Among the principal restricted business activities is the ownership of private land where the Constitution, in relation to Commonwealth Act No. 141 and Foreign Investments Act, 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 60.00% of whose capital is owned by such citizens.

On September 29, 2022, the Department of Justice issued Opinion No. 21, series of 2022, where it opined that the exploration, development, and utilization of solar, wind, hydro, and ocean or tidal resources should not be subject to the forty percent (40%) foreign equity limitation under Section 2 of Article XII of the 1987 Constitution.

On November 15, 2022, the DOE issued Department Circular No. 2022-11-0034 deleting Section 19(A) and amending Section 19(B) of the Implementing Rules and Regulations of Republic Act No. 9513, which now provides that "the State may directly undertake the exploration, development, production, and utilization of RE resources, or it may enter into RE Service or Operating Contracts with Filipino and/or foreign citizens or Filipino and/or foreign-owned corporations and associations."

However, the appropriation of water direct from natural source and the ownership of land remain to be restricted to Philippine Nationals as discussed in Department of Justice issued Opinion No. 23, series of 2022. Thus, while foreign equity restrictions have generally been liberalized for renewable energy projects, a hydropower project that involves the appropriation, taking, or diversion of water from a natural source, such as through a dam, intake, or diversion structure, may still require a water right or water permit under the Water Code. Under the Water Code, only Filipino citizens and entities can directly appropriate such waters, such as by the use of a dam, for purposes of power generation.

Registration of Foreign Investment and Exchange Controls

Under current BSP regulations, a foreign investment in listed Philippine securities (such as the Company's Common Shares) must be registered with the BSP if the foreign exchange needed to service the repatriation of capital and the remittance of dividends, profits, and earnings that accrue thereon will be purchased from authorized agent banks ("**AABs**") or AAB subsidiary/affiliate foreign exchange corporations ("**AAB Forex Corps**"). If the foreign exchange required to service capital repatriation or dividend remittance will be sourced outside AABs or AAB Forex Corps, registration with the BSP is not required. AABs refer to all categories of banks, except offshore banking units, duly licensed by the BSP, while AAB forex corps refer to AAB subsidiary or affiliate foreign exchange corporations whose business includes buying and selling foreign exchange.

Registration of investments in Philippine securities listed in the PSE shall be registered upon reporting thereof by the registering AAB to the BSP. A registering AAB is a bank with authority to operate a foreign currency deposit unit that has been designated by the non-resident investor to report and monitor his investments.

Investments in Philippine securities listed in the PSE shall be registered upon: (i) submission by the non-resident investor, or its duly authorized representative, to the registering AAB of the applicable supporting documents, including the applicable proofs of funding and investment made, and a duly accomplished Authority to Disclose Information in the BSP-prescribed format covering the investments registered with the registering AAB; and (ii)

reporting thereof by the registering AAB to the BSP using the prescribed report on foreign investments registered with the BSP through AABs.

A *Bangko Sentral* Registration Document ("**BSRD**") shall evidence the BSP registration of foreign investments. However, for those registered upon reporting thereof by the registering AAB to the BSP, such as investments in Philippine securities listed in the PSE, a BSRD shall no longer be issued.

Upon registration of the investment, proceeds of divestments or dividends of registered investments are repatriable or remittable immediately in full through AABs or AAB Forex Corps, net of applicable tax, without need of BSP approval subject to submission of a duly accomplished Application to Purchase Foreign Exchange and the applicable supporting documents. Capital repatriation of investments in listed securities is permitted at the exchange rate prevailing at the time of purchase of the foreign exchange from the banking system. Remittance is allowed at the exchange rate applicable on the date of actual remittance. In the ABB selling the foreign currency is also the registering AAB, sale of foreign currency is permitted upon proof of receipt of the report submitted by the registering AAB to the BSP. In the event, however that the bank selling the foreign currency is not the registering AAB, sale of foreign currency is permitted upon presentation of letter advice from the registering AAB. In both instances, supporting document/s (e.g., broker's invoice, proof of sale, or redemption) showing settlement amount/amount to be repatriated, number of shares/amount invested, investment identity and settlement date (as applicable) must also be submitted.

Foreign exchange sold by AABs or AAB forex corps for repatriation of capital and remittance of related earnings is, as a general rule, directly remitted to the account of the non-resident investor or intended beneficiary on the date of the FX sale, subject to applicable BSP rules.

Pending reinvestment or repatriation, divestment proceeds, as well as dividends of registered investments, may be lodged temporarily in interest-bearing deposit accounts held with any AAB. Interest earned thereon, net of taxes, may also be remitted in full through any AAB without prior BSP approval. Remittance of divestment proceeds or dividends of registered investments may be reinvested in the Philippines if the investments are registered with the BSP or through a registering AAB if the repatriation of capital or divestment proceeds and remittance of earnings on the new investment will be funded with resources of AABs or AAB Forex Corps. .

Foreign exchange may also be purchased from duly authorized money changers or foreign exchange dealers, subject to the applicable BSP rules for money service businesses, including transaction limits and submission of required application forms and supporting documents. Current BSP rules for money service businesses require the submission of an accomplished application form and supporting documents for certain sales of foreign exchange, including sales for purposes other than non-trade current account transactions, regardless of amount.

The foregoing is subject to the power of the Monetary Board of the BSP, with the approval of the President of the Philippines, to restrict the availability of foreign exchange during an exchange crisis, require licensing of foreign exchange transactions or require delivery of foreign exchange to the BSP, or its designee during a foreign exchange crisis, when an exchange crisis is imminent or in times of national emergency. Furthermore, there can be no assurance that BSP foreign exchange regulations will not be made more restrictive in the future.

The registration with the BSP or through a registering AAB of all foreign investments in the Offer Shares shall be the responsibility of the foreign investor.

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TAXATION

The following is a general description of certain material Philippine tax aspects of the acquisition, ownership, and disposition of the Common Shares. This discussion is based on laws, regulations, rulings, income tax conventions (tax treaties), administrative practices and judicial decisions in effect at the date of this Prospectus, and is subject to any changes in law occurring after such date. Subsequent legislative, judicial or administrative changes or interpretations may be retroactive and could affect the tax consequences to the prospective investor.

The tax treatment of a prospective investor may vary depending on such investor's particular situation and certain investors may be subject to special rules not discussed below. This summary does not purport to address all tax aspects that may be important to an investor, or to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities) may be subject to special rates

This general description does not purport to be a comprehensive description of the Philippine tax aspects of the investments in shares and no information is provided regarding the tax aspects of acquiring, owning, holding or disposing the shares under applicable tax laws of other applicable jurisdictions and the specific tax consequence in light of particular situations of acquiring, owning, holding and disposing the shares in such other jurisdictions. It does not purport to deal with the tax consequences applicable to all categories of investors, some of which (such as dealers in securities) may be subject to special rates or tax incentives under special laws.

EACH PROSPECTIVE HOLDER SHOULD CONSULT WITH HIS OWN TAX ADVISER AS TO THE PARTICULAR TAX CONSEQUENCES TO SUCH HOLDER OF PURCHASING, OWNING AND DISPOSING OF THE COMMON SHARES, INCLUDING THE APPLICABILITY AND EFFECT OF ANY LOCAL AND NATIONAL TAX LAWS.

The following is a general description of certain Philippine tax aspects of the investment in the Common Shares. It is based on the present provisions of the Tax Code, as amended by the Corporate Recovery and Tax Incentives for Enterprises Act ("**CREATE**"), the Ease of Paying Taxes (**EOPT**) Act, the CREATE to Maximize Opportunities for Reinvigorating the Economy (**CREATE MORE**) Act, and Capital Markets Efficiency Promotion Act (**CMEPA),** and regulations promulgated thereunder and judicial and ruling authorities in force as of the date of this Prospectus, all of which are subject to changes occurring after such date, which changes could be made on a retroactive basis.

As used in this section, the term "resident alien" refers to an individual whose residence is within the Philippines and who is not a citizen thereof; a "non-resident alien" is an individual whose residence is not within the Philippines and who is not a citizen of the Philippines. A non-resident alien who is actually within the Philippines for an aggregate period of more than 180 days during any calendar year is considered a "non-resident alien engaged in trade or business in the Philippines;" otherwise, such non-resident alien who is actually within the Philippines for an aggregate period of 180 days or less during any calendar year is considered a "non-resident alien not engaged in trade or business in the Philippines." A "resident foreign corporation" is a foreign corporation engaged in trade or business within the Philippines; and a "non-resident foreign corporation" is a non-Philippine corporation not engaged in trade or business within the Philippines.

The term "non-resident holder" means a holder of the Common Shares:

- who is an individual who is neither a citizen nor a resident of the Philippines or an entity which is a non-resident foreign corporation; and
- should an income tax treaty be applicable, whose ownership of the Common Shares is not effectively connected with a fixed base or a permanent establishment in the Philippines.

On January 1, 2018, Republic Act No. 10963, otherwise known as the Tax Reform for Acceleration and Inclusion ("**TRAIN"**), took effect. The TRAIN amended various provisions of Republic Act No. 8424 or the National Internal Revenue Code (the "**Tax Code**"), including those on ordinary income tax of individuals, capital gains tax on the sale and disposition of shares of stock, estate tax, donor's tax, and documentary stamp tax.

On March 26, 2021, the second package of the Comprehensive Tax Reform program, Republic Act No. 11534, otherwise known as the Corporate Recovery and Tax Incentives for Enterprises Act ("**CREATE Act**") was signed into law, amending provisions of the Tax Code relating to, among others, corporate income tax, lowering corporate income taxes and modernizing fiscal incentives in a bid to complement the expected incremental revenues from the first package. The CREATE Law took effect on April 11, 2021.

The objectives of these two laws are as follows:

Tax Reform for Acceleration and Inclusion (TRAIN):

a. Enhance the progressivity of the tax system through the rationalization of the Philippine internal revenue tax system, thereby promoting sustainable and inclusive economic growth;
b. Provide, as much as possible, an equitable relief to a greater number of taxpayers and their families in order to improve levels of disposable income and increase economic activity; and
c. Ensure that the Government is able to provide for the needs of those under its jurisdiction and care through the provision of better infrastructure, health, education, jobs, and social protection for the people.

The Corporate Recovery and Tax Incentives for Enterprises Act (CREATE):

a. Improve the equity and efficiency of the corporate tax system by lowering the rate, widening the tax base, and reducing tax distortions and leakages;
b. Develop a more responsive and globally competitive tax incentives regime that is performance-based, targeted, time-bound, and transparent;
c. Provide support to businesses in their recovery from unforeseen events such as an outbreak of communicable diseases or a global pandemic, and strengthen the nation's capability for similar circumstances in the future; and
d. Create a more equitable tax incentive system that will allow for inclusive growth and generation of jobs and opportunities in all the regions of the country and ensure access and ease in the grant of these incentives especially for applicants in least developed areas.

