COVER SHEET

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S.E.C. Registration Number

HAUS TALK, INC.

(Company's Full Name)

UNIT 701 ORIENT SQUARE

BLDG., F. ORTIGAS JR. RD.

ORTIGAS CENTER

PASIG CITY, PHILIPPINES

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

Maria Agnes M. Siapno	(632) 8634 8712
Contact Person	Company Telephone Number

1 2	3 1	SEC Form 20-IS	July	Last Wednesday
Month	Day	FORM TYPE	Month	Day
Fiscal Year			Annual Meeting	

Permit to Offer Securities for Sale

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total Amount of Borrowings

Total No. of stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION
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. Name Registrant as specified in its charter: **HAUS TALK, INC.**

3. Province, country or other jurisdiction of incorporation or organization: **Metro Manila, Philippines**

4. SEC Identification Number: **CS200409462**

5. BIR Tax Identification Code: **233-687-508**

6. Address of principal office and Postal Code: **Unit 701 Orient Square Bldg., F. Ortigas Jr. Rd., Ortigas Center, Pasig City, Philippines 1605**

7. **(02) 8636-6929**
Issuer's telephone number, including area code

8. Registrant's telephone number, including area code: **(02) 8636-6929**
9. Date, time and place of meeting of security holders:

Date: July 29, 2026 (Wednesday)
Time: 2:30 p.m.
Place: remote communication/online (Zoom)

The presiding officer will preside the meeting from the principal office located at Unit 701 Orient Square Bldg., F. Ortigas Jr. Rd., Ortigas Center, Pasig City.

The meeting link is:
https://us06web.zoom.us/j/88060004424?pwd=3TLJz4vnyhTOmLARquWD5cAThDKmtS.1

10. Approximate date on which the Information Statement is first to be sent or given to security holders:
July 8, 2026
11. In Case of Proxy Solicitations:
NOT APPLICABLE
12. Securities registered pursuant to Section 8 and 12 of the Code or Section 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants)

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding[1]
Common shares	2,500,000,000
Fixed Rate Bonds Series A Due 2029	Php260,020,000.00

[1] As of July 6, 2026

Fixed Rate Bonds Series B Due 2031	Php1,539,980,000.00

13. Are any or all registrant's securities listed in a Stock Exchange?
Yes

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

July 6, 2026

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

GREETINGS:

Please be advised that the Annual Stockholders' Meeting of **HAUS TALK, INC**. (the "Company") for the year 2026 will be conducted via remote communication/online on **July 29, 2026 at 2:30 p.m.** Stockholders who wish to participate in the proceedings may do so by registering online.

AGENDA

1. Call to order;
2. Certification of Notice and Quorum;
3. Approval of the Minutes of the Annual Stockholders' Meeting held on July 30, 2025;
4. Management report;
5. Adoption of the Audited Financial Statements for the calendar year ended December 31, 2025, as contained in the Annual Report;
6. Ratification of all previous acts and proceedings of the Board of Directors, Officers and Management;
7. Election of members of the Board of Directors;
8. Appointment of external auditor for calendar year 2026;
9. Other matters; and
10. Adjournment.

Only stockholders of record at the close of business hours on **June 30, 2026** are entitled to notice of, and vote at this meeting.

Stockholders may only participate via remote communication/online.

The Minutes of the last Annual Stockholders' Meeting held on July 30, 2025 and the Audited Financial Statements for 2025 are available at the website of the Company https://www.haustalk.com.ph/ and will be appended to the Information Statement that will be distributed or disseminated to all stockholders as of record date.

Please register through the online registration form 2026 Registration Form **not later than 5:00 p.m. of July 22, 2026, and cast your votes not later than 5:00 p.m. of July 27, 2026.**

For the detailed registration and voting procedures, please refer to the Guidelines and Procedures for Participating *via* Remote Communication as provided under the Information Statement.

Following the pre-registration and subject to validation procedures, **please submit the original proxy form/s not later than 12 noon of July 24, 2026** at Haus Talk Inc. c/o Office of the Corporate Secretary, Unit 701 Orient Square Building F. Ortigas Jr. Road, Ortigas Center, Pasig City. Validation of proxies shall be done starting at 2 p.m. on July 24, 2026.

For concerns, please reach us through *haustalkinc.hti@gmail.com*.

