

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS
INFORMATION STATEMENT PURSUANT TO SECTION 20
OF THE SECURITIES REGULATION CODE

1. Check the appropriate box:
 Preliminary Information Statement
 Definitive Information Statement
2. Exact name of the Registrant as specified in its charter: **PHILWEB CORPORATION**
- Province, Country or other jurisdiction of Industry Classification Code Incorporation or Organization: **Philippines**
4. SEC Identification Number: **39121**
5. BIR Tax Identification Number: **000-141-527-000**
6. Address of principal office: **41st Floor, One San Miguel Avenue Condominium, San Miguel Avenue corner Shaw Boulevard, Ortigas Center, Pasig City, Philippines**
7. Registrant's Telephone No.: **(632) 82365577**
8. Date, time and place of the meeting of security holders: **June 24, 2026 at 03:00 p.m. and shall be conducted by remote communication via Zoom at https://us02web.zoom.us/webinar/register/WN_TcAokO-qSe2VqeVET1M6gw.**
Thus, the stockholders may only attend by remote communication or by appointing the Chairman as proxy.
9. Approximate date on which the Information Statement is first to be sent or given to security holders: **May 29, 2026**
10. Securities registered pursuant to Sections 4 and 8 of the RSA:
- | Title of Each Class | Number of Shares of Common Stock |
|------------------------|---|
| Outstanding | |
| Common Stock | 1,435,776,680 common shares |
| P1.00 par value | (net of treasury shares of 81,380,938) |
11. Are any or all these securities listed on the Philippine Stock Exchange:
Yes No

**WE ARE NOT ASKING YOU FOR A PROXY
AND YOU ARE REQUESTED NOT TO SEND US A PROXY**

INFORMATION STATEMENT

GENERAL INFORMATION

Date, Time and Place of Meeting of Security Holders

The annual stockholders' meeting will be held on 24 June 2026 at 03:00 p.m. by remote communication via Zoom:

https://us02web.zoom.us/webinar/register/WN_TcAokO-qSe2VqeVET1M6gw

The Corporation will dispense with the physical attendance of the stockholders at the meeting. Thus, the stockholders may only attend by remote communication or by appointing the Chairman as proxy.

The complete mailing address of the principal office of the Corporation is **41st Floor, One San Miguel Avenue Condominium, San Miguel Avenue corner Shaw Boulevard, Ortigas Center, Pasig City, Philippines.**

The approximate date when the information statement will be first sent to security holders will be on May 29, 2026

Participation by Remote Communication

The 2026 Annual Stockholders' Meeting will be conducted by remote communication via Zoom at https://us02web.zoom.us/webinar/register/WN_TcAokO-qSe2VqeVET1M6gw. The stockholders may attend and participate at the meeting by following the instructions below:

- a. Stockholders should notify the Corporation by sending an email to corpsec@philweb.com.ph on or before June 11, 2026.
- b. All successfully registered stockholders will receive an invitation by email containing the link to the meeting and password and the meeting procedures.
- c. Stockholders who have notified the Corporation and were registered will be included in the determination of the existence of a quorum.
- d. Stockholders who intend to attend and vote by proxy should submit their proxies to the Office of the Corporate Secretary at 41st Floor, One San Miguel Avenue Condominium, San Miguel Avenue corner Shaw Boulevard, Ortigas Center, Pasig City, Philippines or email to corpsec@philweb.com.ph not later than June 15, 2026 at 2:00 p.m.
- e. The meeting shall be recorded in audio and video formats and copies thereof shall be retained by the Corporation.

Dissenters' Right of Appraisal

There are no matters to be taken up during the annual stockholders' meeting with respect to which the law allows the exercise of appraisal right by any dissenting stockholder. The Corporation Code limits the exercise of the appraisal right to the following instances:

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

Since the matters to be taken up do not include any of the foregoing, the appraisal right will not be available.

However, if at any time after this Information Statement has been sent out, an action which may give rise to the right of appraisal is proposed at the meeting, any stockholder who voted against the proposed action and who wishes to exercise such right must make a written demand, within thirty (30) days after the date of the meeting or when the vote was taken, for the payment of the fair market value of his shares. Upon payment, he must surrender his certificates of stock. No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment.

INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

The directors, officers, nominees for directors and their associates do not have a substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon, other than election to office.

No person has informed the Corporation in writing that he intends to oppose any action to be taken by the Corporation at the meeting.

CONTROL AND COMPENSATION INFORMATION

Voting Securities and Principal Holders Thereof

There are 1,435,776,680 outstanding common shares (net of treasury shares of 81,380,938) as of May 15, 2026 entitled to notice and to vote during the meeting. Each common share is

entitled to one vote, except with respect to the election of directors where the stockholders are entitled to cumulative voting. There is no classification of voting securities.

The record date to determine the stockholders entitled to notice and to vote at the meeting is on May 27, 2026.

The election of the members of the board of directors for the current fiscal year will be taken up and all stockholders have the right to cumulate their votes in favor of their chosen nominees for director in accordance with Section 24 of the Revised Corporation Code. Section 24 provides that a stockholder, may vote such number of shares registered in his name as of the record date for as many person as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit. The total number of votes cast by such stockholders should not exceed the number of shares owned by him as shown in the books of the corporation multiplied by the whole number of directors to be elected.

No person has informed the Corporation in writing that he intends to oppose any action to be taken by the Corporation at the meeting.

Security Ownership of Certain Record and Beneficial Owners and Management

(1) Security Ownership of Certain Record and Beneficial Owners

As of April 30, 2026, the Corporation knows of no one who beneficially owns more than 5% of its common stock except as set forth in the table below:

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<i>Title of Class</i>	<i>Name and Address of Record Owner and Relationship with Issuer</i>	<i>Name of Beneficial Owner and Relationship with Record Owner</i>	<i>Citizenship</i>	<i>Amount and Nature of Record / Beneficial Ownership (indicate "r" or "b")</i>	<i>Percent Held</i>
Common	Nexora Holdings Inc. 17th Floor, Unit 1702, High Street South Corporate Plaza Tower 2, 11th Avenue corner 26th Street, Bonifacio Global City, Taguig City	Crisanto Roy B. Alcid Proxy/Representative	Filipino	495,744,612 (r&b - direct)	34.53%
Common	Velora Holdings Inc. 17th Floor, Unit 1702, High Street South Corporate Plaza Tower 2, 11th Avenue corner 26th Street, Bonifacio Global City, Taguig City	Baijie Yang Proxy/Representative	Chinese		23.11%
Common	Philweb Capital Corporation 6/F Adamson Centre, 121 L.P. Leviste Street, Salcedo Village, Makati City Stockholder	Edgar Brian K. Ng Proxy/Representative	Filipino	157,044,156 (r&b - direct)	

(2) Security Ownership of Management

As of April 30, 2026, the following are the details of the security ownership of Management based on total outstanding shares of 1,435,776,680:

<i>Title of Class</i>	<i>Name of Beneficial Owner</i>	<i>Citizenship</i>	<i>Number of Shares and Nature of Beneficial Ownership</i>	<i>Percentage of Ownership</i>
Common	Crisanto Roy B. Alcid Chairman/CEO	Filipino	100 (direct) 95,744,612 (indirect)	0.00% 34.53%
Common	Edgar Brian K. Ng	Filipino	326,500 (direct)	0.02%

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	Director/ President/COO			
Common	Jacob Louie Policarpio Director	Filipino	100 (direct)	0.00%
Common	Ernesto C. Lagdameo III Director	Filipino	100 (direct)	0.00%
Common	Jianbo Huang Director	Filipino	100 (direct)	0.00%
Common	Tzu-Chuan Tseng Director	Filipino	5,020,000 (direct)	0.35%
Common	Daniel Tirona Francisco Independent Director	Filipino	100 (direct)	0.00%
Common	Rafael B. Ortigas Independent Director	Filipino	1,200 (direct)	
Common	Anthony Ferdinand C. Yu Independent Director	Filipino	100 (direct)	0.00%
Common	Marie Antonette B. Quiogue Independent Director	Filipino	100 (direct)	0.00%
Common	Alexius D. Coliat CFO/Treasurer	Filipino	0 (direct)	0.00%
Common	Ricky e. Rosario CFO/Comptroller	Filipino	0 (direct)	0.00%
Common	Mona Liza I. Navarro Vice President	Filipino	11,500 (direct)	0.00%
Common	Maria Anna Cristina B. de Jesus Corporate Secretary/ AVP	Filipino	0 (direct)	0.00%
Aggregate Ownership of Directors and Officers as a Group			101,104,512	34.90%

There are no voting trust agreements or any other similar agreement that may result in a change in control of the Company of which the Company has any knowledge.

A change in control of the Corporation occurred during the current fiscal year upon the completion of the Share Purchase Agreement between Gregorio Araneta Inc. and Nexora Holdings Inc. and Velora Holdings Inc., whereby the Buyers acquired 829,574,354 common shares, representing approximately fifty-seven percent (57%) of the issued and outstanding capital stock of the Corporation. As a result, Nexora Holdings Inc. and Velora Holdings Inc. assumed control of the Corporation.

In connection therewith, and pursuant to the closing obligations under the Share Purchase Agreement, the Board of Directors accepted the resignations of Mr. Gregorio Araneta III as Chairman, Mr. Alfonso M. Araneta, Mr. Alfonso M. Araneta, Mr. Edgar N. Ang, Atty. Mario A. Oreta, Mr. William M. Valtos Jr., and Mr. Philip S. Tuazon.

Thereafter, the Board elected Mr. Ernesto C. Lagdameo III, Mr. Jacob Louie Policarpio, Mr. Jianbo (Bob) Huang, and Ms. Tzu-Chuan Tseng as directors, and Atty. Marie Antoinette B. Quiogue, Mr. Daniel Tirona Francisco, and Mr. Anthony Ferdinand C. Yu as independent directors, to serve as replacements for the resigning directors. The Board was accordingly reconstituted following such elections.

Mr. Crisanto Roy B. Alcid was likewise appointed as Chairman of the Board.

Directors and Executive Officers

PhilWeb's Board of Directors is composed of 10 members elected by and from among the Company's stockholders. The Board is responsible for providing overall management and direction to the Company.

The present directors and executive officers of the Company and a brief description of their business experience for the past five years are discussed below:

Name	Age	Position/Citizenship/Period Served/Term of Office
Crisanto Roy B. Alcid	56	Director & -Chairman/Filipino/10 years/1 year
Edgar Brian K. Ng	56	Director & President/Filipino/5 years/1 year
Jacob Louie Policarpio	56	Director/Filipino/3 months/5 months
Ernesto C. Lagdameo III	67	Director/Filipino/3 months/5 months
Jianbo Huang	48	Director/English/3 months/5 months
Tzu-Chuan Tseng	43	Director/Taiwanese/3 months/5 months
Rafael B. Ortigas	48	Director/Filipino/22 years/1 year
Daniel Tirona Francisco	56	Director/Filipino/1 month/3 months
Anthony Ferdinand C. Yu	56	Director/Filipino/1 month/3 months
Marie Antonette B. Quiogue	43	Director/Filipino/ 1 month/3 months
Ricky E. Rosario	38	CFO & Comptroller/Filipino/6 years/1 year
Alexius D. Coliat	50	CFO & Treasurer/Filipino/6 years/1 year
Mona Liza I. Navarro	46	Vice President/Filipino/8 years/1 year
Maria Anna Cristina B. de Jesus	44	Corporate Secretary/Filipino/1 year/ 1 year

Crisanto Roy B. Alcid was elected Chairman of the Company in December 2025, prior to this he was the Vice-Chairman of the Company since September 2017. He was elected Director of the Company in April 2015. He is the President and Chief Operating Officer of Araneta Properties, Inc. while concurrently serving as Director and Executive Vice President of Gregorio Araneta, Inc., Carmel Development Corp., Gregorio Araneta Management Corporation, and Araza Resources Corporation. Before joining the Araneta Group, he was formerly connected with Ayala Land, Inc., Asiatrust Development Bank, and Citibank N.A. Mr. Alcid holds a Bachelor of Science Degree in Management Engineering from the Ateneo de Manila University and has completed the General Management Program at the Harvard Business School.