On January 22, 2024, Republic Act No. 11976 or the Ease of Paying Taxes ("**EOPT**") Act was enacted. The EOPT Act introduced administrative tax reforms aimed at modernizing tax administration, improving efficiency, and ensuring fair treatment of taxpayers, among others. The EOPT Act requires the digitalization of Bureau of Internal Revenue ("**BIR**") services, such as the adoption of an integrated and automated system for basic tax services and setting up of electronic and online systems for data exchange. The EOPT Act amended certain provisions of the Tax Code covering income tax, value-add tax, other percentage taxes, and tax compliance. The EOPT Act now mandates all VAT-registered persons, whether engaged in the sale of goods or properties or sale of services, to issue a VAT invoice. VAT-registered persons who are engaged in the sale of services or lease of property are no longer required to issue a VAT official receipt. The relevant rules and regulations implementing the EOPT Act took effect on April 27, 2024.

Republic Act No. 12066, otherwise known as CREATE to Maximize Opportunities for Reinvigorating the Economy Act ("**CREATE MORE**"), which took effect on November 28, 2024, further amended the tax incentives framework by granting registered business enterprises ("**RBEs**") the option to elect one of three incentive regimes, namely, (a) an ITH followed by the special corporate income tax ("**SCIT**") rate of 5% in lieu of all national and local taxes (for export enterprises) or the enhanced deduction regime ("**EDR**"); (b) 5% SCIT rate from the start of their commercial operations (for export enterprises); or EDR from the start of their commercial operations. Under the EDR, RBEs may avail themselves of the 20% corporate income tax rate on

income derived from registered projects or activities for each taxable year. CREATE MORE also introduced other amendments, including the increase in percentage of deductible expense items under the EDR and the inclusion of additional deductible expense items.

On May 29, 2025, the President signed into law Republic Act No. 12214 otherwise known as the Capital Markets Efficiency Promotion Act ("**CMEPA**"), subject to the President's exercise of line-item veto powers. The law took effect on July 1, 2025.

CMEPA introduces, among others, the following amendments to the Tax Code: (i) expansion of the definition of "securities" to include (a) investment contracts, certificates of interest, or participation in a profit-sharing agreement, such as certificates of deposit for a future subscription, (b) fractional undivided interests in oil, gas, or other mineral rights, (c) certificates of assignment, certificates of participation, trust certificates, voting trust certificates, or similar instruments, and (d) other similar instruments as may be determined by the Securities and Exchange Commission; (ii) removal of the tax exemption enjoyed by taxpayers on interest from long-term deposits and the imposition of a 20% final withholding tax on interest income.; (iii) imposition of a 15% final withholding tax on capital gains from the sale, exchange, or other disposition of shares of stock in a domestic or foreign corporation, except through a local or foreign stock exchange; (iv) a change in the rate of documentary stamp tax for original issuance of shares from ₱2.00 for every ₱200.00 (or fractional part thereof) of the par value, to 75% of 1% of the par value of share such shares of stock; (v) imposition of documentary stamp tax in the amount of 75% of 1% of the value of the transaction for transactions involving selling or transferring bonds, debentures, certificates of stock, or certificates of indebtedness issued in any foreign country; (vi) imposition of documentary stamp tax in the amount of 75% of 1% of the issue price of debt instruments; (vii) reduction of stock transaction tax from 0.60% to 0.10% for sales of shares of stock listed and traded through the local stock exchange, including transactions regarding shares of domestic corporations through a foreign stock exchange; (viii) gains from sale of bonds, debentures, or other certificate of indebtedness with a maturity of more than five years are no longer excluded from gross income for income tax purposes, as such, exclusions from gross income have been limited to interest income and gains from sale, transfer, or disposition of project-specific bonds that are issued by the Republic of the Philippines or any of instrumentalities to finance capital expenditures and programs covered by the Philippine Development Plan or its equivalent and other high-level priority programs of the national government, as determined by the Secretary of Finance of the Philippines; and (ix) gains from redemption of units of participation in mutual fund or unit investment trust fund are included as exclusions from gross income, provided that prior to such redemption, final taxes due on realized gains have been previously withheld at the level of the underlying assets.

INDIVIDUAL INCOME TAX

A resident citizen is taxed on income from all sources within and without the Philippines at progressive rates ranging from zero percent (0%) to thirty-five percent (35%) of net taxable income (other than certain passive income and capital gains which are subject to final taxes). A resident alien, non-resident citizen, or non-resident alien engaged in trade or business in the Philippines is generally subject to an income tax in the same manner and at the same progressive tax rates on taxable income from all sources within the Philippines (other than certain passive income and capital gains which are subject to final taxes). A non-resident alien who comes to the Philippines and stays in the country for an aggregate period of more than 180 days during any calendar year will be deemed a non-resident alien engaged in trade or business in the Philippines.

A non-resident alien not engaged in trade or business in the Philippines is taxed on gross income from Philippine sources such as interest, cash and/or property dividends, rents, salaries, wages, premiums, annuities, compensation, remuneration, emoluments, or other fixed or determinable annual or periodic or casual gains, profits, and income, and capital gains (other than capital gains from the sale of shares of stock in a domestic corporation and real property) at the rate of Twenty-five percent (25.00%) withheld at source.

A "non-resident citizen" is a citizen of the Philippines who (a) establishes to the satisfaction of the Commissioner of Internal Revenue the fact of his physical presence abroad with a definite intention to reside therein, or (b) leaves the Philippines during the taxable year to reside abroad, either as an immigrant or for employment on a permanent basis, or (c) works and derives income from abroad and whose employment thereat requires him to be physically present abroad most of the time during the taxable year. A citizen of the Philippines who has been previously considered as a non-resident citizen and who arrives in the Philippines at any time during the taxable year to reside permanently in the Philippines shall likewise be treated as a non-resident citizen for the taxable year in which he arrives in the Philippines with respect to his income derived from sources abroad until the date of his arrival in the Philippines.

CORPORATE INCOME TAX

The Tax Code generally subjects a domestic corporation to a tax of 25% of its taxable income from all sources within and outside the Philippines except, among others, (i) gross interest income from currency bank deposits and yield from deposit substitutes, trust funds and similar arrangements as well as royalties from sources within the Philippines which are generally taxed at the lower final withholding tax rate of 20% of the gross amount of such income; (ii) interest income from a depository bank under the expanded foreign currency deposit system which is subject to a final tax rate of 20% of such income, (iii) capital gains tax from sales of shares of stock not traded in the stock exchange which are taxed at a rate of 15%, and (iv) capital gains realized from the sale, exchange or disposition of lands and buildings, which is subject to a final tax of 6%.

Further, domestic corporations with net taxable income not exceeding ₱5,000,000.00 and with total assets not exceeding ₱100,000,000.00 (excluding land on which the particular business entity's office, plant, and equipment are situated during the taxable year for which the tax is imposed), shall be taxed at 20%. Taxable net income refers to items of income specified under Section 32(A) of the Tax Code less the items of allowable deductions under Section 34 of the Tax Code or those allowed under special laws, or the optional standard deduction (OSD) equivalent to an amount not exceeding 40% of the corporation's gross income.

A resident foreign corporation (except certain types of corporations enumerated in the Tax Code) is subject to a tax of twenty-five percent (25%) of its taxable income (gross income less allowable deductions) from all sources within the Philippines except those items of income that are subject to final withholding tax, such as: (a) gross interest income from Philippine currency bank deposits and yield or any other monetary benefit from deposit substitutes, trust funds, and similar arrangements as well as royalties from sources within the Philippines that are generally taxed at the lower final withholding tax rate of twenty percent (20.00%) of the gross amount of such income; (b) interest income from a depository bank under the expanded foreign currency deposit system that is subject to a final tax at the rate of 20% of such income; and (c) net capital gains from the sale, exchange or other disposition of shares of stock in a domestic corporation not traded in the stock exchange is subject to tax at the rate of 15%.

Under the CMEPA, income derived by a depository bank under the expanded foreign currency deposit system from foreign currency transactions with nonresidents, offshore banking units in the Philippines, local commercial banks including branches of foreign banks that may be authorized by the BSP to transact business with foreign currency deposit system units and other depository banks under the expanded foreign currency deposit system shall be exempt from all taxes, except net income from such transactions as may be specified by the Secretary of the Department of Finance, upon recommendation by the Monetary Board to be subject to the regular income tax payable by banks: provided, however, That interest income from foreign currency loans granted by such depository banks under said expanded system to residents other than offshore banking units in the Philippines or other depository banks under the expanded system shall be subject to a final tax at the rate of ten percent (10%).

A minimum corporate income tax (MCIT) of 2% of the gross income as of the end of the taxable year is imposed on a domestic corporation and a resident foreign corporation beginning on the fourth taxable year immediately

following the year in which such corporation commenced its business operations, when the minimum corporate income tax is greater than the ordinary income tax for the taxable year.

Nevertheless, any excess of the minimum corporate income tax over the ordinary corporate income tax shall be carried forward and credited against the latter for the three immediately succeeding taxable years. Further, subject to certain conditions, the minimum corporate income tax may be suspended with respect to a corporation which suffers losses on account of a prolonged labor dispute, *force majeure* or legitimate business reverses.

TAX ON DIVIDENDS

Cash and property dividends received from a domestic corporation by individual shareholders who are either citizens or residents of the Philippines are subject to a final withholding tax at the rate of 10%. Cash and property dividends received from a domestic corporation by domestic corporations or resident foreign corporations are not subject to tax.

Cash and property dividends received from a domestic corporation by non-resident alien individuals engaged in trade or business in the Philippines are subject to a 20% final withholding tax on the gross amount thereof.

Cash and property dividends received from a domestic corporation by non-resident alien individuals not engaged in trade or business in the Philippines and non-resident foreign corporations are subject to a final withholding tax at 25% of the gross amount but may be subject to the applicable preferential tax rates ("**Treaty Rates**") under tax treaties executed between the Philippines and the country of residence or domicile of such non-resident foreign individuals.

Depending on whether the treaty rates or the regular tax rates have been applied at the onset of the transaction, either the domestic corporation, acting as withholding agent, shall file a request for confirmation ("**RFC**") (in case the treaty rates were applied), or the income recipient shall file a tax treaty relief application with a request for refund ("**TTRA**") (in case the regular tax rates were applied) with the appropriate office of the Philippine tax authorities.

Cash and property dividends received from a domestic corporation by a non-resident foreign corporation are generally subject to a final withholding tax at the rate of 25%, which may be reduced to 15% (under the tax sparing rules) when the country in which the non-resident foreign corporation is domiciled (i) imposes no taxes on foreign–sourced dividends or (ii) allows a 10% or greater credit against the tax due from the non-resident foreign corporation taxes deemed to have been paid in the Philippines. A non-resident foreign corporation availing of the tax sparing rate is required to file an application with the BIR for a confirmatory ruling on its entitlement to the tax sparing rate within ninety (90) days from the payment of the dividend.