WE ARE NOT ASKING FOR A PROXY AND YOU ARE NOT REQUESTED TO SEND ONE.

lyra lipae-fabella
LYRA GRACIA Y. LIPAE-FABELLA
Corporate Secretary

GUIDELINES AND PROCEDURES FOR PARTICIPATING
***VIA* REMOTE COMMUNICATION**
AT THE ANNUAL
STOCKHOLDERS' MEETING
OF
HAUS TALK, INC.

HAUS TALK, INC. (the "Company") will be conducting its 2026 Annual Stockholder's Meeting ("ASM") on July 29, 2026 at 2:30 p.m., by way of a virtual meeting through remote communication.

Only Stockholders of record as of June 30, 2026 who have successfully registered for the meeting shall be able to participate and vote in the ASM.

I. Registration and Participation/Attendance Procedure:

1. Stockholders who intend to participate in the virtual ASM may register by accomplishing the registration form on page 3 (please use Gmail) and attaching relevant documents/files for registration such as:

a. For individual stockholders holding stock certificates in their names:
i. Scanned copy of valid government-issued ID;
ii. Recent photograph;
iii. Proxy form, if any; and
iv. Scanned copy of the representative's valid government-issued ID, as named in the proxy form, if any

b. For corporate stockholders holding stock certificates in the name of the corporation:
i. Secretary's Certificate attesting to the authority of the representative to participate and/or vote in the ASM; and
ii. Documents required under items 1.a (i), (ii), (iii) and (iv) for the authorized representative.

c. For stockholders with joint accounts:
i. Scanned copy of authorization letter signed by other stockholders indicating the person among them authorized to participate and/or vote in the ASM; and
ii. Documents required under items 1.a (i), (ii), (iii) and (iv) for the authorized stockholder;

d. For stockholders under PCD Participant / Broker's Account or "Scripless Shares":

i. Certification from the stockbroker stating the full account name, reference number/account number and an express statement that he/she is a beneficial stockholder of the Company as of June 30, 2025; and
ii. Documents required under items 1.a (i), (ii), (iii) and (iv).

2. Stockholders intending to participate by remote communication in the ASM are requested to **register not later than 5:00 pm of July 22, 2026**. Successfully registered stockholders can cast their votes *in absentia* through an online voting system and will be provided access to the live streaming of the meeting. **Please cast your votes not later than 5:00 p.m. of July 27, 2026.**

3. Only those stockholders who have registered following the procedure above shall be included for purposes of determining the existence of a quorum.

4. For purposes of voting during the ASM, please see Part II below (Voting Procedure).

5. For the Question-and-Answer portion of the ASM, stockholders may send their questions related to the agenda at *haustalkinc.hti@gmail.com* indicating the email subject as *Q&A_ASM2025*. Due to certain limitations, not all questions may be responded to during the 2026 ASM but the Company will endeavor to respond to all the questions through email.

6. In compliance with SEC requirements, the proceedings during the 2026 ASM will be recorded.

7.The SEC Form 20-IS, SEC Form 17-A, Interim Reports and other pertinent documents may be accessed through the PSE EDGE portal at http://edge.pse.com.ph/under Haus Talk, Inc. company filings and the Company website.

II. Voting Procedure:

Stockholders may vote during the ASM either (1) by Proxy or (2) by voting *in absentia* through our online voting system.

1. Voting by Proxy:

a. Stockholders may use the Proxy Form attached at the end of this report and accomplish and sign the same. The designated proxy or the Company's Chairman or Acting Chairman is authorized to cast the votes pursuant to your instructions in the Proxy Form.

b. Send a scanned copy of the signed Proxy Form and corresponding requirements, if applicable, as stated above on Part I 1.a, 1.b, 1.c or 1.d (Registration and Participation/Attendance Procedure) by email to *haustalkinc.hti@gmail.com*.

c. The documents should be emailed to the above email address.

d. The original of the signed Proxy Form and relevant documents should reach the Company not later than **12 noon on July 24, 2026** by delivery to:

The Corporate Secretary
HAUS TALK, INC.
Unit 701 Orient Square Bldg., F. Ortigas Jr. Rd., Ortigas Center, Pasig City 1605

2. Voting *in absentia* through the online voting system:

a. Follow the Registration and Participation/Attendance Procedure set forth in Part I (Registration and Participation/Attendance Procedure) above.

b. After successful **registration not later than 5:00 p.m. of July 22, 2026**, the Company upon validation will send an email to the stockholder containing the link to the online voting system and the instructions for casting votes.