Edgar Brian K. Ng was elected Director of the Company in February 2020. He is the President of the Company. In the past, he served as Managing Director/Country Manager of Affinity Express Philippines, Inc., Vice President & Country Manager of RR Donnelley Global Outsourcing, Director for Operations of OfficeTiger Philippines Corporation, and Director of Special Projects (Global Operations Support) for SPi. He also spent six years with The Print Town Group starting as a Prepress Manager for FEP Printing Corp and ending as Senior Vice President of LexMedia Digital. Aside from the corporate world, Mr. Ng was an instructor at both the undergraduate and graduate levels of Ateneo Universities. He has a Bachelor of Arts degree from the Ateneo de Manila University and an MBA from the Ateneo Graduate School of Business.

Rafael B. Ortigas was elected Director of the Company in April 2002. He is the Chairman and President of Leafar Commercial Corporation, a Director of Sagitro, Inc. and ISM Communications Corporation. He was a director of Itogon-Suyoc Resources, Inc., and OCLP Holdings, Inc. and former General Partner of Ortigas and Company Ltd. Partnership. He is also a Trustee and President of Leafar Foundation, Inc. and a Trustee of the Ortigas Foundation, Inc. He has a Bachelor of Science degree in Computer Science from De La Salle University and an MBA from Ateneo de Manila Graduate School of Business.

Jianbo Huang is a senior executive with more than fifteen years of international experience in the gaming and sports betting industry, with particular expertise in trading, risk management, and fraud operations. He previously served in various senior roles at bet365, where he built a strong foundation in in-play trading, fraud supervision, operational risk control, and training and organizational development. His professional background is marked by a focus on operational discipline, system-driven risk frameworks, and the development of high-performing teams. Mr. Huang holds a Master of Science in Computing and Information Systems and a Bachelor of Arts (Honours) in Marketing from the University of Greenwich.

Ernesto Cojuangco Lagdameo III is a senior finance executive with extensive experience in banking, corporate finance, and technology-focused enterprises. He currently serves as Chief Financial Officer of VOXP Technologies and Innovations, Inc. and Telepondo, Inc., and as Treasurer of Buenaventura Echauz and Partners,

Inc., where he provides strategic financial and advisory oversight. Mr. Lagdameo previously served as Vice President of JP Morgan Chase, with senior roles in New York and Manila covering corporate finance, trade, and relationship management. He holds a double degree in Psychology and Accounting from De La Salle University, Manila, and is a Certified Public Accountant.

Jacob Policarpio is a business executive and entrepreneur with extensive experience in management, finance, and operations across investment, manufacturing, food, and trading enterprises. He is the Managing Partner of TABAC Inc. and the Proprietor and General Manager of Flavors of the Kitchen, where he oversees strategic direction, financial performance, and day-to-day operations.

Tzu-Chuan Tseng is a graduate of the University of Illinois Urbana-Champaign, College of Law. She has more than ten (10) years of experience in the online gaming sector across various regulated markets and jurisdictions, including the United Kingdom, Brazil, and the Philippines.

Marie Antonette B. Quiogue holds a Master of Laws (LL.M.) from Columbia Law School, a Master of Business Administration (MBA) from De La Salle University, and a Juris Doctor (JD), where she graduated as Valedictorian, from the Far Eastern University Institute of Law. She is the Founder and Chief Executive Officer of Arden Consult, a firm specializing in legal, regulatory, and strategic advisory services for the gaming, technology, and emerging digital industries. She is widely recognized as an authority in Philippine gaming law, with extensive experience advising international and local operators on licensing, compliance, and regulatory strategy.

Daniel Tirona Francisco completed the Management of Managers Program at the University of Michigan and the Management Development Program at the Asian Institute of Management. He holds a Bachelor of Arts, Major in Interdisciplinary Studies, from Ateneo de Manila University. He is a real estate professional with extensive experience in land acquisition, asset development, and property management. He previously served as Vice President of Oak Drive Capital Inc., where he oversaw land management and asset development initiatives, and as Executive Assistant to the President and Chief Executive Officer of the PJ Lhuillier Group of Companies, where he handled investment coordination and corporate operations.

Anthony Ferdinand C. Yu holds a Bachelor of Arts in Interdisciplinary Studies from Ateneo de Manila University. He is a seasoned sales and business development professional with over twenty-five (25) years of experience across the packaging, food, and building materials industries. He currently serves as Director for Sales at SYU Group Systech Corp. (Polywall Philippines), where he leads business development and secures major commercial contracts. He previously served as Senior Sales Executive at United Container Corp., managing nationwide B2B sales operations and long-term supply agreements.

Ricky E. Rosario was elected as the CFO and Comptroller of the Company in August 2019. Mr. Rosario is a certified public accountant. His previous work experience includes being senior auditor of SGV & Co. He is an accredited tax practitioner and accredited CPA in public practice, and commerce and industry. He is a member of the Philippine Institute of Certified Public Accountants and registered as ASEAN Chartered Professional Accountant.

Alexius D. Coliat was elected as the CFO and Treasurer of the Company in August 2019. Mr. Coliat is a certified public accountant. His previous work experience includes being the Global Internal Audit Manager of Tyche Consulting Limited Phils. and a senior risk consultant of Hill & Associates Risk Consulting Philippines, Inc. He is a member of the Philippine Institute of Certified Public Accountants.

Mona Liza I. Navarro is currently a Vice President of the Company. She has been an IT practitioner for over 17 years with experience in Software Development, Project Management and IT Operations. She has a degree of Bachelor of Science in Computer Science from the University of the Philippines. She is an ITIL certified professional and a Certified IT Manager.

María Anna Cristina B. de Jesus was elected Corporate Secretary of the Company in December 2024. She was previously the Asst. Corporate Secretary of the Philippine Dealing Systems Holdings Corp. including its subsidiaries PDTC, PDEX & PCD Nominee Corp. She holds a Master of Laws Degree from San Beda University and Juris Doctor Degree from San Beda College Alabang, a Masters of Business Administration Degree and a Bachelor of Science degree major in Management from the Ateneo de Manila University. She is a member of the Integrated Bar of the Philippines and a fellow of the Chartered Institute of Arbitrators.

As of the date of this information statement, except for Rafael B. Ortigas the foregoing will be nominated for re-election to the Board of Directors at the meeting. None of the above-mentioned directors have declined to stand for re-election to the Board of Directors since the date of the last annual stockholders' meeting because of a disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

Independent Directors / Nomination Committee

Under its Manual on Corporate Governance submitted with the Securities and Exchange Commission (SEC), the Board of Directors created a Corporate Governance Committee, which may have at least three voting members. It shall pre-screen and shortlist all candidates nominated to become a member of the Board of Directors including the Independent Directors in accordance with the guidelines provided in the Manual on Corporate Governance and conformably with SRC Rule 38.

The following are the Company's incumbent Independent Directors:

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1. Marie Antonette B. Quiogue
2. Rafael B. Ortigas
3. Anthony Ferdinand C. Yu
4. Daniel Tirona Francisco.

In compliance with SRC Rule 38 and the Company's Manual on Corporate Governance, the following are the incumbent members of the Corporate Governance Committee:

1. Daniel Tirona Francisco (Chairman/Independent Director)
2. Rafael B. Ortigas (Member/Independent Director)
3. Marie Antonette B. Quiogue (Member/Independent Director)

Procedures for the Nomination of the Independent Directors

The Corporate Governance Committee prior to a stockholders' meeting shall conduct the nomination of independent directors. The nominating stockholders together with the acceptance and conformity by the would-be nominees shall sign all the recommendations. The Corporate Governance Committee shall pre-screen the qualification and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors. After the nomination, the Corporate Governance Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required under Part IV (A) and (C) of Annex "C" of SRC Rule 12, which list, shall be made available to the SEC and to all stockholders through the filing and distribution of the Information Statement, in accordance with SRC Rule 20, or in such other reports the Company is required to submit to the SEC. The name of the independent director shall be identified in such report including any relationship with the nominee.

Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Directors. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

The SEC approved the amendment of the Company's By-Laws, which include among others, the procedure for the nomination and election of independent directors on November 10, 2005.

As of the date of this Information Statement, the Corporate Governance Committee has received and approved the following nominations for independent director:

Nominee for Independent Director (a)	Person/Group recommending nomination (b)	Relation of (a) and (b)
Marie Antonette B. Quiogue	Edgar Brian K. Ng	None
Anthony Ferdinand C. Yu	Edgar Brian K. Ng	None
Daniel Tirona Francisco.	Edgar Brian K. Ng	None
Ismael Augusto S. Gozon	Edgar Brian K. Ng	None

Family Relationship of Directors and Officers

The Company does not know any family relationship between the directors and officers.

Certain Relationships and Related Transactions

There has been no transaction outside of the ordinary course of business during the last two years, nor is any transaction presently proposed, to which the Company was or is to be a party in which any Director or Executive Officer of the Company, or owner of more than 10% of the Company's voting securities or any member of the immediate family of any of the foregoing persons had or is to have a direct or indirect material interest. In the ordinary and regular course of business, the Company had or may have had transactions with other companies in which some of the foregoing persons may have an interest.

Mr. Crisanto Roy B. Alcid indirectly through Nexora Holdings Inc. owns at least 34.53% of the Company's voting securities. No person, natural or juridical, owns more than 50% of the Company's voting securities.

Significant Employees

There are no persons other than the executive officers that are expected by the Company to make a significant contribution to the business.

Involvement of Directors and Officers in Certain Legal Proceedings

The Company is not aware that any of its directors and officers is involved during the past five years and up to the date of the filing of this report in any bankruptcy proceedings. Neither have they been convicted by final judgment in any criminal proceeding or been subject to any order, judgment or decree by a court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, nor found in action by any court or administrative body to have violated a securities or commodities law.

Legal Proceedings

1. PhilWeb Corporation vs. Commissioner of Internal Revenue
CTA Case No. 10563

On 13 January 2021, PhilWeb received the Formal Assessment Notice/Formal Letter of Demand (FAN/FLD) issued by the Bureau of Internal Revenue (BIR) assessing PhilWeb of deficiency VAT for taxable year 2015 (inclusive of surcharges, interests, and compromise penalty) in the aggregate amount of Php23,693,960.11. On 10 February 2021, PhilWeb filed its Protest Letter to the FAN/FLD refuting the remaining

assessments of the BIR. On 28 May 2021, PhilWeb received a copy of the Final Decision on Disputed Assessment (FDDA) of the BIR denying the protest and assessing PhilWeb of deficiency VAT (inclusive of surcharges, interests, and compromise penalty) in the aggregate amount of Php19,568,262.20. On 28 June 2022, PhilWeb filed with the Court of Tax Appeals (CTA) a Petition for Review appealing the FDDA. PhilWeb also filed last 18 August 2021 with the BIR an Offer of Compromise Settlement by offering to pay the amount of P2,256,068.215 to immediately settle, close and terminate this assessment. This offer is pending resolution with the BIR. At present, the formal offer has been filed, and the case before the CTA is set for the presentation of the BIR's witnesses.

2. PhilWeb Corporation vs. Commissioner of Internal Revenue
CTA Case No. 10619 and CTA Case No. 10671

On 26 September 2016, PhilWeb received the FAN/FLD assessing PhilWeb of deficiency Income Tax, Expanded Withholding Tax, Documentary stamp Tax, and Value-Added Taxes for taxable year 2011 (inclusive of surcharges, interests, and compromise penalty) in the aggregate amount of Php698,871,318. On 26 October 2016, PhilWeb filed its Protest Letter to the FAN/FLD refuting the assessments of the BIR. On 2 September 2021, PhilWeb received a copy of the FDDA of the BIR denying the protest and assessing PhilWeb of deficiency Income Tax, Expanded Withholding Tax, Documentary stamp Tax, and Value-Added Taxes (inclusive of surcharges, interests, and compromise penalty) in the aggregate amount of Php954,880,386. On 4 October 2021, PhilWeb filed with the CTA a Petition for Review appealing the FDDA.