The following table lists some of the countries with which the Philippines has tax treaties and the tax rates currently applicable to non-resident holders who are residents of those countries:

Some Countries with which the Philippines has Tax Treaties			
	Dividends (%)	**Stock transaction tax on sale or disposition effected through the PSE (%)[10]**	**Capital Gains tax due on disposition of shares outside the PSE (%)**
Austria	**25[1]**	**0.6**	**May be exempt[14]**
Canada	**25[2]**	**0.6**	**May be exempt[14]**
China	**15[3]**	**Exempt[11]**	**May be exempt[14]**
France	**15[4]**	**Exempt[12]**	**May be exempt[14]**
Germany	**15[5]**	**Exempt[13]**	**May be exempt[14]**
Japan	**15[6]**	**0.6**	**May be exempt[14]**
Singapore	**25[7]**	**0.6**	**May be exempt[14]**
United Kingdom	**25[8]**	**0.6**	**Exempt[15]**
USA	**25[9]**	**0.6**	**May be exempt[14]**

Notes:

1. *10.00% if the recipient company holds directly at least 10.00% of the voting power of the company paying the dividends*
2. *15.00% if recipient company controls at least 10.00% of the voting power of the company paying the dividends.*
3. *10.00% if the recipient company holds directly at least 10.00% of the capital of the company paying the dividends*
4. *15.00% if the recipient company holds directly at least 15.00% of the voting shares of the company paying the dividends*
5. *5% if the recipient company (excluding a partnership) which is the beneficial owner of the dividends holds directly at least 70% of the capital of the company paying the dividends; 10% if the recipient company (excluding a partnership) which is the beneficial owner of the dividends holds directly at least 25% of the capital of the company paying the dividends; 15% in all other cases.*
6. *10.00% if the recipient company owns directly at least 10.00% of either the voting shares of the company paying the dividends or of the total shares issued by that company during the period of six (6) months immediately preceding the date of payment of the dividends*
7. *15.00% if during the part of the paying company's taxable year which precedes the date of payment of dividends and during the whole of its prior taxable year at least 15.00% of the outstanding shares of the voting stock of the paying company were owned by the recipient company.*
8. *15.00% if the recipient company is a company which controls directly or indirectly at least 10.00% if the voting power of the company paying the dividends*
9. *20.00% if during the part of the paying corporation's taxable year which precedes the date of payment of dividends and during the whole year of its prior taxable year at least 10.00% of the outstanding shares of the voting stock of the paying corporation was owned by the recipient corporation. Notwithstanding the rates provided under the Convention between the Government of the Republic of the Philippines and the Government of the United States of America with respect to Taxes on Income, corporations which are residents of the United States may avail of the 15% withholding tax rate under the tax sparing clause of the Philippine Tax Code provided certain conditions are met.*
10. *Exempt if the stock transaction tax is expressly covered by the applicable tax treaty or is deemed by the relevant authorities as an identical or substantially similar tax to the Philippine income tax. In BIR ruling no. ITAD 22-07 dated February 9, 2007, the BIR held that the stock transaction tax cannot be considered as an identical or substantially similar tax on income, and, consequently, ruled that a Singapore resident is not exempt from the stock transaction tax on the sale of its shares in a Philippine corporation through PSE.*
11. *Exempt under Article 2(b) of the RP-China Tax Treaty*
12. *Exempt under Article 1 of the Protocol to the Tax Convention between the Government of the Republic of the Philippines and the Government of the French Republic Signed on January 9, 1976 was signed in Paris, France on June 26, 1995.*
13. *Exempt under Article 2 (3)(a) of Agreement between the Government of the Republic of the Philippines and the Federal Republic of Germany for the Avoidance of Double Taxation with Respect to Taxes on Income and Capital signed on September 9, 2013*
14. *Capital gains are taxable only in the country where the seller is a resident, provided the shares are not those of a corporation, the assets of which consist principally of real property situated in the Philippines, in which case the sale is subject to Philippine taxes.*
15. *Under the RP-UK Tax Treaty, capital gains on the sale of the stock of Philippine corporations are subject to tax only in the country where the seller is a resident, irrespective of the nature of the assets of the Philippine corporation.*

Stock dividends distributed pro-rata to any holder of shares of stock are not subject to Philippine income tax, if the proportional interest of the shareholders after such distribution is essentially the same as was prior to the distribution. A stock dividend constitutes income if it gives the shareholder an interest different from that which his former stockholdings represented. A stock dividend does not constitute income if the new shares confer no different rights or interest than did the old.

Philippine tax authorities have prescribed certain procedures, through an administrative issuance, for availment of tax treaty relief. The tax treaty relief application has to be filed with the BIR, with respect to capital gains, at any time after the transaction but not later than the last day of the fourth month following the close of the taxable year when the income is paid or transaction consummated, and with respect to all other types of income, at any time after the close of the taxable year but not later than the last day of the fourth month following the close of

the taxable year when the income is paid or becomes payable, or when the expense/asset is accrued or recorded in the books whichever comes first.

In processing the tax treaty relief, the recipient must first submit to the dividend payor an application for tax relief (BIR Form No. 0901), a Tax Residency Certificate **("TRC")** duly issued by the foreign tax authority, and the relevant provision of the applicable tax treaty. The dividend payor may rely on the documents submitted by the dividend recipient and apply the treaty rate on dividend, and file a RFC with the BIR-International Tax Affairs Division (**ITAD**) to confirm the propriety of withholding at the preferential tax treaty rate. If the dividend payor did not apply the treaty rate and withheld taxes at the regular rate, the dividend recipient may file a TTRA with the BIR-ITAD. If the BIR-ITAD determines that the requirements for availment of the preferential tax treaty rate were complied with, the BIR-ITAD will approve the RFC or TTRA and issue a Certificate of Entitlement ("**COE**").

If the Company applies the preferential treaty rate and files an RFC and the BIR eventually determines that the treaty rate is not the applicable rate, the BIR will issue a ruling denying the RFC, and the Company shall be exposed to deficiency tax plus penalties. On the other hand, if the Company applies the regular tax rates, and the income recipient files a TTRA and the BIR eventually determines that the treaty rate is the applicable rate, the BIR will issue a certificate confirming the entitlement to treaty benefits, and the income recipient may apply for a refund of excess withholding tax withholding tax within the two-year period provided in Section 229 of the Tax Code. The claim for refund of the shareholder may also be filed simultaneously with the TTRA. The BIR shall process and decide the claim for refund within one hundred eighty (180) days from the date of submission of complete documents. In case of full or partial denial of the claim for refund, or failure on the part of the BIR to act on the claim within the 180-day period, an appeal may be filed with the Court of Tax Appeals within thirty (30) days from receipt of the denial or expiration of the 180-day period. Because the refund process in the Philippines requires the filing of an administrative claim and the submission of supporting information, and may also involve the filing of a judicial appeal, it may be impractical to pursue such a refund.

In either case, documentary requirements must be submitted to support the tax treaty relief, such as the proof of residence and, if applicable, individual or corporate status. Proof of residence for an individual consists of certification from his embassy, consulate, or other equivalent certifications issued by the proper government authority, or any other official document proving residence.

Taxpayers who were already issued COEs, the tenor of which allows the ruling to be applied to subsequent or future income payments, are no longer required to file an RFC, TTRA, or tax sparing application every time an income of similar nature is paid to the same nonresident as long as the conditions for the continued enjoyment of treaty benefits or tax sparing rule are present. If the COE mentions tax residency as requisite, the Company need only require the nonresident to submit a TRC for such relevant year before making any payment. There is no need to file a new RFC, TTRA, or tax sparing application unless any of the requisites mentioned in the COE is absent.

The Supreme Court clarified in the case of *Deutsche Bank AG Manila Branch vs. Commissioner of Internal Revenue* (G.R. No. 188550, promulgated on August 19, 2013) that as the Philippines is bound to honor its treaty obligations, a prior application for a tax treaty relief within the period provided in the BIR's regulation cannot negate any entitlement to the relief. According to the Supreme Court, such tax treaty application or ruling "should merely operate to confirm the entitlement of the taxpayer to the relief." Thus, failure to file a TTRA prior to the occurrence of the transaction will not disqualify a person from availing of the relief under the tax treaty.

Hence, on March 31, 2021, the BIR issued Revenue Memorandum Order No. 14-2021 which repealed the provisions of Revenue Memorandum Order No. 8-2017 (Procedure for Claiming Tax Treaty Benefits for Dividend, Interest and Royalty Income of Nonresident Income Earners, dated October 24, 2016) insofar as the submission of a Certificate of Residence for Treaty Relief (CORTT) in order to avail of preferential treaty rates. Such submission of a CORTT shall be discontinued, provided that previously submitted CORTT Forms prior to

effectivity of Revenue Memorandum Order No. 14-2021 shall still be forwarded to the relevant Revenue District Offices for compliance checks. The said revenue memorandum order streamlined the process of securing tax treaty relief. A withholding agent or income payor may decide whether to apply the preferential tax treaty rates based on the prescribed documents submitted by a non-resident taxpayer prior to payment of income for the first time. Should the withholding agent or income payor decide to apply the preferential tax treaty rate, the said withholding agent or income payor is required to file with the BIR-ITAD at any time after the payment of the withholding tax, but in no case later than the last day of the fourth month following the close of the relevant taxable year, an RFC on the propriety of the withholding tax rates applied. Should the withholding agent or income payor decide not to apply the preferential tax treaty rate, the nonresident taxpayer may at any time after receipt of income file a tax treaty relief application (with a request for refund) with the BIR- International Tax Affairs Division.

SALE, EXCHANGE OR DISPOSITION OF SHARES

Capital Gains Tax, if sale was made outside the PSE

Unless an applicable treaty exempts such gains from tax or provides for preferential rates, the net capital gains realized by a citizen, resident alien, non-resident alien, whether or not engaged in trade or business within the Philippines, or a domestic corporation (other than a dealer in securities) during each taxable year from the sale, exchange or disposition of shares of stock (*i.e.* secondary sale of common shares by the holder to another party) outside the facilities of the PSE are subject to capital gains tax at the rate of 15% of the net capital gains realized during the taxable year. Capital gains tax will also apply if the publicly listed company that issued the shares sold does not comply the MPO requirement, If an applicable tax treaty exempts the gains from tax, an application for tax treaty relief must be properly filed with the Philippine tax authorities and should precede any availment of an exemption under a tax treaty.

(See discussions on RFC and TTRA above.)

The transfer of shares shall not be recorded in the books of a company , unless the BIR issues a CAR which certifies that the capital gains and documentary stamp taxes relating to the sale or transfer have been paid, or where applicable, a tax treaty relief has been confirmed by the BIR-ITAD or other conditions have been met.