c. Registered stockholders shall have **until 5:00 PM of July 27, 2026 to cast their votes**.

d. All agenda items indicated in the Notice of Meeting will be included in the online voting system and the registered stockholder may vote as follows:

i. For items other than election of the Directors, the stockholder may vote:
"For", "Against", or "Abstain". The vote shall be considered as cast for all the stockholder's shares.

ii. For the election of Directors, the stockholder may either vote for all the nominees, not vote for any of the nominees, or vote for some of the nominees only, in such number of shares as the stockholder may see fit, provided that the total number of votes cast shall not exceed the number of shares owned, multiplied by the number of Directors to be elected.

e. Once voting is completed in the online voting system, the stockholder shall proceed to click on the "Submit" button which shall complete the process. Once submitted, the stockholder may no longer change the votes cast. The votes cast *in absentia* will have equal effect as votes cast by proxy.

For concerns, you may contact us through *haustalkinc.hti@gmail.com*.

For your shareholdings, you may contact your respective stockbroker or our stock transfer agent, Stock Transfer Service, Inc., Unit 34-D Rufino Pacific Tower, 6784 Ayala Avenue, Makati City, 1226, Tel. No. (632) 8403-3798, (632) 8403-2410, (632) 8403-2412.

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

INFORMATION STATEMENT

PART I
INFORMATION REQUIRED IN INFORMATION STATEMENT

GENERAL INFORMATION
Item 1. DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS

Date	**: July 29, 2026 (Wednesday)**
Time	**: 2:30 p.m.**
Place	**: via remote communication/online (Zoom)**

The presiding officer will preside the meeting from the principal office of the Company, as indicated below.

The meeting link is:
https://us06web.zoom.us/j/88060004424?pwd=3TLJz4vnyhTOmLARquWD5cAThDKmtS.1

The complete address of the principal office of the Company is **Unit 701 Orient Square Bldg., F. Ortigas Jr. Rd., Ortigas Center, Pasig City 1605.** The information statement is first to be sent or given to security holders approximately on July 8, 2026.

Item 2. DISSENTER'S RIGHT OF APPRAISAL

The dissenting stockholder's right of appraisal is enshrined under Title X of the Revised Corporation Code in case of the following instances:

a) The amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;

(b) The sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Code;

(c) Merger or consolidation; and

(d) Investment of corporate funds for any purpose other than the primary purpose of the corporation.

In order to avail of this right, the stockholder must have voted against the proposed corporate action.

The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal by making a written demand on the Company for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken: *Provided*, That failure to make the demand within such period shall be deemed a waiver of the appraisal right.

Notably, no payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings in its books to cover such payment. Also, upon the stockholder's exercise of the right and payment by the Company of the agreed or awarded price, the stockholder shall forthwith transfer the shares to the Company.

In the instant case, the Dissenter's right of appraisal is not available as there has been no action falling under any of the above instances.

Item 3. INTEREST OF CERTAIN PERSON IN OR OPPOSITION TO MATTERS TO BE ACTED UPON

a. No director, officer or beneficial owner, or any nominee for election as director or an associate of a director, official, beneficial owner or nominee as director has any substantial interest within the last three fiscal years, direct or indirect, be security holdings or otherwise, in any matter to be acted upon during the Annual Stockholders' Meeting other than election to office.

b. No director has informed the Company in writing of his intention to oppose any action to be taken during the proposed Annual Stockholders' Meeting.

CONTROL AND COMPENSATION INFORMATION

Item 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

There are 2,500,000,000 issued and outstanding common shares entitled to vote at the meeting with each share entitled to one vote. As of June 30, 2026, there were 58,839,870 common shares held by foreigners representing 2.35% of the issued and outstanding shares.

All stockholders of record at the close of business hours on June 30, 2026 shall be entitled to cumulative voting rights with respect to the election of directors. A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate many votes as the number of directors to be elected multiplied by the number of his shares equal, or he may distribute them on the same principle among as he shall see fit: Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Company as of the above-mentioned record date multiplied by the whole number of directors to be elected.