On 24 October 2016, PhilWeb received the FAN/FLD assessing PhilWeb of deficiency Income Tax, Expanded Withholding Tax, Documentary stamp Tax, and Value-Added Taxes for taxable year 2012 (inclusive of surcharges, interests, and compromise penalty) in the aggregate amount of Php1,114,293,563.55. On 22 November 2016, PhilWeb filed its Protest Letter to the FAN/FLD refuting the assessments of the BIR. On 20 September 2021, PhilWeb received a copy of the FDDA of the BIR denying the protest and assessing PhilWeb of deficiency Income Tax, Expanded Withholding Tax, Documentary stamp Tax, and Value-Added Taxes (inclusive of surcharges, interests, and compromise penalty) in the aggregate amount of Php306,146,489.37. On 20 October 2021, PhilWeb filed with the CTA a Petition for Review appealing the FDDA.

By virtue of a Resolution dated 4 April 2022, CTA Case No. 10671 was consolidated with CTA Case No. 10619, the case bearing the lower docket number. On 3 May 2024, PhilWeb filed its Formal Offer of Evidence. The CTA issued a Temporary Suspension Order (TSO) enjoining the BIR from pursuing collection efforts against PhilWeb in relation to its tax audits for the taxable years 2011 and 2012. The Motion to Reinstate the Suspension Order and to Dispense with the Bond Requirement has been submitted for resolution. The hearing for the Commissioner was conducted on 13 November 2024, while a hearing for PhilWeb has been scheduled on 12 February 2025 for the admission of additional evidence. At present, the formal offer has been filed, and the case before the CTA is set for the presentation of the BIR's witnesses.

3. PhilWeb Corporation vs. Commissioner of Internal Revenue
 CTA Case No. 11339

On 4 January 2017, PhilWeb received the FAN/FLD assessing PhilWeb of deficiency Income Tax, Expanded Withholding Tax, Documentary stamp Tax, and Value-Added Taxes for taxable year 2013 (inclusive of surcharges, interests, and compromise penalty) in the aggregate amount of Php1,112,539,447.23. On 3 February 2017, PhilWeb filed its Protest Letter to the FAN/FLD refuting the assessments of the BIR. On 17 October 2023, PhilWeb received a copy of the FDDA of the BIR denying the protest and assessing PhilWeb of deficiency Income Tax, Expanded Withholding Tax, Documentary stamp Tax, and Value-Added Taxes (inclusive of surcharges, interests, and compromise penalty) in the aggregate amount of Php1,337,144,845.26. On 16 November 2023, PhilWeb filed with the CTA a Petition for Review appealing the FDDA. In 2024 a motion for to suspend the tax collection and dispense with the bond requirement was filed with the CTA, the Commissioner’s Hearing was held in 3 December 2024. PhilWeb shall testify to admit additional evidence in 13 February 2025. At present, the formal offer has been filed, and the case before the CTA is set for the presentation of the BIR’s witnesses.

Compensation of Directors and Executive Officers

A director’s compensation consists solely of a per diem of P40,000.00 for every meeting of the Board of Directors. Since the Board of Directors held two meetings for the year 2025, each of the directors received a total of P80,000.00.

The aggregate amount of compensation paid by the Company to all of its directors and management as a group for fiscal years 2024 and 2025 were P22,133,115 and P21,816,000 respectively. The estimated aggregate compensation for 2026 is P23,561,280.

Annual Compensation of Five Most Highly-Paid Executives including the CEO

(a) Name and Principal Position	(b) Year	(c) Salary	(d) Bonus	(e) Other Annual Comp.
1. Edgar Brian K. Ng President (elected February 2020)				
2. Mona Liza I. Navarro Vice President (effective March 2014)				
3. Ronald M. Cuevas Vice President (effective January 2014)				

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4. Alexander C. Manabal
Assistant Vice President
(effective August 2009)
5. Ricky E. Rosario
CFO
(effective August 2019)

Aggregate Compensation of the CEO
& Five Most Highly-Paid Executives

	2024	13,128,000	-	860,750
	2025	13,128,000	-	
	1,094,750			
	2026 ¹	14,178,240	-	1,181,520 ²

All Officers and Directors as a Group
Unnamed

	2024	23,426,000	-	
1,434,750				
	2025	22,133,115	-	
1,818,000				
	2026 ³	23,473,800	-	
1,963,440				

There are no standard arrangements with regard to election, bonus, profit sharing, pension/retirement plan granting or extension of any option, warrant or right to purchase any securities. The Company has a stock option plan, which is administered by a stock options committee.

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

The abovementioned executive officers have employment contracts with the Company.

There has been no change in control arrangements with the present management.

¹ Estimate figures

² Estimate figures.

³ Estimate figures

Warrants and Options Outstanding

On February 16, 2001, the SEC approved the exemption of 4,447,134,695 common shares (equivalent to 44,471,347 shares based on the new par value, effective September 14, 2009) under the Company's Stock Option Plan from the registration requirements under the Securities Regulation Code (SEC Resolution No. 005, Series of 2001).

On November 18, 2003, the Stock Option Committee approved the awarding to selected individuals who have helped develop the business of the Company over the past two years options to subscribe to a total of One Billion Three Hundred Million (1,300,000,000) common shares at a price of P0.01 per share (the then prevailing market price was P0.012 per share).

On October 14, 2004, the Stock Option Committee of the Company approved the awarding to selected individuals who have helped develop the business of the Company over the past two years options to subscribe to 500,000,000 common share, at a price of P0.01 per share (the then prevailing market price was P0.012 per share).

On March 2, 2005 the Board of Directors of PhilWeb Corporation approved the recommendation of the Stock Option Committee for additional option grants totaling 1,391,000,000 shares to its officers and employees at a price equivalent to a twenty percent (20%) discount over the average closing price of the Company during the past 30 trading days.

On January 20, 2006, the Stock Option Committee of the Company approved the award to selected officers and employees options to subscribe to total of 1,786,500,000 common shares, at a price of P0.013 per share (the then prevailing market price was P0.016 per share).

On November 29, 2006, the Stock Option Committee of the Company approved the award to selected officers options to subscribe to total of 1,156,000,000 common shares, at a price of P0.0248 (the then prevailing market price was P0.031 per share).

On April 9, 2008, the PSE approved the Company's application for the listing of additional 1,982,399,858 common shares with a par value of P0.01 per share, to cover the Stock Option Plan of PhilWeb Corporation.

On April 19, 2012, the Stock Option Committee of the Company approved the award to selected officers and employees of options to subscribe to a total of 8,900,000 common shares, at a price of P14.00 per share.

On 29 May 2014, the Stock Option Committee of the Company approved the award to selected officers and employees of options to subscribe to a total of 1,500,000 common shares, at a price of P4.15 per share.

Independent Public Accountants

The independent public accountant recommended for election for the current year is Reyes Tacandong & Co.

The Company has not had any disagreements on accounting and financial disclosures with its current external auditors for the same period or any subsequent interim period.

Representatives of Reyes Tacandong & Co. shall be present at the meeting. They will have the opportunity to make a statement if they choose to do so and will be available to respond to appropriate questions.

The 2025 audit of the Company by Reyes Tacandong & Co. is in compliance with Securities Regulation Code Rule 68, paragraph 3(b)(iv) and SEC Memorandum Circular No. 8, Series of 2003 that provides that the external auditor should be rotated every five (5) years or earlier or the handling partner shall be changed.

The following are the members of the Audit Committee of the Company:

Rafael B. Oritgas	-	Independent Director/Chairman
Daniel Tirona Francisco	-	Independent Director/Member
Anthony Ferdinand C. Yu	-	Independent Director/Member

OTHER MATTERS

Action with Respect to Reports

The Management Report and 2025 Audited Financial Statements, as set forth in the accompanying Annual Report, will be submitted for stockholders' ratification.

Approval of the Annual Report constitutes a ratification of the Company's performance during the previous fiscal year.

Approval of the Minutes of the Stockholders' Meeting held on 5 June 2025 constitutes a ratification of the accuracy and faithfulness of the Minutes to the events, which transpired during the meeting.

During the said meeting, the following significant matters were approved: (i) minutes of the annual stockholder's meeting held on 24 May 2024; (ii) Management Report and Audited Financial Statements for the Year Ended December 31, 2024; (iii) ratification and approval of corporate acts; (iv) election of directors; and (v) appointment of external auditor.

There were no self-dealing and related party transactions by the directors in accordance with the Material Related Party Transaction Policy of the Company and SEC Memorandum Circular No. 10, Series of 2019.

During the Regular Meeting of the Board of Directors held on 20 March 2025, the following matters were discussed/approved: (i) minutes of the board meeting held on 22 May 2024 and 2 December 2024; (ii) Management Report for 2024; and (iii) Audited Financial Statements as at and for the year ended December 31, 2024 of the Company.

During the Organizational Meeting of the Board of Directors held on 5 June 2025, the following matters were discussed/approved: (i) minutes of the board meeting held on 24 May 2024; (ii) election of officers; (iii) election of members of the Executive Committee; and (iv) election of members to the Corporate Governance, Audit and Stock Option committees.

Copies of the minutes will be made available for review by the stockholders present in the annual meeting.

The affirmative vote of a majority of the votes cast on this matter is necessary for approval of the minutes.

Other matters to be submitted for stockholders' approval at the meeting include:

1. The Amendment of Article VII of the Articles of Incorporation to increase the authorized capital stock of the Company from Two Billion Six Hundred Million Pesos (₱2,600,000,000.00), consisting of 1,850,000,000 common shares and 750,000,000 preferred shares, to Three Billion Six Hundred Million Pesos (₱3,600,000,000.00), divided into 2,550,000,000 common shares and 1,050,000,000 redeemable preferred shares, all with a par value of ₱1.00 per share;
2. The Amendment of Article VIII of the Articles of Incorporation to read as follows:

"That, except as the Board of Directors may expressly approve as part of the terms and conditions of any issuance or disposition of any class of shares of stock of the Corporation, no stockholder of this Corporation shall have any pre-emptive or preferential right of subscription to any class of shares of stock of this Corporation or to any obligation convertible into shares of stock issued or sold by the Corporation, whether to the present authorized capital stock issued or sold or any future increase thereof. Except when the Board of Directors shall have expressly approved the grant of pre-emptive or preferential right of subscription to a class or to classes of shares of stock of this Corporation as part of the terms and conditions of any issuance or disposition of any class of shares of stock of the Corporation, acceptance of shares of stock of this Corporation shall be a waiver of any such pre-emptive or preferential right to subscribe to any or all classes of stock of this Corporation out of its present or future authorized capital stock. The foregoing conditions shall be printed on the stock certificates to be issued by the Corporation."
3. The amendment of Article IV of the By-Laws of the Company, particularly:
 - a. Section 2 (Chairman of the Board), to read as follows:

“The Chairman of the Board, who shall be a director, shall preside at the meetings of the directors and the stockholders.”

b. Section 4 (President), to read as follows:

“The President, who shall be a director, shall be responsible for the overall supervision, administration, and management of the Corporation’s business, including direct oversight of its day-to-day operations. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.”

4. The approval of the application for the additional listing with the Philippine Stock Exchange of all or a portion of the common shares arising from the increase in the authorized capital stock of the Company and from the conversion of preferred shares into common shares; and
5. The acts of Management from the last annual stockholders’ meeting to the present will be presented for stockholders’ ratification at the meeting.

Voting Procedures

For the election of directors, the nominees receiving the highest number of votes shall be elected to the Board of Directors. Cumulative voting shall apply in accordance with the Revised Corporation Code.

For all other matters to be taken up at the meeting, except for matters requiring a higher vote under the Revised Corporation Code or other applicable laws, rules, or regulations, the affirmative vote of a majority of the outstanding capital stock present or represented at the meeting where a quorum exists shall be sufficient for approval. The approval of the increase in the authorized capital stock of the Corporation and the corresponding amendment of Article VII of the Articles of Incorporation shall require the affirmative vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Corporation. Voting shall be conducted through remote communication and by proxy. Stockholders who have successfully registered and validated their participation shall be entitled to vote during the meeting through the Zoom platform. For agenda items other than the election of directors, stockholders may cast their votes by using the polling feature or by such other means of voting as may be directed during the meeting. For the election of directors, stockholders may vote cumulatively in accordance with the Revised Corporation Code by submitting their votes through the designated electronic voting process announced during the meeting. Votes cast during the meeting and by proxy shall be counted and tabulated by the Office of the Corporate Secretary and validated by the designated independent inspectors of election, if any.