Taxes on Transfer of Shares Listed and Traded at the PSE

Unless an applicable treaty exempts the sale from income and/or percentage tax, a sale or other disposition of shares of stock through the facilities of the PSE by a resident or a non-resident holder (other than a dealer in securities), is subject to a stock transaction tax at the rate of one-tenths of one percent (1/10 of 1%) of the gross selling price or gross value in money of the shares of stock sold or otherwise disposed. This tax is required to be collected by and paid to the Philippine Government by the selling stockbroker on behalf of his client. The stock transaction tax is classified as a percentage tax in lieu of a capital gains tax. Under certain tax treaties, the exemptions from capital gains tax discussed herein may not be applicable to stock transaction tax. *(See discussions on RFC and TTRA above.)*

In addition, value added tax ("VAT") of 12% is imposed on the commission earned by the PSE-registered broker from services provided in connection with the sale of shares. VAT is generally passed on to the client, the seller or transferor.

The stock transaction tax is classified as a percentage tax and is paid in lieu of a capital gains tax. Under certain income tax treaties, the exemptions from capital gains tax may not be applicable to stock transaction tax. The stock transaction tax will not apply if the shares are sold outside the facilities of the PSE, including during a

trading suspension. PSE Memorandum CN-No. 2012-0046 dated August 22, 2012 provides that immediately after December 31, 2012, the Philippine SEC shall impose a trading suspension for a period of not more than six months, on shares of a listed company who has not complied with the Minimum Public Ownership ("**MPO**") requirement which requires listed companies to maintain a minimum percentage of listed securities held by the public at 10% of the listed companies issued and outstanding shares at all times. In accordance with SEC Memorandum Circular No. 13, Series of 2017 issued on December 1, 2017, the MPO requirement on companies that undertake initial public offerings was increased from 10.0% to 20.0%, while existing publicly listed companies as of December 2017 remain to be subject to the 10.0% MPO. The PSE rule on MPO requires that listed companies shall, at all times, maintain a minimum percentage of listed securities held by the public of 10.0% or 20.0%, as applicable, of the listed companies' issued and outstanding shares, exclusive of any treasury shares. The sale of such listed company's shares during the trading suspension may be effected only outside the trading system of the PSE and shall therefore be subject to taxes on the sale of shares that are not listed or traded at the stock exchange (i.e., capital gains tax, documentary stamp tax, and possibly donor's tax if the fair market value of the shares of stock sold is greater than the consideration or the selling price, as the amount exceeding the selling price shall be deemed a gift subject to donor's tax under Section 100 of the Tax Code.) Companies which do not comply with the MPO after the lapse of the trading suspension shall be automatically delisted.

The stock transaction tax will also not apply if the shares sold are issued by a corporation that does not meet the MPO requirement, even if the sale is done through the facilities of the PSE. Revenue Regulations No. 16-2012 ("**R.R. 16-12**") provides that the sale, barter, transfer, and/or assignment of shares of listed companies that fail to meet the MPO requirement after December 31, 2012 will be subject to capital gains tax and documentary stamp tax. R.R. 16-12 also requires publicly listed companies to submit public ownership reports to the BIR within 15 days after the end of each quarter.

Prospective purchasers of the Common Shares should obtain their own tax advice in respect of their investment.

Documentary Stamp Tax

The original issue of shares of stock is subject to documentary stamp tax ("**DST**") of 75% of 1%, or a fractional part thereof, of the par value of the shares of stock issued. The DST on the issuance of the Common Shares shall be paid by the Company.

The secondary transfer of shares of stock outside the facilities of the PSE (or if the publicly listed company that issued the shares sold does not comply with the MPO requirement) is subject to a documentary stamp tax of ₱1.50 for each ₱200, or a fractional part thereof, of the par value of the share of stock transferred. The DST is imposed on the person making, signing, issuing, accepting or transferring the document and is thus payable by the vendor or the purchaser of the shares. However, the sale, barter or exchange of shares of stock listed and traded at the PSE (provided that publicly listed company that issued the shares sold complies with the MPO requirement) is exempt from documentary stamp tax.

In addition, the borrowing and lending of securities executed under the securities borrowing and lending program of a registered exchange, or in accordance with regulations prescribed by the appropriate regulatory authority, are likewise exempt from DST. However, the securities borrowing and lending agreement should be duly covered by a master securities borrowing and lending agreement acceptable to the appropriate regulatory authority, and should be duly registered and approved by the BIR.

Estate and Donor's Tax

Shares issued by a corporation organized under Philippine laws are deemed to have a Philippine *situs*, and any transfer thereof by way succession or donation, even if made by a non-resident decedent or donor outside the Philippines, is subject to Philippine estate and donor's tax, respectively.

The transfer of shares of stock upon the death of an individual holder to his heirs by way of succession, whether such holder was a citizen of the Philippines or an alien, regardless of residence, is subject to Philippine estate taxes at 6% of the net value of the estate at the time of death. On the other hand, individual stockholders, whether or not citizens or residents of the Philippines, who transfer shares of stock by way of gift or donation are liable to pay Philippine donor's tax on such transfer of shares a rate of 6% of the value of the gifts during the calendar year exceeding ₱250,000.

The sale, exchange, or transfer of shares outside the facilities of the PSE may also be subject to donor's tax when the fair market value of the shares of stock sold, exchanged, or transferred is greater than the amount of money received by the seller/transferor as this may qualify as a *transfer for less than adequate and full consideration* under Section 100 the Tax Code. In this case, the excess of the fair market value of the shares of stock sold/exchanged/transferred over the amount of money received as consideration may be deemed a gift subject to the 6% donor's tax. However, there is no *transfer for less than adequate and full consideration* if the transfer (by way of sale, exchange or otherwise) is made in the ordinary course of business, or one that is *bona fide,* at arm's length, and free from any donative intent. In this case, the transfer will be considered as made for an adequate and full consideration in money or money's worth, which is exempt from donor's tax.

Estate and donor's tax, however, shall not be collected in respect of intangible personal property, such as shares of stock: (a) if the decedent at the time of his death or the donor at the time of the donation was a citizen and resident of a foreign country which at the time of his death or donation did not impose a transfer tax of any character, in respect of intangible personal property of citizens of the Philippines not residing in that foreign country, or (b) if the laws of the foreign country of which the decedent or donor was a citizen and resident at the time of his death or donation allows a similar exemption from transfer or death taxes of every character or description in respect of intangible personal property owned by citizens of the Philippines not residing in that foreign country.

TAXATION OUTSIDE THE PHILIPPINES

Shares of stock in a domestic corporation are considered under Philippine law as situated in the Philippines and the gain derived from their sale is entirely from Philippine sources; hence such gain is subject to Philippine income tax and the transfer of such shares by way of donation (gift) or succession is subject to Philippine donor's or estate taxes, respectively as stated above.

The tax treatment of a non-resident holder of shares of stock in jurisdictions outside the Philippines may vary depending on the tax laws applicable to such holder by reason of domicile or business activities and such holder's particular situation. This Prospectus does not discuss the tax considerations on non-resident holders of shares of stock under laws other than those of the Philippines.

THE PHILIPPINE STOCK MARKET

The information presented in this section has been extracted from publicly available documents which have not been prepared or independently verified by us, the Joint Bookrunners, nor any of their respective subsidiaries, affiliates or advisors in connection with the sale of the Offer Shares.

The Exchange

The PSE is the only stock exchange in the Philippines. It is one of the oldest stock exchanges in Asia, having been in continuous operation since the establishment of the Manila Stock Exchange in 1927. The PSE previously maintained two trading floors, one in Makati City and the other in Pasig City, which were linked by an automated trading system that integrated all bid and ask quotations from the bourses. In February 2018, the PSE transferred to its new office located at the PSE Tower, Bonifacio Global City, Taguig City. The PSE Tower houses the PSE corporate offices and a single, unified trading floor.

Brief History

The Philippines initially had two stock exchanges, the Manila Stock Exchange, which was organized in 1927, and the Makati Stock Exchange, which began operations in 1963. Each exchange was self-regulatory, governed by its respective Board of Governors elected annually by its members.

Several steps initiated by the Government have resulted in the unification of the two bourses into the PSE. The PSE was incorporated on July 24, 1992 as a non-stock corporation by officers of both the Makati and the Manila Stock Exchanges. In March 1994, the licenses of the two exchanges were revoked. The PSE previously maintained two trading floors, one in Makati City and the other in Pasig City, which were linked by an automated trading system that integrated all bid and ask quotations from the bourses. In February 2018, the PSE transferred to its new office located at the PSE Tower, Bonifacio Global City, Taguig City. The PSE Tower houses the PSE corporate offices and a single, unified trading floor. On June 24, 2022, the PSE closed its trading floor at the PSE Tower, Bonifacio Global City to embrace digital trading. Traders are to conduct activities off-site instead of their trading booths, embracing remote setup. While the PSE shifted to "floorless trading," bell ringing ceremonies for new listings would still be conducted in the PSE headquarters.

In June 1998, the Philippine SEC granted the PSE "Self-Regulatory Organization" status, allowing it to impose rules as well as implement penalties on erring trading participants and listed companies. On August 8, 2001, the PSE completed its demutualization and converted from a non-stock member-governed institution into a stock corporation in compliance with the requirements of the SRC.

The PSE has an authorized capital stock of ₱120,000,000.00. As of March 1, 2024, the PSE had 85,598,798 issued shares, of which 3,513,952 are treasury shares, resulting in 82,084,846 total shares outstanding. In addition, a trading right evidenced by a "Trading Participant Certificate" was immediately conferred on each member broker allowing the use of the PSE's trading facilities. As a result of the demutualization, the composition of the PSE Board of Governors was changed, requiring the inclusion of seven brokers and eight non-brokers, one of whom is the President of the PSE.

On December 15, 2003, the PSE listed its shares by way of introduction at its own bourse as part of a series of reforms aimed at strengthening the Philippine securities industry.

Classified into financial, industrial, holding firms, property, services, and mining and oil sectors, companies are listed either on the PSE's Main Board or the Small, Medium and Emerging Board. In 2013, the PSE issued Rules on Exchange Traded Funds ("**ETF**") which provides for the listing of ETFs on an ETF Board separate from the PSE's existing boards. Previously, the PSE allowed listing on the First Board, Second Board or the Small, Medium

and Enterprises Board. With the issuance by the PSE of its Memorandum No. CN-No. 2013-0023 dated June 6, 2013, revisions to the PSE Listing Rules were made, among which changes are the removal of the Second Board listing and the requirement that lock-up rules be embodied in the articles of incorporation of the Issuer. Each index represents the numerical average of the prices of component stocks.

The PSE has an index, referred to as the PSEi, (previously "**PHISIX**"), which, as of date thereof, reflects the price movements of stocks listed on the PSE, based on traded prices of stocks from the various sectors. The PSE shifted from full market capitalization to free float market capitalization effective as of April 3, 2006, simultaneous with the migration to the free float index and the renaming of the PHISIX to PSEi. The PSEi is composed of 30 selected stocks listed on the PSE. In July 2010, the PSE's new trading system, now known as PSE Trade, was launched. In June 2015, the PSE Trade system was replaced by PSE Trade XTS.