Security Ownership of Certain Record and Beneficial Owners

The Company knows of no person who, directly or indirectly, is the record and/or beneficial owner of more than five percent (5%) of any class of the Company's voting securities, except as set forth in the table below as of June 30, 2026:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares	Percent Held

Common	**PCD Nominee Corp. (Filipino)** 29thFlr, BDO Equitable Tower, 8751 Paseo de Roxas, Makati City	• Terence Restituto D. Madlambayan/ Chairman (6.81% plus 3.36% through MHOLDINGS, INC.) • Maria Rachel D. Madlambayan/ Director and President (6.81% plus 3.36% through MHOLDINGS, INC.)	Filipino	1,095,708,225	43.83%
Common	Ma. Leah D. Madlambayan/ Director and VP-Sales & Marketing		Filipino	168,181,363	6.73%
Common	Luis Pio D. Madlambayan/ Director		Filipino	168,181,363	6.73%
Common	Joselito D. Madlambayan/ Director		Filipino	168,181,363	6.73%
Common	Maria Agnes M. Siapno/ CFO / Controller		Filipino	168,181,364	6.73%
Common	Gloria Judith D. Madlambayan/ Treasurer		Filipino	168,181,363	6.73%
Common	Noemi D. Madlambayan/ VP-Procurement and Warehouse / Asst. Corporate Secretary		Filipino	168,181,363	6.73%
Common	Rufino Albert D. Madlambayan/ Stockholder		Filipino	168,181,363	6.73%
Common	Edward D. Madlambayan/ Stockholder		Filipino	168,181,363	6.73%

Security Ownership of Management

The following table shows the shares of the directors and executive officers of the Company as of June 30, 2026:

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership		Citizenship	Percent of Class
Common	Terence Restituto D. Madlambayan	170,222,361 84,093,185	Indirect Indirect	Filipino	6.81 3.36
Common	Maria Rachel D. Madlambayan	170,181,363 84,093,184	Indirect Indirect	Filipino	6.81 3.36
Common	Ma. Leah D. Madlambayan	168,181,363	Direct	Filipino	6.73
Common	Luis Pio D. Madlambayan	168,181,363	Direct	Filipino	6.73
Common	Joselito D. Madlambayan	168,181,363	Direct	Filipino	6.73
Common	Angelico T. Salud	1	Indirect	Filipino	0
Common	Jose Ferdinand M. Rojas II	1,000	Indirect	Filipino	0
Common	Maria Agnes M. Siapno	168,181,364	Direct	Filipino	6.73
Common	Gloria Judith D. Madlambayan	168,181,363	Direct	Filipino	6.73
Common	Noemi D. Madlambayan	168,181,363	Direct	Filipino	6.73
Common	Lyra Gracia Y. Lipae-Fabella	0	N/A	Filipino	0
Common	Francis Miguel R. Madlambayan	0	N/A	Filipino	0
Common	Noemi V. Aniban	0	N/A	Filipino	0
All Directors and Executive Officers as a group		**1,517,679,273**		-	**60.72**

Voting Trust Holders of 5% or More

The Company is not aware of any voting trust or similar arrangement involving securities of the Company or any person who holds more than five percent (5%) of class of securities under a voting trust or similar agreements.

Changes in Control

The Company is not aware of any arrangement entered into by shareholders thereof which may result in the change in control of the Company.

Item 5. DIRECTORS AND EXECUTIVE OFFICERS

Directors, Executive Officers, Promoters and Control Person

(1) Directors, Including Independent Directors and Executive Officers

The Board of Directors is empowered to direct, manage and supervise, under its collective responsibility, the affairs of the Company. It is also responsible for the proper administration and management of the Company trust business. The members of the Board are elected at the Annual Stockholders' Meeting to hold office until the next Annual Stockholders' Meeting until their respective successors have been appointed or elected and qualified.

The Board of Directors is responsible for the over-all management and direction of the Company. The Board meets to review and monitor the Company's future plans. Each board member serves for a term of one year until his successor is duly elected and qualified. The

Company has seven directors.

The independent directors of the Company have all the qualifications and none of the disqualifications for holding the position as independent directors pursuant to the Securities Regulation Code and the Company's Revised Manual of Corporate Governance. Furthermore, the Company shall comply with the term limit of independent directors in accordance with the SEC directives.