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE COMPANY'S SEC FORM 17-A (ANNUAL REPORT) DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE STOCKHOLDER MAY BE CHARGED A REASONABLE COST FOR PHOTOCOPYING THE EXHIBITS.

ALL REQUESTS MAY BE SENT TO THE FOLLOWING ADDRESS:

PhilWeb Corporation
41st Floor, One San Miguel Avenue Condominium
San Miguel Avenue corner Shaw Boulevard
Ortigas Center, Pasig City, Philippines
Attention: Mr. Alexius D. Coliat
Treasurer/Chief Finance Officer

SIGNATURE

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

Issuer: **PHILWEB CORPORATION**

Date: 28 May 2026

Signature and Title:

A handwritten signature in blue ink, appearing to read 'Edgar B. K. Ng', is written over the printed name and title.

Edgar Brian K. Ng
President

PHILWEB CORPORATION

MANAGEMENT REPORT

for the
2026 Annual Meeting of Stockholders
Pursuant to SRC Rule 20 (4) (A)

A. *Audited Financial Statements for Fiscal Year Ended December 31, 2025*

Please see attached audited consolidated financial statements as of December 31, 2025.

B. *There were no disagreements with the accountants*

C. *Management's Discussion and Analysis or Plan of Operations*

Plan of Operations

The current capitalization of the Company and expected future revenues from its various Internet gaming activities are projected to sufficiently meet the Company's operating cash requirements. Acquisition of computers and other equipment, which are not expected to be of material amount, shall be funded from internally generated funds.

No extraordinary purchase or sale of plant and equipment are expected beyond those in the regular course of the Company's operations. All purchases will be financed through internally generated funds and existing capitalization.

Hiring of employees will continue in the regular course of business.

There are no known trends, events or uncertainties that are reasonably expected to have a material impact on the Company's revenues or continuing operations.

There are no significant elements of income or loss that has not been disclosed.

Results of Operation

	For the Period Ended December 31 2025	For the Period Ended December 31 2024	For the Year Ended December 31 2023	For the Year Ended December 31 2022
Income Statement				
Revenues	659,420,084	774,640,039	816,062,821	812,889,721
Costs and Expenses	841,264,582	1,327,031,011	842,525,286	736,518,997
Other Income (Loss) - Net	(29,323,266)	(29,392,779)	(35,452,560)	(29,400,569)
Net Income (Loss)	(211,167,764)	(599,229,188)	(71,820,597)	27,302,235
Retained Earnings at Beginning of Period	160,516,389	759,745,577	831,566,174	804,263,939
Retained Earnings at End of Period	(50,651,375)	160,516,389	759,745,577	831,566,174
Balance Sheet				
Current Assets	119,256,425	119,620,958	216,369,258	205,655,464
Total Assets	397,067,953	583,803,905	1,226,277,253	1,259,639,695
Total Liabilities	651,520,124	627,678,401	669,950,769	629,944,598
Total Equity	(254,452,171)	(43,874,496)	556,326,484	629,695,097

Performance for the Period Ended December 31, 2025

Cash and Cash Equivalents

Cash and cash equivalents increased by P18.1 million, or 39.9%, compared to the prior year. The increase was primarily driven by cash generated from operations amounting to P9.3 million and loan availments, which were mainly utilized for the acquisition of property and equipment.

Receivables (net)

Receivables decreased by P17.9 million or 29.1% versus last year, mainly due to the collection of trade receivables.

Prepayments and Other Current Assets

Prepayments and other current assets decreased by P0.6 million or 4.3% versus last year mainly due to lower prepaid expenses.

Property and Equipment

Property and equipment decreased by P20.4 million or 34.0%, mainly due to depreciation and amortization amounting to P30.3 million, offset by the total acquisitions of P9.9 million.

Right-of-use (ROU) Assets

ROU assets decreased by P6.5 million or 4.8% mainly due to the amortization of ROU assets as a result of the adoption of accounting standard, PFRS 16.

Goodwill

Goodwill decreased by P153.1 million or 100.0% primarily due to the full provision for impairment.

Other Noncurrent Assets

Other noncurrent assets decreased by P6.5 million or 5.5% mainly due to the collection of security deposits.

Accounts Payable and other current liabilities

Accounts payable and other current liabilities increased by P11.4 million or 4.7% primarily due to higher accruals of expenses.

Notes Payable

Notes payable increased by P19.0 million or 11.7% due to the availment of loans.

Lease Liabilities

Lease liabilities current and noncurrent decreased by P9.6 million or 6.2% mainly due to the lower recognition of lease liabilities as a result of the adoption of accounting standard, PFRS 16.

Retirement Benefits Liability

Retirement benefits liability increased by P3.5 million or 5.8% due to the additional provision for employees' retirement benefits, net of actuarial gain.

Other Noncurrent Liability

Other noncurrent liability decreased by P0.5 million or 3.5% due to the refund of operators' deposit.

Capital stock

No movement of capital stock during the year.

Additional paid in capital

No movement of additional paid in capital during the year.

Retained earnings

Retained earnings decreased by P211.2 million or 131.6% due to the net loss incurred during the year.

Treasury stock

No movement of treasury stock during the year.

Income and Expenses

Net loss for the year 2025 amounted to P211.2 million, representing a decrease of P388.1 million compared to the P599.2 million net loss recorded in 2024. The 2025 net loss was primarily attributable to the full impairment of goodwill and input VAT amounting to P173.4 million. Notwithstanding these losses, the Group continued to generate positive operating cash flows, enabling it to sustain its operations and meet its maturing obligations.

Revenue

Total revenue for the year 2025 amounted to P659.4 million, lower by P115.2 million or 14.9% as compared to P774.6 million in 2024. The decline in revenue was primarily attributable to the closures of non-performing sites. In addition, increased competition from the expansion of large integrated resort casinos into the Company's gaming venue markets, as well as the proliferation of PIGO service providers, further impacted revenues.

Costs and Expenses

Costs and expenses for the year 2025 decreased by 9.4% or P69.3 million, from P737.2 million in 2024 to P667.8 million in 2025. The reduction in costs and expenses was primarily due to the implementation of cost management strategies and improved efficiencies across all areas of operations.

Impairment losses

Impairment losses amounting to P173.4 million were primarily attributable to the full impairment of goodwill related to non-performing assets and VAT credits.

Other Income (Charges)

Other charges decreased by P0.1 million or 0.2% mainly due to the lower interest expense.

Performance for the Period Ended December 31, 2024

Cash and Cash Equivalents

The cash and cash equivalents decreased by P40.8 million or 47.5% versus last year. The Company generated cash from operation of P51.5 million and used to pay loans and leasehold improvements and computer equipment acquisitions.

Receivables (net)

The receivables increased by P8.1 million or 15.3% versus last year, mainly due to the increase in trade receivables.

Prepayments and Other Current Assets

Prepayments and other current assets decreased by P116.0 million or 89.9% versus last year mainly due to the impairment of input VAT.

Property and Equipment

The increased in property and equipment of P9.0 million or 17.8% represents the total acquisitions of P36.1 million less depreciation and amortization amounting to P27.1 million.

Right-of-use (ROU) Assets

ROU assets decreased by P35.3 million or 20.8% mainly due to the amortization of ROU assets as a result of the adoption of accounting standard, PFRS 16.

Net Deferred Tax Assets

Net deferred tax assets decreased by P19.9 million or 100.0% mainly due to the derecognition of the temporary difference as the company's revenue is subjected to franchise tax, in lieu of all taxes.

Goodwill

Goodwill decreased by P445.9 million or 74.4% mainly due to the impairment.

Other Noncurrent Assets

Other noncurrent assets decreased by P1.6 million or 1.4% mainly due to the collection of security deposits.

Accounts Payable and other current liabilities

Accounts payable and other current liabilities increased by P12.0 million or 5.2% mainly due to the increase in trade payables.

Notes Payable

Notes payable decreased by P22.3 million or 12.1% due to the payment of loans.

Lease Liabilities

Lease liabilities current and noncurrent decreased by P38.8 million or 20.2% mainly due to the lower recognition of lease liabilities as a result of the adoption of accounting standard, PFRS 16.

Retirement Benefits Liability

Retirement benefits liability increased by P7.4 million or 14.2% due to the additional provision for employees' retirement benefits, net of actuarial gain.

Other Noncurrent Liability

Other noncurrent liability decreased by P0.5 million or 3.8% due to the refund of operators' deposit.

Capital stock

No movement of capital stock during the year.

Additional paid in capital

No movement of additional paid in capital during the year.

Retained earnings

Retained earnings decreased by P599.2 million or 78.9% due to the net loss incurred during the year.

Treasury stock

No movement of treasury stock during the year.

Income and Expenses

Net loss for the year 2024 amounts to P599.2 million, higher by P527.4 million as compared to net loss of P71.8 million in 2023. EBITDA also decreased by P36.0 million, from P87.5 million in 2023 to P51.5 million in 2024. The decrease in net income and EBITDA is mainly attributable to the impairment of goodwill and input VAT, reversal of deferred tax assets and payment of franchise tax. Without these items, the Group would generate net income of P8.1 million.

Revenue

Total revenue for the year 2024 amounts to P774.6 million, lower by P41.4 million or 5.1% as compared to P816.1 million in 2023. The decreased in revenue is mainly attributable to the site closures from tighter responsible gaming ordinances from certain local government units and the competition from the expansion of large integrated resort casinos into the company's gaming venue markets, as well as the proliferation of PIGO service providers have also affected revenues.

Costs and Expenses

Costs and expenses for the year 2024 decreased by 5.1% or P39.2 million, from P776.4 million in 2023 to P737.2 million in 2024. Lower costs and expenses are mainly due to the implementation of cost management strategies and improve efficiencies across all areas of operations.

Impairment losses

Impairment losses increased by P523.7 million or 792.0% mainly due to the impairment on goodwill of non-performing assets and VAT credits from the franchise tax implementation on the company's revenues from gaming-related services.

Other Income (Charges)

Other charges decreased by P6.1 million or 17.1% mainly due to the lower interest expense.

Performance for the Period Ended December 31, 2023

Cash and Cash Equivalents

The cash and cash equivalents increased by P24.7 million or 40.2% versus last year. The Company generated cash from operation of P87.1 million and availed loan from bank of P6.2m and used P68.6 million mainly for payment of PAGCOR bond and for the leasehold improvements and computer equipment acquisitions.

Receivables (net)

The receivables decreased by P30.9 million or 36.7% versus last year, mainly due to the collection of trade receivables.

Prepayments and Other Current Assets

Prepayments and other current assets increased by P16.9 million or 28.1% versus last year mainly due to the increase in input VAT and prepaid taxes.

Property and Equipment

The decreased in property and equipment of P20.0 million or 28.2% represents the total acquisitions of P37.2 million less depreciation and amortization amounting to P57.2 million.

Right-of-use (ROU) Assets

ROU assets decreased by P4.6 million or 2.6% mainly due to the amortization of ROU assets as a result of the adoption of accounting standard, PFRS 16.

Net Deferred Tax Assets

Net Deferred tax assets increased by P1.6 million or 9.0% mainly due to the recognition of the temporary difference.

Goodwill

Goodwill decreased by P51.1 million or 8.0% mainly due to impairment.

Other Noncurrent Assets

Other noncurrent assets increased by P31.0 million or 22.2% mainly due to the payment of PAGCOR bond.

Accounts Payable and other current liabilities

Accounts payable and other current liabilities increased by P29.9 million or 15.0% mainly due to the increase in trade payables.

Notes Payable

Notes payable increased by P6.2 million or 3.5% due to the availment of loans.

Lease Liabilities

Lease liabilities current and noncurrent increased by P3.5 million or 1.8% mainly due to the recognition of lease liabilities as a result of the adoption of accounting standard, PFRS 16.

Retirement Benefits Liability

Retirement benefits liability increased by P0.9 million or 1.7% due to the additional provision for employees' retirement benefits, net of actuarial gain.

Other Noncurrent Liability

Other noncurrent liability decreased by P0.4 million or 2.9% due to the refund of operators' deposit.

Capital stock

No movement of capital stock during the year.

Additional paid in capital

No movement of additional paid in capital during the year.

Retained earnings

Retained earnings decreased by P71.8 million or 3.4% due to the net loss incurred during the year.