The PSE launched its Corporate Governance Guidebook in November 2010 as another initiative of the PSE to promote good governance among listed companies. It is composed of ten guidelines embodying principles of good business practice and based on internationally recognized corporate governance codes and best practices.

With the increasing calls for good corporate governance and the need to consistently provide full, fair, accurate and timely information, the PSE adopted an online disclosure system to support the provision of material information coming from listed companies and enhance access to such reports by the investing public. In December 2013, the PSE replaced its online disclosure System ("**OdiSy**") with a new disclosure system, the PSE EDGE, which was acquired from the Korea Exchange and is a fully automated system, equipped with a variety of features to (i) further standardize the disclosure reporting process of listed companies on the PSE, (ii) improve investors' disclosure searching and viewing experience and (iii) enhance overall issuer transparency in the market.

In June 2015, the PSE shifted to a new trading system, the PSEtrade XTS, which utilizes NASDAQ's X-stream Technology. The PSEtrade XTS, which replaced the NSC trading platform provided by NYSE Euronext Technologies SAS, is equipped to handle large trading volumes. It is also capable of supporting the future requirements of the PSE should more products and services be introduced.

In November 2016, PSE received regulatory approvals to introduce new products in the stock market – the Dollar Denominated Securities and the Listing of PPP Companies.

In June 2018, the PSE received approval from the SEC to introduce short selling in the equities market. On November 6, 2023, the PSE officially launched and implemented its short selling program.

The PSE issued Memorandum LA No. 2011-0032 dated September 1, 2011, regarding the Supplemental Listing and Disclosure Requirements for Petroleum and Renewable Energy (RE) Companies (PRE Rules). In addition to the general listing requirements, Petroleum and RE Companies are required to submit the documentary requirements set forth in the Checklist of Documentary Requirements for Petroleum and RE Companies in case of an IPO or Listing by way of Introduction. Moreover, existing listed companies and Petroleum and RE Companies that will apply for initial listing with the PSE shall comply with the supplemental disclosure requirements specified in the Supplemental Disclosure Guidelines and Requirements for Petroleum and Renewable Energy Companies.

The PSE Rules provide that an applicant Petroleum or RE company must, at a minimum, demonstrate to the PSE that it is an operator or a co-venturer of a valid and subsisting Service/Operating Contract duly approved and awarded by the DOE. Moreover, an applicant Petroleum or RE company should prove that it has the right to participate actively in the exploration for and/or extraction of natural resources through adequate control over the assets, or through adequate rights which give it sufficient influence in decisions over the exploration for and/or extraction of natural resources.

The table below sets out movements in the composite index from 2005 to 2025, and shows the number of listed companies, market capitalization, and value of shares traded for the same period:

Year	Composite Index at Closing	Number of Listed Companies	Aggregate Market Capitalization (₱ Bn)	Combined Value of Turnover (₱ Bn)
2005	**2,096.0**	**237**	**5,948.4**	**383.5**
2006	**2,982.5**	**240**	**7,172.8**	**572.6**
2007	**3,621.6**	**244**	**7,978.5**	**1,338.3**
2008	**1,872.9**	**246**	**4,069.2**	**763.9**
2009	**3,052.7**	**248**	**6,029.1**	**994.2**
2010	**4,201.1**	**253**	**8,866.1**	**1,207.4**
2011	**4,372.0**	**253**	**8,697.0**	**1,422.6**
2012	**5,812.7**	**254**	**10,930.1**	**1,771.7**
2013	**5,889.8**	**257**	**11,931.3**	**2,546.2**
2014	**7,230.6**	**263**	**14,251.7**	**2,130.1**
2015	**6,952.1**	**265**	**13,465.2**	**2,151.4**
2016	**7,629.7**	**268**	**14,438.8**	**1,929.5**
2017	**8,558.4**	**267**	**17,538.1**	**1,958.4**
2018	**7,466.0**	**267**	**16,146.7**	**1,736.8**
2019	**7,815.3**	**268**	**16,710.0**	**1,770.0**
2020	**7,139.7**	**271**	**15,888.9**	**1,770.9**
2021	**7,122.6**	**276**	**18,081.1**	**2,233.1**
2022	**6,566.4**	**286**	**16,558.5**	**1,788.7**
2023	**6,540.0**	**283**	**16,740.6**	**1,475.7**
2024	**6,528.8**	**283**	**20,007.6**	**1,494.9**
2025	**6,052.9**	**282**	**19,730.0**	**1,780.0**

Source: PSE and PSE Annual Reports.

Trading

The PSE is a double auction market. Buyers and sellers are each represented by stock brokers. To trade, bid or ask prices are posted on the PSE's electronic trading system. A buy (or sell) order that matches the lowest asked (or highest bid) price is automatically executed. Buy and sell orders received by one broker at the same price are crossed at the PSE at the indicated price. Transactions are generally invoiced through a confirmation slip sent to customers on the trade date (or the following trading day). Payment of purchases of listed securities must be made by the buyer on or before the third trading day (the settlement date) after the trade.

Equities trading on the PSE starts at 9:30 a.m. and ends at 12:00 noon for the morning session, and resumes at 1:30 pm and ends at 3:30 pm for the afternoon session, with a ten-minute extension during which transactions may be conducted, provided that they are executed at the last traded price and are only for the purpose of completing unfinished orders. Trading days are Monday to Friday, except legal and special holidays and days when the BSP clearing house is closed, and such other days as may be declared by the Philippine SEC or the PSE, to be a non-trading day. From March 19, 2020 to December 3, 2021, on account of the COVID-19 pandemic, trading in the PSE was held as a continuous session from 9:30 a.m. to 1:00 p.m. daily. Beginning on December 6, 2021, trading in the PSE resumes to regular trading hours.

Minimum trading lots range from five (5) to one million (1,000,000) shares depending on the price range and nature of the security traded. The minimum trading lot for the Issuer's Shares is 10 shares. Odd-sized lots are traded by brokers on a board specifically designed for odd-lot trading.

To maintain stability in the stock market, daily price swings are monitored and regulated. Under current PSE regulations, whenever an order will result in a breach of the trading threshold of a security within a trading day, the trading of that security will be frozen. Orders cannot be posted, modified or cancelled for a security that is frozen. In cases where an order has been partially matched, only the portion of the order that will result in a breach of the trading threshold will be frozen. Where the order results in a breach of the trading threshold, the following procedures shall apply:

In case the static threshold is breached, the PSE will accept the order, provided the price is within the allowable percentage price difference under the implementing guidelines of the revised trading rules (i.e., 30% above and 50% below the previous day's reference or closing price, or the last adjusted closing price); otherwise, such order will be rejected. In cases where the order is accepted, the PSE will adjust the static threshold to 60%. All orders breaching the 60% static threshold will be rejected by the PSE.

In case the dynamic threshold is breached, the PSE will accept the order if the price is within the allowable percentage price difference under the existing regulations (i.e., 20% for security cluster A and newly-listed securities, 15% for security cluster B and 10% for security cluster C); otherwise, such order will be rejected by the PSE.

On February 1, 2024, the Rules on Volume Weighted Average Price ("VWAP") Trading was approved. A VWAP transaction is defined as a pre-arranged trade executed at the volume-weighted average price of a security.

VWAP trading may be done within a 15-minute window after the market's run-off period, or from 3:00 to 3:15 p.m. on full trading days and 12:10 p.m. to 12:25 p.m. on half-days, using the VWAP computed by the Exchange. VWAP transactions may only be executed through the trading facilities of the Exchange in accordance with the following parameters:

1. The execution price shall be computed based on the volume-weighted average price of a security in a given trading day;
2. The VWAP shall not exceed four decimal places; and 3. The value of the VWAP transaction shall be no less than Php 500,000.00.

VWAP trades are executed by a TP for different clients or its proprietary account through the VWAP trading facility of the Exchange, but the Exchange may introduce two-firm trading in the future with SEC approval. VWAP trades may only be executed during a VWAP trading session set by the Exchange and by authorized salesmen or traders of a TP.

VWAP trading is strictly prohibited for securities that are suspended or halted, and all executed trades are settled via Clearing Agency Rules and reflected in end-of-day reports.

Non-Resident Transactions

When the purchase/sale of Philippine shares involves a non-resident, whether the transaction is effected in the domestic or foreign market, it will be the responsibility of the securities dealer/broker to register the transaction with the BSP. The local securities dealer/broker shall file with the BSP, within three (3) business days from the transaction date, an application in the prescribed registration form. After compliance with other required undertakings, the BSP shall issue a Certificate of Registration. Under BSP rules, all registered foreign investments in Philippine securities including profits and dividends, net of taxes and charges, may be repatriated.

Settlement

The Securities Clearing Corporation of the Philippines ("**SCCP**") is a wholly-owned subsidiary of the PSE, and was organized primarily as a clearance and settlement agency for SCCP-eligible trades executed through the facilities of the PSE. SCCP received its permanent license to operate on January 17, 2002. It is responsible for: (1) synchronizing the settlement of funds and the transfer of securities through delivery versus payment, as well as clearing and settlement of transactions of clearing members, who are also PSE Trading Participants; (2) guaranteeing the settlement of trades in the event of a PSE Trading Participant's default through the implementation of its "Fails Management System" and administration of the Clearing and Trade Guaranty Fund, and; (3) performance of risk management and monitoring to ensure final and irrevocable settlement.

SCCP settles PSE trades on a three-day rolling settlement environment, which means that settlement of trades takes place two days after transaction date (T+2). The deadline for settlement of trades is 12:00 noon of T+2. Securities sold should be in scripless form and lodged under the book entry system of the PDTC. Each PSE Trading Participant maintains a Cash Settlement Account with one of the ten (10) existing Settlement Banks of SCCP which are Banco De Oro Unibank, Inc. ("**BDO Unibank**"), Rizal Commercial Banking Corporation ("**RCBC**"), Metropolitan Bank & Trust Company ("**Metrobank**"), Deutsche Bank ("**DB**"), Union Bank of the Philippines ("**Unionbank**"), The Hongkong and Shanghai Banking Corporation Limited ("**HSBC**"), Maybank Philippines, Inc. ("**Maybank**"), Asia United Bank Corporation ("**AUB**"), China Banking Corporation ("**Chinabank"**), and East West Banking Corporation (**"Eastwest"**). Payment for securities bought should be in good, cleared funds and should be final and irrevocable. Settlement is presently on a broker level.

SCCP implemented its Central Clearing and Central Settlement ("**CCCS**") system in May 29, 2006. CCCS employs multilateral netting, whereby the system automatically offsets "buy" and "sell" transactions on a per issue and a per flag basis to arrive at a net receipt or a net delivery security position for each clearing member. All cash debits and credits are also netted into a single net cash position for each clearing member. Novation of the original PSE trade contracts occurs, and SCCP stands between the original trading parties and becomes the Central Counterparty to each PSE-eligible trade cleared through it.