Treasury stock

No movement of treasury stock during the year.

Income and Expenses

Net loss for the year 2023 amounts to P71.8 million, lower by P99.1 million as compared to net income of P27.3 million in 2022. EBITDA also decreased by P41.5 million, from P129.6 million last year to P88.1 million this year. The decrease in net income and EBITDA is mainly attributable to the impairment of goodwill, PFRS 16 accounting standard adjustment, one-time non-recurring payments, as well as PAGCOR accreditation fees to provide Sportsbetting services. Without these items, the Group would generate net income of P10.0 million.

Revenue

Total revenue increased by P3.2 million or 0.4%, from P812.9 million in 2022 to P816.1 million in 2023. The improvement in revenue is mainly attributable to the full operating capacities of the more than 150 eGames and eBingo venues the company provides services to, as well as the continuous contribution from its remote gaming platform.

Costs and Expenses

Costs and expenses for the year 2023 increased by 14.4% or P106.0 million, from P736.5 million in 2022 to P842.5 million in 2023. Higher costs and expenses are owing to one-time non-recurring payments, as well as PAGCOR accreditation fees to provide Sportsbetting services, impairment of goodwill and the PFRS 16 accounting standard adjustment.

Other Income (Charges)

Other charges increased by P6.1 million or 20.6% mainly due to the higher interest expense.

Performance for the Period Ended December 31, 2022

Cash and Cash Equivalents

The cash and cash equivalents decreased by P11.3 million or 15.5% versus last year. The Company generated cash from operation of P25 million, net of payments to suppliers and operator's loan assistance, and used P17.1 million mainly to pay loans and P19.6 million mainly for the leasehold improvements and computer equipment acquisitions.

Receivables (net)

The receivables increased by P36.3 million or 76.1% versus last year, mainly due to the loan assistance to the operators and increase in trade receivables.

Prepayments and Other Current Assets

Prepayments and other current assets increased by P8.5 million or 16.4% versus last year mainly due to the increase in input VAT.

Property and Equipment

The decreased in property and equipment of P38.9 million or 35.5% represents the total acquisitions of P18.3 million less depreciation and amortization amounting to P57.2 million.

Right-of-use (ROU) Assets

ROU assets increased by P6.5 million or 3.8% mainly due to the recognition of the ROU assets as a result of the adoption of accounting standard, PFRS 16.

Net Deferred Tax Assets

Net Deferred tax assets decreased by P10.5 million or 36.5% mainly due to the application of the temporary difference arising from Net Operating Losses.

Goodwill

Goodwill amounted to P651.1 million, mainly arise from the acquisition of 16 eBingo sites and two accredited eBingo machine providers in 2021.

Other Noncurrent Assets

Other noncurrent assets increased by P1.3 million or 0.9% mainly due to the increase in noncurrent input VAT.

Accounts Payable and other current liabilities

Accounts payable and other current liabilities decreased by P38.6 million or 16.3% mainly due to the payment of trade payables.

Notes Payable

Notes payable decreased by P16.3 million or 8.4% due to the payment of loans.

Lease Liabilities

Lease liabilities current and noncurrent increased by P14.5 million or 8.3% mainly due to the recognition of lease liabilities as a result of the adoption of accounting standard, PFRS 16.

Retirement Benefits Liability

Retirement benefits liability increased by P2.6 million or 5.3% due to the additional provision for employees' retirement benefits, net of actuarial gain.

Other Noncurrent Liability

Other noncurrent liability decreased by P0.8 million or 5.2% due to the refund of operators' deposit.

Capital stock

No movement of capital stock during the year.

Additional paid in capital

No movement of additional paid in capital during the year.

Retained earnings

Retained earnings increased by P27.3 million or 3.4% due to the net income generated during the year.

Treasury stock

No movement of treasury stock during the year.

Income and Expenses

Net income for the year 2022 increased by P79.5 million or 152.3%, from net loss of P52.2 million in 2021 to net income of P27.3 million in 2022; and the EBITDA also increased by 174.8% or P82.4 million, from P47.2 million last year to P129.6 million this year. The increase in net income and EBITDA is mainly attributable to the improvement of revenue in 2022.

Revenue

Total revenue increased by P275.1 million or 51.2%, from P537.8 million in 2021 to P812.9 million in 2022. The increase in revenue is mainly attributable to the full operating capacity of eGames and eBingo sites, the full year impact of the consolidation of acquired eBingo sites and eBingo machine providers in March 2021 and the contribution of the eGames Remote Gaming Platform.

Costs and Expenses

As a result of the full operating capacity of eGames and eBingo locations, and the consolidation of the expenses of the acquired eBingo sites and accredited eBingo machine providers in March 2021, the costs and expenses for the year 2022 increased by 31.0% or P174.3 million, from P562.2 million in 2021 to P736.5 million in 2022.

Other Income (Charges)

Other charges increased by P24.2 million or 462.3% mainly due to the lower gain on rent concession.

The Company's Key Performance Indicators

For the year 2025, the Company's key performance indicators are the following:

- 1.) Earnings Before Interest, Taxes, and Depreciation and Amortization (EBITDA) amounted to P9,260,250, down by 82.0% as compared last year.
- 2.) Revenues decreased in 2025 by 14.9% from P774,640,039 to P659,420,084.
- 3.) Operating income (loss) margin of (1.3%). Operating income of (P8,423,636) divided by Net Revenues of P659,420,084.
- 4.) Current ratio was at 0.24:1.00. Current Assets of P119,256,425 divided by Current Liabilities of P496,715,286.
- 5.) Asset to equity ratio was at (1.56):1.00. Total Assets of P397,067,953 divided by Total Equity of (P254,452,171).

- 6.) Debt to equity ratio was at (2.56):1.00. Total Liabilities of P651,520,124 divided by Total Equity of (P254,452,171).

For the year 2024, the Company's key performance indicators are the following:

- 1.) Earnings Before Interest, Taxes, and Depreciation and Amortization (EBITDA) amounted to P51,481,175, down by 42.0% as compared last year.
- 2.) Revenues decreased in 2024 by 5.1% from P774,640,039 to P812,889,721.
- 3.) Operating income margin of 4.8%. Operating income of P37,482,516 divided by Net Revenues of P774,640,039.
- 4.) Current ratio was at 0.26:1.00. Current Assets of P119,620,958 divided by Current Liabilities of P458,594,139.
- 5.) Asset to equity ratio was at (13.31):1.00. Total Assets of P583,803,905 divided by Total Equity of (P43,874,496).
- 6.) Debt to equity ratio was at (14.31):1.00. Total Liabilities of P627,678,401 divided by Total Equity of (P43,874,496).

For the year 2023, the Company's key performance indicators are the following:

- 1.) Earnings Before Interest, Taxes, and Depreciation and Amortization (EBITDA) amounted to P88,141,804, down by 32.0% as compared last year.
- 2.) Revenues increased in 2023 by 0.4% from P812,889,721 to P816,062,821.
- 3.) Operating loss margin of 3.2%. Operating loss of P26,462,465 divided by Net Revenues of P816,062,821.
- 4.) Current ratio was at 0.46:1.00. Current Assets of 216,369,258 divided by Current Liabilities of P472,254,407.
- 5.) Asset to equity ratio was at 2.20:1.00. Total Assets of P1,226,277,253 divided by Total Equity of P556,326,484.
- 6.) Debt to equity ratio was at 1.20:1.00. Total Liabilities of P669,950,769 divided by Total Equity of P556,326,484.

For the year 2022, the Company's key performance indicators are the following:

- 1.) Earnings Before Interest, Taxes, and Depreciation and Amortization (EBITDA) amounted to P129,588,628, better by 174.8% as compared last year.
- 2.) Revenues increased in 2022 by 51.2% from P537,782,930 to P812,889,721.
- 3.) Operating income margin of 9.4%. Operating income of P76,370,724 divided by Net Revenues of P812,889,721.

- 4.) Current ratio was at 0.48:1.00. Current Assets of P205,655,464 divided by Current Liabilities of P429,731,980.
- 5.) Asset to equity ratio was at 2.00:1.00. Total Assets of P1,259,639,695 divided by Total Equity of P629,695,097.
- 6.) Debt to equity ratio was at 1.00:1.00. Total Liabilities of P629,944,598 divided by Total Equity of P629,695,097.

Key Variable and Other Qualitative and Quantitative Factors

There were no known trends, events or uncertainties that will have material impact on the Company's liquidity.

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

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

The current capitalization of the Company and expected future revenues from its various activities are projected to sufficiently meet the Company's operating cash requirements.

No extraordinary purchase of plant and equipment are expected beyond those in the regular course of the Company's operations.

There were no known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the Company's revenues or continuing operations.

There are no significant elements of income that did not arise from the Company's continuing operations.

There were no known causes for any material changes from period to period of financial statements, which shall include vertical and horizontal analyses of any material item.

There are no seasonal aspects that have material effect on the Company's financial condition or results of operation.

Audit and Audit Related Fees

Audit fees in relation with the services rendered for the examination and preparation of the Company's financial statements. The following table sets out the aggregate fees billed for each of the last three years for professional services rendered by the independent public accountant.

2025	2024	2023
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Audit and Audit-Related Fees	P1,355,750	P1,292,500	P1,175,000
Tax Fees	None	None	None
Other Fees	None	None	None
Total	P1,355,750	P1,292,500	P1,175,000

The auditor of the Company conducted its audit in accordance with the auditing standards generally accepted in the Philippines with the objective of expressing an opinion as to whether the presentation of the financial statements, taken as a whole conforms with the accounting principles generally accepted in the Philippines. They performed tests of the accounting records and such other procedures, as they considered necessary in the circumstances to provide a reasonable basis for an opinion on the financial statements. They also assessed the accounting principles used and significant estimates made by the management and evaluated overall financial statements presentation.

The auditor also considered the Company's internal control in order to determine the nature, timing and extent of the audit procedures for the purpose of expressing an opinion on the financial statements. There were no additional fees related to this.

There were no products and services provided by the external auditor other than the services reported under the above items.

The Audit Committee approved the policies and procedures in relation to the services of the external auditor.

D. General Nature and Scope of Business

PhilWeb Corporation, the Company, was originally a mining and exploration company incorporated in August 20, 1969 under the name "South Seas Oil and Mineral Exploration Co. Inc." with an authorized capital stock of P50 million divided into five billion shares with a par value of P0.01 per share. On March 29, 1984, the stockholders authorized the change in the Company's name to "South Seas Natural Resources, Inc." which was approved by the SEC. The stockholders subsequently authorized on September 22, 1987 an increase in the Company's authorized capital stock to P200 million divided into 20 billion shares with a par value of P0.01 each share, 60% of which were classified as Class "A" shares which may be held only by Filipino citizens, and 40% of which were classified as Class "B" shares which may be held by non-Filipinos. The SEC approved the increase in capital and classification of shares of stock.

The Company became an Internet company in January 18, 2000 upon the stockholders' approval of a restructuring plan which involved changes in the Company's name, primary purpose, increase in capital stock, declassification of shares, increase in the number of directors, and adoption of new by-laws, among other matters. At the same meeting, the stockholders likewise authorized the Board of Directors to sell all or substantially all of the assets of the Company and approved the sale of the mining properties and tangible mining assets.

On January 18, 2000, the Parent Company entered into a Deed of Assignment with All-Acacia Resources, Inc. whereby the Parent Company transferred all its rights over its mining claims located in the Provinces of Samar and Surigao and all of its mining assets, both tangible and

intangible, used in the Parent Company's mining operations. In consideration therefore, All-Acacia agreed to assume all liabilities and obligations of the Parent Company, including those relating to the assignment of advances from stockholders and/or deposits on subscriptions in excess of P18 million which had been agreed to be converted to equity of the Parent Company, and arrange for the resignation, retirement or termination of all the Parent Company's personnel relating to the mining business and pay their corresponding separation or retirement pay, as well as hold the Parent Company free and harmless from any expense, liability or obligation arising from the operation of the Parent Company as of the date of the Agreement.

The change in the Company's corporate name to "PhilWeb.Com, Inc.", its primary purpose from a mining and oil exploration company to that of an Internet company, increase in the number of directors to 15, and adoption of new By-laws became effective upon their approval by the SEC on February 8, 2000. The SEC subsequently approved the increase in the Company's authorized capital stock to P2.6 Billion and the declassification of its common shares to one class on March 6, 2000.

At the annual stockholders' meeting on May 31, 2002, the stockholders approved the change in corporate name from "PhilWeb.com, Inc." to "PhilWeb Corporation". The SEC approved these changes on November 5, 2002.

At the annual stockholders' meeting on May 29, 2003, the stockholders approved the amendment of the Company's Articles of Incorporation by changing the primary purpose to that of application service provider for gaming and including the current internet business activities as an additional secondary purpose of the Company. The SEC approved these amendments on November 10, 2005.

At the annual stockholders' meeting on May 28, 2009, the stockholders approved the amendment to the Company's Articles of Incorporation changing the par value of the Company's common stock from P0.01 per share to P1.00 per share, with the authorized capital stock unchanged at P2.6 Billion but with a concurrent decrease in the number of shares from 260 Billion shares to 2.6 Billion shares. On September 22, 2009, the Securities and Exchange Commission approved the said amendment.

1.1 e-Gaming Solutions

e-Gaming Solutions is the technology core and primary growth driver of the PhilWeb Group.

In the first quarter of 2026, PhilWeb has secured accreditation under PAGCOR's framework for gaming affiliates and support service providers collectively known as Business-to-Business (B2B) Providers. This accreditation enables the Company to deliver technology and operational services to licensed gaming operators within PAGCOR's regulated ecosystem. It underscores the Company's established capabilities in platform technology, systems integration, and operational support.

During the same period, PhilWeb entered into strategic partnerships with several casinos for the operation and management of regulated online gaming platforms. Under these agreements, the Group provides end-to-end operational and technology services, including systems integration and regulatory-compliant support.

1.2 PAGCOR e-Games cafés

e-Games was licensed by the Philippine Amusement and Gaming Corporation (PAGCOR) in 2003 to launch e-Games Stations, which are Internet cafés exclusively dedicated to casino games. With technology provided by PhilWeb, patrons can choose from more than 300 casino games, including baccarat, blackjack, various slot machine games, video poker and sports betting. Most e-Games cafés operate on a 24/7 basis.

There were 288 operating e-Games cafés across the country, majority of which are owned and operated by independent operators. These e-Games Operators handle day-to-day operations and get a commission based on the casino winnings of the café.

On August 11, 2016, PAGCOR decided not to renew the Intellectual Property License and Management Agreement (IPLMA) with PhilWeb. Following the expiration of the said IPLMA with PAGCOR for the e-Games service, PhilWeb has been unable to provide services to the e-Games operators.

On August 14, 2017, PAGCOR published guidelines for the Accreditation of Electronic Gaming System Service Provider. PAGCOR issued its first Electronic Gaming System accreditation to PhilWeb on October 30, 2017. On December 1, 2017, the first 16 electronic gaming locations were allowed to operate under PhilWeb's Electronic Gaming System platform.

On February 20, 2018, PAGCOR then allowed the Company to offer its services to an additional 21 e-Games Stations. On March 7, 2018, PAGCOR issued a memorandum accepting and processing applications of new and existing operators to resume the use of the Company's Electronic Gaming System platform, thereby allowing the Company to fully resume its operations.

On March 23, 2021, the Company was granted approval by PAGCOR to operate its Remote Gaming Platform (RGP) to allow high-value customers to enjoy gaming products outside of e-Games venues.

Operator Partnerships

As of the preparation of this report, there are 126 locations across the country that are operating under PhilWeb.

Content and Services

PhilWeb has four (4) Game Content Providers (GCP) that is integrated to the eGames network with at least one thousand six hundred (1,600) PAGCOR approved games that were enabled as of the reporting date. These games include wide-area progressive slots, video poker, electronic table games, and several live dealer table games allowing variety and options for the customers of eGaming locations. All of these games are available and accessible to all eGaming locations and its Remote Gaming Platform extension.

Apart from these, PhilWeb also resumed support services being provided to Operators, such as Accounting and Reporting, jackpot fund management, remittance management, technical support, marketing and customer service.

Marketing

At the resumption of its Electronic Gaming service, PhilWeb launched various marketing activities to promote the business from 2017 up to the present. Operating sites were not only provided with regulatory materials, branded content and promotional activities. PhilWeb strengthened its support to eGames operators through local marketing programs such as site activations, player events, staff incentive and seasonal promos.

PhilWeb leveraged its partnership with game providers by setting up the nationwide tour of Habanero Caravan and engaging customers through RTG Seeing Doubles. High-budget network campaigns like Super 6, Wheels & Thrills and The Great Bike Giveaway, each with over a million worth of prizes ranging from casino credits to luxury cars, were conducted to increase loyalty to the eGames brand.

PAGCOR-certified web-based gaming was introduced in the second quarter of 2021 through PhilWeb's remote gaming platform. Sign Up & Win, Race to P5M Bet and eGames After Dark were launched to provide entertainment and reward its exclusive members during the pandemic.

1.3 BigGame, Inc.

BigGame, Inc. operates gaming locations strategically positioned across the country. These locations play a vital role in supporting the Company's gaming operations and the deployment of new products, services, and operational initiatives.

BigGame's network of cafés provides an operating environment where new games, system configurations, promotional strategies, and operational enhancements are introduced and assessed under actual market conditions. Performance outcomes—whether positive or negative—are consolidated and reviewed to support informed decision making and continuous improvement. Gaming concepts and operational practices that demonstrate consistently positive performance are adopted as standards across other BigGame and e Games locations. Through this structured evaluation and implementation process, BigGame continues to enhance gaming configurations, service offerings, and overall operational efficiency.

Best Gaming Experience

BigGame remains committed to delivering a high quality gaming experience to its customers. Continuous daily food service continues to be a standard offering across BigGame locations and remains an integral component of the overall customer experience.

The Company continues to undertake site expansion, renovation, and refurbishment initiatives aimed at improving venue aesthetics, enhancing customer comfort, and optimizing operational functionality. These initiatives are complemented by ongoing enhancements to player experience through the introduction of new amenities, improved service processes, and refreshed gaming environments.

Player acquisition and retention remain key focus areas, supported by activation activities conducted in partnership with various entertainment and commercial establishments. BigGame continues to strengthen customer service standards, enhance site amenities, and

cultivate a welcoming ambiance aligned with the preferences and expectations of its target market.

1.4 e-Bingo

In line with its strategy to expand and diversify its operations, PhilWeb, through its wholly owned subsidiary Easy e Bingo, Inc., operates in the electronic bingo segment of the gaming industry.

As of the date of this report, Easy e Bingo, Inc. owns and operates eighteen (18) electronic bingo locations nationwide. These company owned e Bingo locations are directly managed and form part of the Company's core electronic bingo operations.

Separately, electronic bingo machines branded as XO are supplied and operated by an accredited electronic bingo machine supplier company within the PhilWeb group. This machine supplier provides a total of seven hundred ninety (790) XO electronic bingo machines deployed across thirty-five (35) electronic bingo site locations nationwide. These locations include both company owned and third party operated sites, in accordance with applicable regulatory accreditation and operating arrangements.

This operating structure allows PhilWeb to maintain direct control over its company owned electronic bingo locations, while also extending its presence and service capabilities across a broader electronic bingo network through its accredited machine supply operations.

1.5 Corporate Services

Finance

The PhilWeb Finance Department continued to provide its unwavering support to the growth of the business through the sound implementation of financial systems, processes and internal control policies that safeguard the Company assets and resources.

Finance developed the reporting process and reconciliations of progressive jackpot contributions and actual payouts for slot machine games. This paved the way for PAGCOR to approve the introduction of new games with large progressive payouts, such as Happy Golden Ox, Three Stooges and Rudolf's Revenge. The introduction and implementation of new games was successful not only in creating excitement for our players, but also in delivering additional revenue to all our stakeholders.

Another milestone was the implementation of our closed-loop e-wallet which we branded "e-SAFE". The keys to the implementation of e-SAFE were the internal controls and security measures that we established to ensure that the client's money is safe and secure. Coupled with the introduction of new gaming platforms such as MSW, the e-SAFE will now allow players to place bets to these games using the wallet balance. This will also allow players to receive payouts through their wallets, which they can keep or withdraw any time they want. The Company is looking of re-launching this wallet in the near future.

Finance continues to ensure that all cash from the nationwide network of e-Games are collected on a timely and accurate manner. Through our company-proprietary POS system and 24/7 operation of our Cash Centers, we are able to monitor cash exposure and thereby enabling us to collect or replenish the cash needs of each site almost immediately. Our

arrangements with banks, also allow us to replenish the operator and pay the player of the provincial sites on a real-time basis. The strict implementation of collection policies enables us to manage our cash with very minimal risk to the Company and to the operator.

Finance continuously provides financial reports, reconciliations in a timely manner to management and stakeholders to support key business decisions.

Legal

The Legal Department ensures that the interests of the Company as well as its subsidiaries and affiliates are fully protected. Likewise, it makes certain that the Company observes all laws, rules and regulations relevant to the operation of its business and that it complies with all the reportorial requirements of various government offices and agencies such as, but not limited to, the Securities and Exchange Commission, the Philippine Stock Exchange, the Board of Investments and the Philippine Economic Zone Authority. In the same manner, the Legal Department manages and oversees the Company's dealings with concerned local government units with respect to the issuances of permits and licenses.

The Legal Department is also responsible for the registration of trademarks, patents and copyrights that are aimed to protect the intellectual property rights of the Company. Moreover, it is in-charge of reviewing all the contracts that the Company enters into thereby guaranteeing that the terms of every agreement are beneficial to the interests of the Company. Further, the Legal Department handles all cases brought by or against the Company whether these cases involve civil, criminal or administrative matters. In all, the Legal Department serves as the legal adviser and consultant of the Company, ever vigilant and protective of the Company's rights and interests.

Customer Support

To ensure continuity in providing 24 x 7 support to all e-Games members, operators and site staff during the pandemic, several improvements were implemented in the Customer Support department. The call center's telephony system was transitioned from a premise based to a telco grade hosted ACD, IVRS and telephony solution on a cloud-based infrastructure. The new system is now accessible through the internet which allowed all our customer support officers to access the platform and man the eGames hotline anytime, anywhere. Our customer service channels were also expanded and now includes - voice (hotline), email and chat support via SMS, Viber and Facebook. With these enhancements, we are able to handle over 100,000 transactions across all products and channels. Customer Support has also maintained its 92% average answer rate for inbound calls and 30-minute response rate for all its written correspondences via email, SMS and chat.

The group continued to provide outbound support for other departments as well: Marketing - for promo related activities; Information Technology - for maintenance advisories; and Finance - for cash collection and replenishment.

The group is determined to enhance the customer experience even further by strengthening its ability to provide support and engage with customers through other digital channels, streamline processes to shorten resolution times, and continuous staff training to reinforce the culture of service in every member of the team.

1.6 Information Technology

PhilWeb's Information Technology group is composed of five functional departments, namely: Infrastructure, Software Development, Service Delivery, Service Support and Information Security. Each department's functions are aligned with PhilWeb's operational requirements as well as its corporate needs.

The Infrastructure Department's primary role is to provide all the components – hardware, software, network resources, facilities and services - needed to deliver IT services for PhilWeb's casino and corporate operations. The team is also responsible for the monitoring and maintenance of these components, providing level two support to ensure that operations are available 24/7.

The Software Development Department is in charge of creating and implementing software vital to PhilWeb's casino operations. As of this writing, a number of home-grown applications are in production which will allow PhilWeb to provide a better experience to its operators and members. Internally, the group has also developed tools to provide the operational teams such as Customer Support, Finance Operations, and Casino Operations with the information they need for their day-to-day activities.

The Service Delivery Department is responsible for the implementation and management of quality IT services. Guided by industry best practices, the group manages delivery of services through the disciplines of Project Management and Service Management. In line to its vision to ensure quality, the team also has a Quality Assurance unit which conducts testing on home grown software prior to customer endorsement to ensure that business requirements are met.

The Service Support Department is in-charge of providing first level technical support and service monitoring to ensure that IT services are always available to both internal and external customers of the Company. There are two groups under this department: a) the Technical Support team, which monitors and performs first level troubleshooting on services pertaining to PhilWeb's corporate & casino infrastructure and B) Field Support, which is tasked to provide first level troubleshooting for e-Games sites. Tickets reported by site personnel and operators are first escalated to this team for validation and resolution.