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On March 27, 2023, the SCCP successfully transitioned its clearing and settlement system ("**C&S**") to the Millennium Post Trade solution provided by LSEG Technology, a subsidiary of the London Stock Exchange Group. According to the PSE, the new C&S system can accommodate any settlement cycle and multi-currency assets and is capable of settlement of multiple trade dates in a single settlement date. The post trade infrastructure uses ISO industry messaging standard and provides its users with comprehensive collateral management information. The C&S system is also connected to the PSE trading engine, which will make real-time marking to market possible in the future.

Scripless Trading

In 1995, the PDTC, was organized to establish a central depository in the Philippines and introduce scripless or book-entry trading in the Philippines. On December 16, 1996, the PDTC was granted a provisional license by the SEC to act as a central securities depository.

All listed securities at the PSE have been converted into book-entry settlement in the PDTC. The depository service of the PDTC provides the infrastructure for lodgment (deposit) and upliftment (withdrawal) of securities, pledge of securities, securities lending and borrowing and corporate actions including shareholders' meetings, dividend declarations and rights offerings. The PDTC also provides depository and settlement services for non-PSE trades of listed equity securities. For transactions on the PSE, the security element of the trade will be settled through the book-entry system, while the cash element will be settled through the current settlement banks, BDO Unibank, RCBC, Metrobank, DB, Unionbank, HSBC, Maybank, AUB, Chinabank and Eastwest.

In order to benefit from the book-entry system, securities must be immobilized into the PDTC system through a process called lodgment. Lodgment is the process by which shareholders transfer legal title (but not beneficial title) over their shares of stock in favor of PCD Nominee Corporation ("**PCD Nominee**"), a corporation wholly owned by the PDTC whose sole purpose is to act as nominee and legal title holder of all shares of stock lodged into the PDTC. "**Immobilization**" is the process by which the warrant or share certificates of lodging holders are cancelled by the transfer agent and the corresponding transfer of beneficial ownership of the immobilized shares to PCD Nominee will be recorded in the Issuer's registry. This trust arrangement between the participants and PDTC through PCD Nominee is established by and explained in the PDTC Rules and Operating Procedures approved by the SEC. No consideration is paid for the transfer of legal title to PCD Nominee. Once lodged, transfers of beneficial title of the securities are accomplished via book-entry settlement.

Under the current PDTC system, only participants (e.g., brokers and custodians) will be recognized by the PDTC as the beneficial owners of the lodged equity securities. Thus, each beneficial owner of shares, through his participant, will be the beneficial owner to the extent of the number of shares held by such participant in the records of the PCD Nominee. All lodgments, trades and uplifts on these shares will have to be coursed through a participant. Ownership and transfers of beneficial interests in the shares will be reflected, with respect to the participant's aggregate holdings, in the PDTC system, and with respect to each beneficial owner's holdings, in the records of the participants. Beneficial owners are thus advised that in order to exercise their rights as beneficial owners of the lodged shares, they must rely on their participant-brokers and/or participant custodians.

Any beneficial owner of shares who wishes to trade his interests in the shares must execute the trade through a participant. The participant can execute PSE trades and non-PSE trades of lodged equity securities through the PDTC system. All matched transactions in the PSE trading system will be fed through the SCCP and into the PDTC system. Once it is determined on the settlement date (T+2) that there are adequate securities in the securities settlement account of the participant-seller and adequate cleared funds in the settlement bank account of the participant-buyer, the PSE trades are automatically settled in the CCCS system, in accordance with the SCCP and PDTC Rules and Operating Procedures. Once settled, the beneficial ownership of the securities is transferred from the participant-seller to the participant-buyer without the physical transfer of stock certificates covering the traded securities.

If a shareholder wishes to withdraw his stockholdings from the PDTC System, the PDTC has a procedure of upliftment under which PCD Nominee will transfer back to the shareholder the legal title to the shares lodged. The uplifting shareholder shall follow the Rules and Operating Procedure of the PDTC for the upliftment of shares lodged under the name of PCD Nominee. The transfer agent shall prepare and send a Registry Confirmation Advice to the PDTC covering the new number of shares lodged under PCD Nominee. The expenses for upliftment are generally on the account of the uplifting shareholder. See the section below entitled "*The Philippine Stock Market – Issuance of Stock Certificates for Certificated Shares.*"

The difference between the depository and the registry would be on the recording of the shares in the issuing corporations' books. In the depository set-up, shares are simply immobilized, wherein customers' certificates are cancelled and a confirmation advice is issued in the name of PCD Nominee Corp. Transfers among/between broker and/or custodian accounts, as the case may be, will only be made within the book-entry system of PDTC. However, as far as the issuing corporation is concerned, the underlying certificates are in the nominee's name. In the registry set-up, settlement and recording of ownership of traded securities will already be directly made in the corresponding issuing company's transfer agents' books or system. Likewise, recording will already be at the beneficiary level (whether it be a client or a registered custodian holding securities for its clients), thereby removing from the broker its current "de facto" custodianship role.

Amended Rule on Lodgment of Securities

On June 24, 2009, the PSE apprised all listed companies and market participants through Memorandum No. 2009-0320 that commencing on July 1, 2009, as a condition for the listing and trading of the securities of an applicant company, the applicant company shall electronically lodge its registered securities with the PDTC or any other entity duly authorized by the SEC, without any jumbo or mother certificate, in compliance with the requirements of Section 43 of the SRC. In compliance with the foregoing requirement, actual listing and trading of securities on the scheduled listing date shall take effect only after submission by the applicant company of the documentary requirements stated in Article III, Part A of the PSE's Revised Listing Rules.

Pursuant to the said amendment, the PDTC issued an implementing procedure in support thereof as follows:

For new companies to be listed at the PSE as of July 1, 2009 the usual procedure will be observed but the Transfer Agent of the companies shall no longer issue a certificate to PCD Nominee Corp. but shall issue a Registry Confirmation Advice, which shall be the basis for the PDTC to credit the holdings of the Depository Participants on listing date.

On the other hand, for existing listed companies, the PDTC shall wait for the advice of the Transfer Agents that it is ready to accept surrender of PCNC jumbo certificates and upon such advice the PDTC shall surrender all PCNC jumbo certificates to the Transfer Agents for cancellation. The Transfer Agents shall issue a Registry Confirmation Advice to PCNC evidencing the total number of shares registered in the name of PCNC in the issuer's registry as of confirmation date.

Further, the PSE apprised all listed companies and market participants on May 21, 2010, through Memorandum No. 2010-0246 that the Amended Rule on Lodgment of Securities under Section 16 of Article III, Part A of the Revised Listing Rules of the PSE shall apply to all securities that are lodged with the PDTC or any other entity duly authorized by the PSE.

For listing applications, the amended rule on lodgment of securities is applicable to:

(a) The offer shares/securities of the applicant company in the case of an initial public offering;

(b) The shares/securities that are lodged with the PDTC, or any other entity duly authorized by the SEC in the case of a listing by way of introduction;

(c) New securities to be offered and applied for listing by an existing listed company; and

(d) Additional listing of securities of an existing listed company.

Issuance Of Stock Certificates for Certificated Shares

On or after the listing of the shares on the PSE, any beneficial owner of the shares may apply with PDTC through his broker or custodian-participant for withdrawal from the book-entry system and return to the conventional paper-based settlement. If a shareholder wishes to withdraw his stockholdings from the PDTC system, the PDTC has a procedure of upliftment under which the PCD Nominee will transfer back to the shareholder the legal title to the shares lodged. The uplifting shareholder shall follow the Rules and Operating Procedures of the PDTC for the uplifting of the shares lodged under the name of the PCD Nominee. The transfer agent shall prepare and send a Registry Confirmation Advice to the PDTC covering the new number of shares lodged under the PCD Nominee.

Upon the issuance of stock certificates for the shares in the name of the person applying for upliftment, such shares shall be deemed to be withdrawn from the PDTC book-entry settlement system, and trading on such shares will follow the normal process for settlement of certificated securities. The expenses for upliftment of the shares into certificated securities will be charged to the person applying for upliftment. Pending completion of the upliftment process, the beneficial interest in the shares covered by the application for upliftment is frozen and no trading and book-entry settlement will be permitted until the relevant stock certificates in the name of the person applying for upliftment shall have been issued by the relevant company's transfer agent.

Amended Rule on Minimum Public Ownership

On December 1, 2017, the SEC issued SEC Memorandum Circular No. 13, Series of 2017 (SEC MC 13-2017) on the rules and regulations on minimum public ownership ("**MPO**") on initial public offerings.

SEC MC 13-2017, companies filing a registration statement pursuant to Sections 8 and 12 of the SRC and with intention to list their shares for trading in an exchange shall apply for registration with a public float of at least 20% of the companies' issued and outstanding shares. It shall, at all times, maintain an MPO of at least 20%. If the MPO of the company falls below 20% at any time after registration, such company shall bring the public float to at least 20% within a maximum period of 12 months from the date of such fall.

The determination of whether shareholdings are considered public or non-public is based on: (a) the amount of shareholdings and its significance to the total outstanding shares; (b) the purpose of investment; and (c) the extent of involvement in the management of the company shares held by the following are generally considered as held by the public: (a) individuals whose shares are not of significant size and which are non-strategic in nature; (b) PSE trading participants (such as brokers) whose shareholdings are non-strategic in nature; (c) investment funds and mutual funds; (d) pension funds which hold shares in companies other than the employing company or its affiliates; (e) PCD Nominee provided that none of the beneficial owners of the shares has significant holdings

(i.e., shareholdings by an owner of 10% or more are excluded and considered non-public); and (f) Social Security funds.

If an investment in a listed company is meant to partake of sizable shares for the purpose of gaining substantial influence on how the company is being managed, then the shareholdings of such investor are considered nonpublic. Ownership of 10% or more of the total issued and outstanding shares of a listed company is considered significant holding and therefore non-public.

Listed companies which become non-compliant with the minimum public ownership requirement will be suspended from trading for a period of not more than six months and will be automatically delisted if it remains non-compliant with the said requirement after the lapse of the suspension period.

Notwithstanding the quarterly public ownership report requirement of the PSE, listed companies listed on the PSE are required to (a) establish and implement an internal policy and procedure to monitor its MPO levels on a continuous basis; and (b) immediately report to the SEC within the next business day if its MPO level falls below 20%. Listed companies are also required to submit to the SEC a time-bound business plan describing the steps that the company will take to bring the public float to at least 20% within a maximum period of 12 months from, within ten days from knowledge that its MPO has become deficient. Listed companies are also required to submit to the SEC a public ownership report and progress report on any such submitted business plan within 15 days after end of each month until such time that its MPO reaches the required level.