The Information Security Department provides guidance on securing and protecting the privacy of information, and ensures that the institution maintains appropriate operational controls, standards, processes, and information security policies.

1.7 Human Resources and Administration

Organization Structure

PhilWeb's Human Resources and Administration Departments were re-structured in January of 2016 and became one division, Human Resources and Administration. Merging the two departments was effective and cost efficient maximizing the combined competencies of the former 2 departments that gave more solid support for the Company.

The Human Resources Department (HR)

Recruitment & Selection

Recruitment and Selection in PhilWeb continued to follow stringent procedures to ensure that we are hiring only qualified and competent workforce.

New Hires Orientation covering the Company's Vision, Mission and Core Values, Culture and History of PhilWeb, the Organization Chart, Product Training, Policies and Procedures and Code of Conduct as well as explanation on their Employment Contract – comprise the outline of the Induction Program and is given prior to turnover to the requesting department. Technical orientation is handled by the respective department.

As of December 31, 2025, the Company has total of 182 employees.

Compensation and Benefits

The HR Department ensured timely delivery of compensation and benefits to the workforce and their professional and personal growth were charted through based Performance Evaluation/Appraisal.

Employee Engagement

In addition to workplace learning and development interventions as tool for workforce retention and engagement, regular general assemblies and other means of communication are undertaken to get the workforce pulse as regards the company's business developments.

Corporate Social Responsibility (CSR)

PhilWeb reaffirms its commitment and responsibility to its stakeholders through sound and efficient fiscal management of its business from top to departmental level. While this is foremost in our minds, the responsibility to our constituents and community and the environment we work in cannot be undermined.

PhilWeb continues to share our resources and propagates its advocacy to bring computer literacy and education to the less privileged of our society even to the farthest and remote areas. Consistent with the government's endeavor of inclusive growth, the donation does not only end in the delivery of the hardware but comes with related trainings and applications on the use of computers and applications.

The Administration Department

The Administration Team continued to place great effort in cost-effective measures to support the company's goal to achieve economy and efficiency in its operations without sacrificing the quality of support they render to PhilWeb.

The Administration Team continued to do their share in the timely delivery of their services, ensured that needs of the company were met and repairs and preventive maintenance on the equipment were planned and executed with the least downtime to the Company.

The Human Resources and Administration Division will continue to be a strategic partner of the different business units of PhilWeb and will continue to contribute to innovation for excellence in all our endeavors.

Subsidiaries

The following are the subsidiaries of the Company:

<u>Subsidiaries</u>	<u>Line of Business</u>
1. BigGame, Inc. ("BGI")	Operates internet gaming and bingo stations.
2. Premyo sa Resibo, Inc. ("PSR") (g)	Develops and markets computer systems, applications, programs and operate gaming platforms in relation to Premyo Sa Resibo program of the BIR and Philippine Amusement and Gaming Corporation (PAGCOR).
3. Philweb Capital Corporation ("PCC") (a)	Develops, engages and maintains gaming systems and applications for all types of casino operations whether land-based, internet-based or virtual.
4. e-Magine Gaming Corporation (b)	Develops technology for the gaming industry.
5. PhilWeb Leisure & Tourism Corporation ("PLTC") (a)	Establishes, operates, and maintains leisure and tourism-oriented activities.
6. PhilWeb Tourism and Entertainment Corporation ("PTEC") (a)	Establishes, operates and maintains leisure-oriented activities, except in the travel agency business, and facilities such as but not limited to hotels, courts, stadiums and other facilities for the conduct of any and all kinds of sports and games.
7. PhilWeb International Gaming Corporation ("PIGC") (c)	Engages in international gaming ventures including all forms of gaming which are legal in the countries in which it will operate.
8. Easy e-Bingo, Inc. (e)	Engage in the business of setting up internet gaming and bingo stations and its operations.
9. PhilWeb Mobile Lottery Corp. ("PMLC") (a)	Operate, as may be permitted by law, either alone or in partnership with others, mobile-based lottery games and other related mobile game offerings.
10. PhilWeb Asia-Pacific Corporation	Engage in international gaming ventures including all forms of gaming which are legal in the countries in which it will operate.
11. PhilWeb (Cambodia) Ltd.	Incorporated under the laws of Kingdom of Cambodia, and shall engage in the business of operating internet-based and mobile-based games of chance including but not limited to lottery, internet casino café and other games of chance as they

	become legally available in the Kingdom of Cambodia.
12. PhilWeb Lorosae, Lda. ^(h)	The Company was incorporated under the laws of Timor Leste and is engaged in the business of operating instant Scratch n' Win.
13. Guam Sweepstakes Corp.	Incorporated in the Territory of Guam and entered into a Memorandum of Agreement with a prominent local family.
14. Gold Scratch and Win Co., Ltd. ^(h)	Incorporated under the laws of the Kingdom of Cambodia and engaged in the business of operating instant Scratch n' Win.
15. Best Choice Holdings, Inc.	Engages to purchase, own, and hold stocks of other corporations and to do every act and thing covered generally by the denomination "holding corporation".
16. UMIAC, Inc.	Engages in marketing and distribution of IT equipment, parts, supplies, and related software
17. XO Corporation	Engages in marketing and distribution of IT equipment, parts, supplies, and related software
18. NDM Bingo Center 1, Inc.	Operates electronic bingo station
19. NDM Bingo Center 2, Inc.	Operates electronic bingo station
20. NDM Bingo Center 3, Inc.	Operates electronic bingo station
21. NDM Bingo Center 5, Inc.	Operates electronic bingo station
22. NDM Bingo Center 7, Inc.	Operates electronic bingo station
23. NDM Bingo Center 8, Inc.	Operates electronic bingo station
24. NDM Bingo Center AGP, Inc.	Operates electronic bingo station
25. NDM Bingo Center Anonas, Inc.	Operates electronic bingo station
26. NDM Bingo Center Antpolo, Inc.	Operates electronic bingo station
27. NDM Bingo Center Bagbag, Inc.	Operates electronic bingo station
28. NDM Bingo Center Blumentritt, Inc.	Operates electronic bingo station
29. NDM Bingo Center LGP, Inc.	Operates electronic bingo station
30. NDM Bingo Center Miramar, Inc.	Operates electronic bingo station
31. NDM Bingo Center North EDSA, Inc.	Operates electronic bingo station
32. NDM Bingo Center Tomas Morato, Inc.	Operates electronic bingo station
33. NDM Bingo Center Visayas, Inc.	Operates electronic bingo station
30% owned with control:	
34. Major Games and Amusement Corporation ^(d)	Establishes, operates and provides consultancy services with regards to amusement, recreational, gaming and gaming equipment facilities and enterprises of every kind and nature.
Special Purpose Entity:	
35. Pure Corporate Investments Ltd. ^(f)	Holds 50% ownership in Host Union International Limited

PhilWeb Corporation
Management Report for the 2026 Annual Stockholders' Meeting

- (a) Not in commercial operations as at December 31, 2018.
- (b) Formerly PhilWeb Gaming Solutions Corporation (PGSC), change in registered business activity and name were approved by the SEC on July 17, 2012 and December 17, 2012, respectively.
- (c) Currently the parent company of PhilWeb Asia-Pacific Corporation.
- (d) Became a subsidiary effective January 1, 2012.
- (e) Formerly PhilWeb Homeplay Inc, change in name was approved by the SEC on April 7, 2014.
- (f) Acquired in 2012, 100% owned in 2012.
- (g) Ceased commercial operations effective October 1, 2014.
- (h) Dissolution of PhilWeb Lorosae, Lda and Gold Scratch and Win Co., Ltd. was approved by the Board of Directors on December 19, 2014 and January 16, 2015, respectively.

Directors and Executive Officers

PhilWeb's present Board of Directors is composed of 10 members elected by and from among the Company's stockholders. The Board is responsible for providing overall management and direction to the Company.

The directors and executive officers of the Company and a brief description of their business experience for the past five years are discussed below:

Name	Age	Position/Citizenship/Period Served/Term of Office
Crisanto Roy B. Alcid	56	Director & -Chairman/Filipino/10 years/1 year
Edgar Brian K. Ng	56	Director & President/Filipino/5 years/1year
Jacob Louie Policarpio	56	Director/Filipino/3 months/5 months
Ernesto C. Lagdameo III	67	Director/Filipino/3 months/5 months
Jianbo Huang	48	Director/English/3 months/5 months
Tzu-Chuan Tseng	43	Director/Taiwanese/3 months/5 months
Rafael B. Ortigas	48	Director/Filipino/22 years/1 year
Daniel Tirona Francisco	56	Director/Filipino/1 month/3 months
Anthony Ferdinand C. Yu	56	Director/Filipino/1 month/3 months
Marie Antonette B. Quiogue	43	Director/Filipino/ 1 month/3 months
Ricky E. Rosario	38	CFO & Comptroller/Filipino/6 years/1 year
Alexius D. Coliat	50	CFO & Treasurer/Filipino/6 years/1 year
Mona Liza I. Navarro	46	Vice President/Filipino/8 years/1 year
Maria Anna Cristina B. de Jesus	44	Corporate Secretary/Filipino/1 year/ 1 year

Crisanto Roy B. Alcid was elected Chairman of the Company in December 2025, prior to this he was the Vice-Chairman of the Company since September 2017. He was elected Director of the Company in April 2015. He is the President and Chief Operating Officer of Araneta Properties, Inc. while concurrently serving as Director and Executive Vice President of Gregorio Araneta, Inc., Carmel Development Corp., Gregorio Araneta Management Corporation, and Araza Resources Corporation. Before joining the Araneta Group, he was formerly connected with Ayala Land, Inc., Asiatrust Development Bank, and Citibank N.A. Mr. Alcid holds a Bachelor of Science Degree in Management Engineering from the Ateneo de Manila University and has completed the General Management Program at the Harvard Business School.

Edgar Brian K. Ng was elected Director of the Company in February 2020. He is the President of the Company. In the past, he served as Managing Director/Country Manager of Affinity Express Philippines, Inc., Vice President & Country Manager of RR Donnelley Global Outsourcing, Director for Operations of OfficeTiger Philippines Corporation, and Director of Special Projects (Global Operations Support) for SPi. He also spent six years with The Print Town Group starting as a Prepress Manager for FEP Printing Corp and ending as Senior Vice President of LexMedia Digital. Aside from the corporate world, Mr. Ng was an instructor at both the undergraduate and graduate levels of Ateneo Universities. He has a Bachelor of Arts degree from the Ateneo de Manila University and an MBA from the Ateneo Graduate School of Business.

Rafael B. Ortigas was elected Director of the Company in April 2002. He is the Chairman and President of Leafar Commercial Corporation, a Director of Sagitro, Inc. and ISM Communications Corporation. He was a director of Itogon-Suyoc Resources, Inc., and OCLP Holdings, Inc. and former General Partner of Ortigas and Company Ltd. Partnership. He is also a Trustee and President of Leafar Foundation, Inc. and a Trustee of the Ortigas Foundation, Inc. He has a Bachelor of Science degree in Computer Science from De La Salle University and an MBA from Ateneo de Manila Graduate School of Business.

Jianbo Huang is a senior executive with more than fifteen years of international experience in the gaming and sports betting industry, with particular expertise in trading, risk management, and fraud operations. He previously served in various senior roles at bet365, where he built a strong foundation in in-play trading, fraud supervision, operational risk control, and training and organizational development. His professional background is marked by a focus on operational discipline, system-driven risk frameworks, and the development of high-performing teams. Mr. Huang holds a Master of Science in Computing and Information Systems and a Bachelor of Arts (Honours) in Marketing from the University of Greenwich.

Ernesto Cojuangco Lagdameo III is a senior finance executive with extensive experience in banking, corporate finance, and technology-focused enterprises. He currently serves as Chief Financial Officer of VOXP Technologies and Innovations, Inc. and Telepondo, Inc., and as Treasurer of Buenaventura Echauz and Partners, Inc., where he provides strategic financial and advisory oversight. Mr. Lagdameo previously served as Vice President of JP Morgan Chase, with senior roles in New York and Manila covering corporate finance, trade, and relationship management. He holds a double degree in Psychology and Accounting from De La Salle University, Manila, and is a Certified Public Accountant.