The MPO requirement also forms part of the requirement for the registration of securities. Non-compliance with these MPO requirements subject publicly listed companies to administrative sanctions, including suspension and revocation of their registration with the SEC.

On August 3, 2020, the PSE issued Guidelines on MPO Requirement for Initial and Backdoor Listings, effective immediately. Under the guidelines, companies applying for initial listing through an IPO are required to have a minimum public offer size of 20% to 33% of its outstanding capital stock, as follows:

Market Capitalization	Minimum Public Offer
Not exceeding ₱500 million	**33% or ₱50 million, whichever is higher**
Over ₱500 million to ₱1 billion	**25% or ₱100 million, whichever is higher**
Over ₱1 billion	**20% or ₱250 million, whichever is higher**

A company listing through an IPO is required to maintain at least 20% public ownership level at all times, whether the listing is initial or through backdoor listing. For companies doing a backdoor listing, the 20% MPO requirement shall be reckoned from the actual issuance or transfer (as may be applicable) of the securities which triggered the application of the Backdoor Listing Rules or from actual transfer of the business in cases where the Backdoor Listing Rules are triggered by a substantial change in business.

On February 24, 2026, the SEC issued SEC Memorandum Circular No 11 Series of 2026 ("SEC MC No. 11") adjusting the MPO requirement for companies that list prior to the effectivity of the regulation and gave the PSE three (3) months from the effectivity of SEC MC No. 11 within which to amend and update its listing rules and regulations. Under SEC MC No. 11, a covered company filing registration statement pursuant to Sections 8 and 12 of the SRC with the intention to list their shares for trading on an exchange shall apply for registration with a public float that meets minimum requirements provided below:

Expected Market Capitalization at the Time of Listing	Minimum Initial Public Float
Not exceeding ₱500 million	**33%**
Over ₱500 million but not exceeding ₱1 billion	**25% (subject to a minimum offer size of ₱165 million)**
Over ₱1 billion but not exceeding ₱50 billion	**20% (subject to a minimum offer size of ₱250 million)**
Over ₱50 billion	**15% (subject to a minimum offer size of ₱10 billion)**

In cases involving issuers with exceptionally large expected market capitalization at the time of listing, the exchange may, upon a determination that market liquidity, investor protection, and orderly trading will not be impaired, endorse the application of a lower minimum initial public ownership requirement. This shall apply only to issuers with an expected market capitalization at the time of listing of not less than Two Hundred Billion Pesos (Php200,000,000,000); provided that such minimum initial public ownership shall in no case be lower than twelve percent (12%).

A covered company shall, at all times, maintain a public ownership percentage equal to or greater than the prescribed minimum corresponding to its market capitalization at the time of listing, as follows:

Expected Market Capitalization at the Time of Listing	Minimum Initial Public Float
Not exceeding ₱500 million	**20%**
Over ₱50 billion	**15% (subject to a minimum offer size of ₱10 billion)**

In cases where a lower minimum initial public ownership was approved, the minimum maintaining public ownership shall in no case be lower than the approved initial public ownership percentage.

Amended Listing Rules for Real Estate Investment Trusts ("REITs")

On February 7, 2020, the PSE issued Memorandum CN No. 2020-0005 on the Amended Listing Rules for Real Estate Investment Trusts ("**Amended REIT Listing Rules**"). Under the Amended REIT Listing Rules, a REIT must meet the following criteria in addition to the criteria in the PSE Listing Rules:

1. A REIT must be a stock corporation established in accordance with the Revised Corporation Code of the Philippines and the rules and regulations promulgated by the Commission principally for the purpose of owning income-generating real estate assets.
2. A REIT must have a dividend policy of distributing annually at least ninety percent (90%) of its distributable income as dividends to its shareholders in accordance with the REIT Act of 2009 and its IRR.
3. A REIT must be a public company upon and after listing, and to be considered as such, a REIT must have at least one thousand (1,000) public shareholders each owning at least fifty (50) shares of any class of shares who in the aggregate own at least one-third (1/3) of the outstanding capital stock.
4. A REIT must have a minimum paid-up capital of ₱300 million.

5. At least seventy-five percent (75%) of the deposited property of the REIT must be invested in, or consist of, income-generating real estate; provided, that a REIT shall not invest in real estate located outside the Philippines which exceeds more than forty percent (40%) of its deposited property and, provided further, that the REIT shall at all times secure a special authority from the securities and exchange commission in making such investment outside the Philippines.
6. At least 1/3 of the board of directors of a REIT must be independent directors, which in no case shall be less than two (2).
7. A REIT must appoint a qualified fund manager and property manager in accordance with the REIT Act of 2009 and its IRR, as may be amended.
8. Directors or officers of the REIT, fund manager, property manager, distributor and other REIT participants are subjected to the fit and proper rule under the REIT Act of 2009 and its IRR.
9. A newly formed REIT which invokes the frack record or operating history of its income generating real estate assets shall submit audited financial statements and any other supporting documents that reflect the back record or operating history of the REIT's income-generating real estate assets for the applicable period.
10. The Articles of Incorporation and By-Laws of the REIT shall provide that all of the shares of stock of the REIT shall be issued in the form of uncertificated securities and an investor may not require the REIT to issue a certificate in respect of any share recorded in their name.
11. Pursuant to Section 8 of these Rules, the REIT shall submit a firm undertaking on the part of its sponsors/promoters which transferred income-generating real estate to the REIT to reinvest in real estate or infrastructure projects in the Philippines any monies realized by such sponsors/promoters from (a) the subsequent sale of REIT shares or other securities issued in exchange of income generating real estate transferred by such sponsors/promoters to the REIT; or (b) the sale of any income-generating real estate to the REIT. The firm undertaking shall also state the firm commitment to regularly report to the REIT the status of implementation of the Reinvestment Plan.
12. The submission of a Reinvestment Plan by the sponsors/ promoters which transferred income-generating real estate to the REIT.
13. The REIT and its sponsors/promoters which transferred income-generating real estate to the REIT shall be parties to a listing agreement with the Exchange which contains, among others, their undertaking to comply with these Rules.

The Amended REIT Listing Rules also set out the special and regular reports required for REITs and the guidelines to observe in the reinvestment by the sponsors/promoters which transferred income generating real estate to the REIT.

On June 13, 2022, PSE issued Memorandum MEA No. 2022-0001 amending the Amended REIT Listing Rules relating to Lock-Up Exemption for REIT Sponsors and the Shareholder Equity Requirement. The pertinent amendments under MEA No. 2022-0001 are as follows:

1) To enable a secondary offering of REIT shares during the IPO, even in cases where the actual issuance of REIT shares to the sponsors/promoters in exchange for their contributed properties at a price lower than the IPO price may take place within the one hundred eighty (180)-day period before the IPO due to pending regulatory approvals, such shares issued to sponsors/promoters shall be exempted from the application of the Lock-Up Rule, provided that:

    a) The shares could not have been issued earlier than the 180-day period prior to the IPO because of pending regulatory requirements;
    b) The sponsors/promoters sell the exempted shares during the IPO, provided that, such sponsors/promoters may only sell shares during IPO to the extent of forty-nine percent (49%) of the REIT’s outstanding capital stock; ands
    c) REIT shares which are covered by this exemption but are not sold during the IPO shall lose their lock-up exemption and be subject to the 365-day lock-up counted from full payment.

Except as provided in the above Lock-Up Exemption, the shares of principal stockholders of a newly-incorporated REIT which invokes the track record of its income-generating real estate asset shall be subject to a 365-day lock-up period.

2) The maximum limit of REIT IPO Lock-Up Exemption is 94% of the outstanding capital stock of the REIT.
3) The ₱500 Million minimum stockholder's equity required under the existing PSE Listing and Disclosure Rules be present at the time of filing, instead of the fiscal year immediately preceding the filing of the listing application.
4) A newly-formed REIT is not prohibited from undertaking a secondary offering of shares during Initial Public Offering.

Mandatory Lock-Up Rule

MANDATORY LOCK-UP RULE FOR SME BOARD LISTING

On August 14, 2020, PSE issued Memorandum Circular No. 2020-0080 ("**C.N. No. 2020-0080**"), revising the Mandatory Lock-Up Rule for Small, Medium and Emerging ("**SME**") Board Listing, effective immediately. Under C.N. No. 2020-0080, the applicant company shall cause its existing non-public stockholders and their related parties to refrain from selling, assigning, encumbering or in any manner disposing of their shares for a period of one (1) year after the listing of such shares. All other stockholders shall not be subject to mandatory lockup. "Non-public stockholders" was defined under C.N. No. 2020-0080 as the applicant company's:

1. Principal stockholders (i.e. the owner of 10% or more of the issued and outstanding shares);
2. Subsidiaries or affiliates;
3. Directors;
4. Principal officers; and,
5. Any other person who has substantial influence on how the applicant company is being managed.

Meanwhile, "related parties" was defined as the non-public stockholder's:

- Principal stockholders (i.e., the owner of 10% or more of the issued and outstanding shares);
- Subsidiaries or affiliates;
- Directors;
- Principal officers; and
- Members of the immediate families sharing the same household of any of its principal stockholders, directors, or principal officers.

AMENDMENTS TO THE LOCK-UP RULE IN THE MAIN BOARD AND SME BOARD

On June 13, 2022, PSE issued Memorandum MEA No. 2022-0003, amending the lock-up rule in the Main Board Listing Rules and SME Board Listing Rules. The amendment allows alternative investment funds ("**AIFs**") or their investment vehicle with demonstrated track record in private equity investments to sell during IPO the shares that they acquired within 180 days prior to the IPO at a price lower than the IPO price, subject to certain conditions.

Voluntary and Involuntary Delisting Rules

On December 1, 2020, PSE issued Memorandum Circular No. 2020-0104 ("**C.N. 2020-0104**") on the amendments to the voluntary delisting rules. Under C.N. 2020-0104, the delisting must be approved by: (i) at least two-thirds (2/3) of the entire membership of the Board, including the majority, but not less than two, of all of its independent directors; and (ii) Stockholders owning at least two-thirds (2/3) of the total outstanding and listed shares of the listed company.

Further, the number of votes cast against the delisting proposal should not be more than ten percent (10%) of the total outstanding and listed shares of the listed company.

As regards the tender offer price, the minimum tender offer price shall be the higher of: (i) the highest valuation based on the fairness opinion or valuation report prepared by an independent valuation provider in accordance with SRC Rule 19.2.6; or (ii) the volume weighted average price of the listed security for one year immediately preceding the date of posting of the disclosure of the approval by the Company's Board of Directors of the Company's delisting from the Exchange.

A listed company may also be involuntarily delisted based on the grounds set out in applicable PSE regulations. A decision of the PSE to involuntarily delist a company shall be rendered after the latter has been given the opportunity to be heard and to present evidence and arguments.