Jacob Policarpio is a business executive and entrepreneur with extensive experience in management, finance, and operations across investment, manufacturing, food, and trading enterprises. He is the Managing Partner of TABAC Inc. and the Proprietor and General Manager of Flavors of the Kitchen, where he oversees strategic direction, financial performance, and day-to-day operations.

Tzu-Chuan Tseng is a graduate of the University of Illinois Urbana-Champaign, College of Law. She has more than ten (10) years of experience in the online gaming

sector across various regulated markets and jurisdictions, including the United Kingdom, Brazil, and the Philippines.

Marie Antonette B. Quiogue holds a Master of Laws (LL.M.) from Columbia Law School, a Master of Business Administration (MBA) from De La Salle University, and a Juris Doctor (JD), where she graduated as Valedictorian, from the Far Eastern University Institute of Law. She is the Founder and Chief Executive Officer of Arden Consult, a firm specializing in legal, regulatory, and strategic advisory services for the gaming, technology, and emerging digital industries. She is widely recognized as an authority in Philippine gaming law, with extensive experience advising international and local operators on licensing, compliance, and regulatory strategy.

Daniel Tirona Francisco completed the Management of Managers Program at the University of Michigan and the Management Development Program at the Asian Institute of Management. He holds a Bachelor of Arts, Major in Interdisciplinary Studies, from Ateneo de Manila University. He is a real estate professional with extensive experience in land acquisition, asset development, and property management. He previously served as Vice President of Oak Drive Capital Inc., where he oversaw land management and asset development initiatives, and as Executive Assistant to the President and Chief Executive Officer of the PJ Lhuillier Group of Companies, where he handled investment coordination and corporate operations.

Anthony Ferdinand C. Yu holds a Bachelor of Arts in Interdisciplinary Studies from Ateneo de Manila University. He is a seasoned sales and business development professional with over twenty-five (25) years of experience across the packaging, food, and building materials industries. He currently serves as Director for Sales at SYU Group Systech Corp. (Polywall Philippines), where he leads business development and secures major commercial contracts. He previously served as Senior Sales Executive at United Container Corp., managing nationwide B2B sales operations and long-term supply agreements.

Ricky E. Rosario was elected as the CFO and Comptroller of the Company in August 2019. Mr. Rosario is a certified public accountant. His previous work experience includes being senior auditor of SGV & Co. He is an accredited tax practitioner and accredited CPA in public practice, and commerce and industry. He is a member of the Philippine Institute of Certified Public Accountants and registered as ASEAN Chartered Professional Accountant.

Alexius D. Coliat was elected as the CFO and Treasurer of the Company in August 2019. Mr. Coliat is a certified public accountant. His previous work experience includes being the Global Internal Audit Manager of Tyche Consulting Limited Phils. and a senior risk consultant of Hill & Associates Risk Consulting Philippines, Inc. He is a member of the Philippine Institute of Certified Public Accountants.

Mona Liza I. Navarro is currently a Vice President of the Company. She has been an IT practitioner for over 17 years with experience in Software Development, Project Management and IT Operations. She has a degree of Bachelor of Science in Computer Science from the University of the Philippines. She is an ITIL certified professional and a Certified IT Manager.

Maria Anna Cristina B. de Jesus was elected Corporate Secretary of the Company in December 2024. She was previously the Asst. Corporate Secretary of the Philippine Dealing Systems Holdings Corp. including its subsidiaries PDTC, PDEX & PCD Nominee Corp. She holds a Master of Laws Degree from San Beda University and Juris Doctor Degree from San Beda College Alabang, a Masters of Business Administration Degree and a Bachelor of Science degree major in Management from the Ateneo de Manila University. She is a member of the Integrated Bar of the Philippines and a fellow of the Chartered Institute of Arbitrators.

s of the date of this information statement, except for Rafael B. Ortigas the foregoing will be nominated for re-election to the Board of Directors at the meeting. None of the above-mentioned directors have declined to stand for re-election to the Board of Directors since the date of the last annual stockholders' meeting because of a disagreement with the Company on any matter relating to the Company's operations, policies, or practices.

F. Market Price, Dividends and Related Stockholder Matters

Market Information

PhilWeb Corporation's stocks are listed with the Philippine Stock Exchange.

The following table sets forth the high and low closing sales prices of the Common Shares listed on the PSE during the respective periods indicated according to published financial sources.

	Price per Share	
	High	Low
2020		
First Quarter (ending March 2020)	4.12	1.12
Second Quarter (ending June 2020)	2.75	1.55
Third Quarter (ending September 2020)	2.40	1.80
Fourth Quarter (ending December 2020)	3.36	2.06
2021		
First Quarter (ending March 2021)	3.08	2.60
Second Quarter (ending June 2021)	2.91	2.39
Third Quarter (ending September 2021)	2.57	2.20
Fourth Quarter (ending December 2021)	2.40	1.86
2022		
First Quarter (ending March 2022)	2.36	1.80
Second Quarter (ending June 2022)	6.09	2.24
Third Quarter (ending September 2022)	5.05	2.33
Fourth Quarter (ending December 2022)	3.09	2.29
2023		
First Quarter (ending March 2023)	2.79	1.79
Second Quarter (ending June 2023)	2.33	1.78
Third Quarter (ending September 2023)		

Fourth Quarter (ending December 2023)	2.33	1.69
	1.98	1.68
2024		
First Quarter (ending March 2024)		
Second Quarter (ending June 2024)	1.96	1.63
Third Quarter (ending September 2024)	2.25	1.49
Fourth Quarter (ending December 2024)	2.17	1.69
	2.08	1.30
2025		
First Quarter (ending March 2025)		
Second Quarter (ending June 2025)	3.53	1.02
Third Quarter (ending September 2025)	2.96	1.56
Fourth Quarter (ending December 2025)	5.54	2.12
	7.04	3.51
2026		
First Quarter (ending March 2026)		
Month of April 2026 (ending 30 April 2026)	12.86	6.18
	12.22	9.78

Dividends

PhilWeb declared a cash dividend of P0.10 per share which was paid on September 15, 2014 to the holders of common stock as of September 1, 2014. PhilWeb declared a cash dividend of P0.10 per share which was paid on December 5, 2014 to the holders of common stock as of November 21, 2014. PhilWeb declared a cash dividend of P0.15 per share which was paid on February 16, 2015 to the holders of common stock as of January 30, 2015. PhilWeb declared a cash dividend of P0.15 per share which was paid on May 21, 2015 to the holders of common stock as of May 7, 2015. PhilWeb declared a cash dividend of P0.15 per share which was paid on August 28, 2015 to the holders of common stock as of August 14, 2015. PhilWeb declared a cash dividend of P0.15 per share which was paid on November 26, 2015 to the holders of common stock as of November 12, 2015. PhilWeb declared a cash dividend of P0.20 per share which was paid on March 4, 2016 to the holders of common stock as of February 19, 2016. PhilWeb declared a cash dividend of P0.20 per share which was paid on June 24, 2016 to the holders of common stock as of June 14, 2016.

The Company's future retained earnings corresponding to undistributed equity in net earnings are not available for dividend distribution until declared by the affiliates. There is no restriction that limits the payment of dividend on common shares.

Holdings

There were **1,253 shareholders** of record holding the Company's outstanding capital stock of 1,435,776,680 common shares as of 30 April 2026 net of treasury shares of 81,380,938. There is only one class of common shares.

Top 20 Stockholders

The top 20 stockholders of record of common shares as of April 30, 2026 (based on total outstanding capital stock of 1,435,776,680 common shares, net of treasury shares of 81,380,938) were:

		No. of Subscribed Common Shares	% to Total Outstanding
1.	PCD Nominee Corporation: Filipino – 1,110,475,203 Non-Filipino – 135,605,745	1,245,080,948	86.79%
2.	Philweb Capital Corporation	156,899,853	10.93%
3.	Evermore Trading Limited	24,558,303	1.71%
4.	Umali, Amparo Cordial	835,400	0.06%
5.	Tan, Enrique	473,782	0.03%
6.	Filipino Pest Control & General Services, Inc.	420,000	0.03%
7.	Tan, Tiong	354,328	0.02%
8.	Manalo, Josephine A.	250,000	0.02%
9.	Ng, Edgar Brian K.	150,000	0.01%
10.	Pacheco, Juancho	144,000	0.01%
11.	Cabarrus, Estate of Jesus S.	139,304	0.01%
12.	Bautista, Jose	93,981	0.01%
13.	Santos, Alfredo	93,981	0.01%
14.	Tan, Evelina	84,583	0.01%
15.	Tenchavez, Roberto S. &/or Betsy B.	84,000	0.01%
16.	Cabarrus, Lim, Pastor, Bernardo, Garcia, Nieto	73,940	0.01%
17.	Bugarin, Enrique	71,341	0.00%
18.	Araneta, Benito R.	66,666	0.00%
19.	S. J. Roxas & Co., Inc.	61,800	0.00%
20.	Alberto, Jose M.	60,000	0.00%

Recent Sales of Unregistered/Exempt Securities

There has been no sale in the past three years of any unregistered securities of the Company.

On December 29, 2021, the Company issued 159,269,484 preferred shares with the Offer Price of P4.709 per share for an aggregate subscription price of P750,000,000.00 to the following stockholders: Gregorio Araneta, Incorporated for 97,260,565 preferred shares and Philweb Capital Corporation for 62,008,919 preferred shares. The Company also filed with the Securities and Exchange Commission last 29 December 2021 a Notice of Exempt Transaction (SEC Form 10.1) in connection with the issuance of 159,269,484 preferred shares of the Company for an aggregate subscription price of Php750,000,000.00.

G. Compliance with Corporate Governance Practices

The Company through its Compliance Officer, Ms. Mona Liza I. Navarro, has monitored the Company's compliance with SEC Memorandum Circular No. 2 dated April 15, 2002, SEC Memorandum Circular No. 19 Series of 2016 and the relevant SEC Circulars on Corporate Governance and noted that no substantive or major deviations occurred. The Company's

directors and officers have complied with the practice and policies contained in the Company's Manual on Corporate Governance. All of the Company's directors and officers attended a seminar on corporate governance.

The Company's Board of Directors and officers have been properly briefed on their specific responsibilities as embodied on the Manual on Corporate Governance. The compliance officer monitors the Company's compliance with the provisions and requirements of the manual and determines violations if any.

The Company used the following criteria in assessing the board of directors and the individual directors:

1. Fulfillment of the key responsibilities by the board
2. Quality of relationship of the board and management
3. Effectiveness of board processes and meetings
4. Quality of board structure
5. Knowledge and practice of company policies
6. Attendance and participation in meetings
7. Performance of duties and obligations

Rating Range

The Company provided a rating range of: "5" being excellent, "4" being above average, "3" being average, "2" being below average, and "1" being poor.

Procedure

After the scheduled seminar on corporate governance attended by the directors of the Company, the directors accomplished self-assessment questionnaires for individual directors, board of directors as a whole assessment and the executive committee, corporate governance committee and audit committee assessment.

Appraisal Results and Performance Report

The results of the appraisal were as follows: the individual directors earned an average of 4.9; the executive committee, corporate governance committee, and audit committee earned an average of 4.8; and the board as a whole earned an average of 4.88.

There were no deviations made from the adopted Manual on Corporate Governance.

The Company's management considers its Manual on Corporate Governance sufficient and believes that there is no need to amend it. It ensures that the provisions of the manual are properly implemented.

H. UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY WILL PROVIDE, WITHOUT CHARGE, A COPY OF THE COMPANY'S SEC FORM 17-A (ANNUAL REPORT) DULY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THE STOCKHOLDER MAY BE CHARGED A REASONABLE COST FOR PHOTOCOPYING THE EXHIBITS.

ALL REQUESTS MAY BE SENT TO THE FOLLOWING ADDRESS:

**PhilWeb Corporation
41st Floor, One San Miguel Avenue Condominium
San Miguel Avenue corner Shaw Boulevard
Ortigas Center, Pasig City, Philippines**

**Attention: Mr. Alexius D. Coliat
Treasurer/Chief Finance Officer**