Rule on Initial Listing Through a Preferred Shares Offering

On May 24, 2022, PSE issued Memorandum Circular No. 2022-0023 ("**C.N. 2022-0023**"), which provides the Rule on Initial Listing through a Preferred Shares Offering, effective immediately. Under C.N. 2022-0023, the minimum offering to the public shall be at least One Billion Pesos (₱1,000,000,000.00) or twenty percent (20%) of the market capitalization of preferred shares applied for listing, whichever is higher.

Further, upon listing, the applicant company should have at least 1,000 stockholders, each owning at least one (1) board lot, whether it is listing on the Main Board or the SME Board. After listing, the listed company shall be subject to the 20% public float requirement.

As regards the lock-up rule, the 180-day / 365-day lock-up rule shall not apply to the initial listing through a preferred shares offering; however, preferred shares and instruments entitling the holder to issuance of preferred shares (e.g., convertible bonds, warrants) issued and fully paid within 180 days before the initial public offering ("**IPO**") at a price lower than the IPO price shall be locked up for 365 days from full payment. If the applicant company has outstanding common shares which are listed, the same will not be covered by the lock-up rule. Companies mandated by law or regulation to list and/or offer their shares to the public cannot list through this mode of initial listing. A company that lists under C.N. 2022-0023 also cannot list by way of introduction.

Revised Rules on Backdoor Listing

On May 26, 2022, PSE issued Memorandum Circular No. 2022-0024 ("**C.N. No. 2022-0024**"), Revised Rules on Backdoor Listing, effective immediately. Under C.N. No. 2022-0024, backdoor listing is deemed to occur if the following elements are present:

1. The listed company, directly or indirectly, acquires the shares or assets of an unlisted company or person or group of persons or vice versa; and
2. Such transaction or series of transactions results or will result in:
    1. Change in control or de facto control of the listed company; and/or
    2. Substantial change in the business of the listed company.

Change in control takes place when the purchaser acquires more than fifty percent (50%) of the voting power of the listed company while de facto control is acquired if the purchaser becomes the single largest substantial shareholder of the listed company after the transaction leading to the backdoor listing. Meanwhile, there is substantial change in business of the listed company if the value of the new business or assets acquired is more than fifty percent (50%) of the total assets of the listed company, based on the audited consolidated financial statements of the listed company as of the end of the fiscal year preceding the backdoor listing or the latest available interim financial statements, as may be applicable.

Some of the notable salient provisions of C.N. No. 2022-0024 are as follows:

1. Corporate approvals for primary issuance of shares resulting in backdoor listing are required, as follows:
    a. At least 2/3 of the entire membership of the Board of Directors, including the majority (but not less than two) of its independent directors; and
    b. Stockholders owning at least 2/3 of the total issued and outstanding shares of the listed company.

2. Where a transaction results in change of control of the listed company but the new controlling stockholder will not conduct a tender offer on the basis of any of the exemptions provided in SRC Rule 19.3, the new controlling stockholder or the listed company must submit to the Exchange a written confirmation from the SEC that the mandatory tender offer requirement is not applicable. Meanwhile, if the transaction results in substantial change in business of the listed company without the listed company effecting a change in its Registration Statement, the listed company must also submit a written confirmation from the SEC that amendment of its Registration Statement is not required. Pending submission of these confirmations, the trading of the shares of the listed company will remain to be suspended.

3. A backdoor-listed company shall conduct a public offering of at least ten percent (10%) of its issued and outstanding shares within one (1) year from closing or completion of the transaction giving rise to backdoor listing. A stock rights offering ("**SRO**") shall not be deemed a public offering for purposes of this rule. Prior to the conduct of the public offering, the listed company shall not conduct any private capital-raising activity (except SRO, Employee Stock Option Plan and stock dividend declaration), unless the same is necessary to comply with the 20% MPO requirement. Secondary offering of shares under trading suspension or lock-up shall not be allowed during the public offering. Non-compliance with the public offering requirement within the prescribed 1-year period shall result in trading suspension of the listed shares.

The lock-up rule pursuant to the transaction shall be six (6) months after the conduct of the public offering. Shares held by stockholders owning at least ten percent (10%) of the total issued and outstanding shares shall be locked up for one (1) year from closing or completion of the transaction giving rise to backdoor listing.

SHORT SELLING RULES

On October 2, 2023, the PSE announced that the PSE Guidelines for Short Selling Transactions shall take effect immediately and that it would officially launch its short selling program on October 23, 2023. However, the planned launch and implementation of the PSE Guidelines for Short Selling Transactions was eventually postponed to November 6, 2023.

Under the PSE Guidelines for Short Selling Transactions, as amended, securities that are eligible for short selling are limited to PSEi constituents, MidCap Index constituents, Dividend Yield Index constituents, and exchange traded funds. An eligible security must maintain a ratio of short interest to outstanding shares at less than or equal to 10% or as may be prescribed by the PSE. The "short interest" or the "outstanding short position" refers to the cumulative number of shares of a security sold short that have not yet been closed out, adjusted for corporate actions as may be applicable.

The PSE trading system shall not accept short selling orders for ineligible securities. Only PSE trading participants are allowed to enter short selling orders. Clients who want to place short selling orders must course these orders through their respective trading participants. Prior to entering the short selling order, the trading participant is required to determine that the client has entered into the necessary borrowing arrangements for the eligible securities subject of the short sale. Trading participants must also comply with the uptick rule under Section 3 of SRC Rule 24.2-2 and Section 5.2(b) of the Revised Trading Rules of the Exchange, or relevant revisions thereto.

The requirements of the PSE and the Philippine SEC on securities borrowing and lending should be complied with by the short seller for purposes of complying with the PSE Trading Rules prohibition against "naked short sales."

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LEGAL MATTERS

All legal opinions/matters in connection with the Offer will be passed upon by Romulo Mabanta Buenaventura Sayoc & de los Angeles ("**Romulo Buenaventura**") for the Company and SyCip Salazar Hernandez & Gatmaitan for the Sole Issue Manager, Lead Underwriter and Sole Bookrunner ("**SyCipLaw**"). Romulo Buenaventura and SyCipLaw have no direct or indirect interest in Tubig. Romulo Buenaventura and SyCipLaw may, from time to time, be engaged to advise in the transactions of the Company and perform legal services on the basis that Romulo Buenaventura and SyCipLaw provide such services to its other clients. Matters requiring the opinion of independent counsel shall be passed upon by LGTON Law.

Each of the foregoing legal counsels has neither shareholdings nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the Company's securities. Neither of the legal counsels will receive any direct or indirect interest in any of the Company's securities (including options, warrants or rights thereto) pursuant to or in connection with the Offer.

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INDEPENDENT AUDITORS

Reyes Tacandong & Co. has acted as TPHI's external auditor for the years ended December 31, 2012 to 2026 and has served as TPGI's external auditor since 2018. Mr. Cedric M. Caterio is the current audit partner for TPHI and has served as such since the December 31, 2023 audit while Mr. Dreo B. Guieb is the current audit partner for TPGI and has served as such since the December 31, 2021 audit. The Group has not had any material disagreements on accounting and financial disclosures with its current external auditor for the same periods or any subsequent interim period.

Reyes Tacandong & Co. issued a report, as stated in their report attached to this Prospectus, on the pro-forma financial information of the Company as at June 30, 2026 and December 31, 2025 and for the six-month period ended June 30, 2026 and for the year ended December 31, 2025. Reyes Tacandong & Co. issued a report, as stated in their report attached to this Prospectus, on the special purpose pro forma financial information of the Company as at and for the years ended December 31, 2023, 2024 and 2025. Reyes Tacandong & Co. also issued a review report on the interim financial information of the Company as at June 30, 2026 and for the six month period ended.

Reyes Tacandong & Co., has neither shareholdings in the Group nor any right, whether legally enforceable or not, to nominate persons or to subscribe for the securities of the Group. Reyes Tacandong & Co. will not receive any direct or indirect interest in the Group or its securities (including options, warrants or rights thereto) pursuant to or in connection with the Offer. The foregoing is in accordance with the Code of Ethics for Professional Accountants in the Philippines set by the Board of Accountancy and approved by the Professional Regulation Commission.

The following table sets out the aggregate fees paid to Reyes Tacandong & Co. for professional services rendered in respect of the audit of the Group’s historical financial statements, excluding out-of-pocket expenses incidental to such services and excluding fees directly related to the Offer:

	2023	2024	2025
Audit and Audit Related Fees			
TPHI	570,000	570,000	570,000
TPGI	1,525,000	1,800,000	2,250,000

TPHI also expects to adopt an Audit Committee Charter that provides that the Audit Committee shall, among other activities: (1) review and evaluate the professional qualifications, performance and independence of the external auditor and the lead partner, (2) review and approve, with the external auditor, tshe nature and scope of the audit plans, (3) review and approve the fees, remuneration and terms of engagement of the external auditor for audit and non-audit services, (4) evaluate and approve the non-audit work conducted by the external auditor, (5) review reports or communications of the external auditor, and (6) ensure that the external auditor complies with auditing standards.

In addition, TPHI s Manual of Corporate Governance sets out the duties and functions of the Audit Committee, among others. Audit-related corporate actions are endorsed by the Audit Committee (on recommendation by the Chief Audit Executive) to the Board, which then determines the matter.

There is no arrangement that experts will receive a direct or indirect interest in the Issuer or was a promoter, underwriter, voting trustee, director, officer, or employee of the Issuer.

FINANCIAL INFORMATION

The following pages set forth the Company's audited consolidated financial statements as of and for the years ended December 31, 2023, 2024, 2025; the Company's reviewed interim consolidated financial statements as of and for the six-month period ended June 30, 2026; and the Company's unaudited pro forma financial statements as of and for the periods ended December 31, 2025 and June 30, 2026.

THE ISSUER

Tubig Pilipinas Holdings Inc.
3rd Floor, JTKC Centre,
2115 Pasong Tamo,
Makati City, Philippines

SOLE ISSUE MANAGER, LEAD UNDERWRITER AND SOLE BOOKRUNNER

China Bank Capital Corporation
28/F BDO Equitable Tower
8751 Paseo de Roxas,
Makati City, Philippines

LEGAL ADVISORS

To the Issuer

Romulo Mabanta Buenaventura Sayoc & de los Angeles
21/F AIA Tower
8767 Paseo de Roxas
Makati City 1226

To the Sole Issue, Manager, Lead Underwriter and Sole Bookrunner

SyCip Salazar Hernandez & Gatmaitan
105 Paseo de Roxas
Legazpi Village
Makati City 1229

STOCK AND TRANSFER AGENT

Professional Stock Transfer, Inc.
10/F Telecom Plaza Building
316 Sen. Gil Puyat Avenue,
Makati City

RECEIVING AGENT

Stock Transfer Service, Inc.
34-D Rufino Pacific Tower,
6784 Ayala Avenue,
Makati City

INDEPENDENT AUDITORS

Reyes Tacandong & Co.
BDO Towers Valero,
8741 Paseo de Roxas
Makati City, 1226