The Table below presents the members of the Board of Directors and Principal Officers:

Name/Nationality/Age	Present Position	Year First Elected as Director	No. of Years Served as Director	Board and Committee Memberships and Attendance	Directorships in Other Listed Companies	CG Seminar Attended
Terence Restituto D. Madlambayan, Filipino, 62	Chairman	2004	22	(C) BOD-100% (M) CG-100%	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors
Maria Rachel D. Madlambayan, Filipino, 60	Director/ President	2007	19	(M) BOD-100%	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors
Ma. Leah D. Madlambayan, Filipino, 59	Director/ VP-Sales and Marketing	2021	5	(M) BOD-100% (M) BROC-100%	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors
Luis Pio D. Madlambayan, Filipino, 56	Director	2021	5	(M) BOD-100% (M) AC-100%	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors
Joselito D. Madlambayan, Filipino, 61	Director	2021	5	(M) BOD-100%	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors
Angelico T. Salud, Filipino, 64	Independent Director	2021	5	(M) BOD-100% (C) AC-100% (M) BROC-100% (M) CG-100%	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors
Jose Ferdinand M. Rojas II, Filipino, 60	Independent Director	2022	4	(M) BOD-100% (M) AC-100% (C) BROC-100% (C) CG-100%	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors
Maria Agnes M. Siapno, Filipino, 55	CFO/ Controller	N/A	N/A	N/A	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors
Gloria Judith D. Madlambayan, Filipino, 52	Treasurer	N/A	N/A	N/A	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors

Noemi D. Madlambayan, Filipino, 50	VP-Procure-ment and Warehouse/ Asst. Corporate Secretary	N/A	N/A	N/A	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors
Lyra Gracia Y. Lipae-Fabella, Filipino, 50	Corporate Secretary	N/A	N/A	N/A	None	11/19/2025 (9 AM-12 PM)-Center for Global Best Practices 12/09/2025 (1-5 PM)- Institute of Corporate Directors
Noemi V. Aniban, Filipino, 44	Compliance Officer	N/A	N/A	N/A	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors
Francis Miguel R. Madlambayan, Filipino, 34	Head of Corporate Planning and Investor Relations	N/A	N/A	N/A	None	12/09/2025 (1-5 PM)- Institute of Corporate Directors

TERENCE RESTITUTO D. MADLAMBAYAN
Chairman of the Board

Mr. Terence Restituto D. Madlambayan has been the Chairman of the Company since 2021, and also the Chairman of Tradition Homes, Inc., since 2004 and Lifestyle Development Corporation, both subsidiaries of the Company, and Allied Community Builders & Development, Inc. He is also a Director and the elected Treasurer of Mholdings, Inc., a holding company primarily engaged in the business of acquisition and management of real estate properties. He obtained his degree in Bachelor of Science in Mechanical Engineering in Don Bosco Technical School in Pampanga.

MARIA RACHEL D. MADLAMBAYAN
Director/ President

Ms. Maria Rachel D. Madlambayan holds the position of President and Chief Executive Officer of the Company since 2018 up to present. She is also the President and Chief Executive Officer of Tradition Homes, Inc., a subsidiary of the Company; Allied Community Builders and Development Inc., a real estate company; Mholdings,Inc., a holding company primarily engaged in business of acquisition and management of real estate properties; and Tradition Solar Energy Generation, Inc., a company engaged in the business of developing solar energy generation. She is also the elected Vice-President of Lifestyle Development Corporation, a subsidiary of the Company She obtained her degree in Bachelor of Science in Mathematics in St. Scholastica’s College.

LUIS PIO D. MADLAMBAYAN
Director

Mr. Luis Pio D. Madlambayan has been part of the Board of Directors of the Company since April 2021. Mr. Madlambayan holds the position of President of Lifestyle Development Corporation, a subsidiary of the Company He is also a member of the Board of Directors of Mholdings, Inc., a holding company primarily engaged in business of or acquisition and management of real estate properties. He attended Ateneo De Manila University for his tertiary education.

MA. LEAH D. MADLAMBAYAN
Director / VP – Sales and Marketing

Ms. Ma. Leah D. Madlambayan holds the position of Vice-President of Sales & Marketing of the Company since 2006. She is also a Director and Vice-President of Sales & Marketing of Tradition Homes, Inc., a subsidiary of the Company and Asst. Corporate Secretary of Allied Community Builders & Development, Inc., both companies are engaged in the real estate industry. Ms. Leah Madlambayan obtained her degree in Bachelor of Science in Nutrition and Dietetics from St. Scholastica's College.

JOSELITO D. MADLAMBAYAN
Director

Mr. Joselito D. Madlambayan is a member of the Board of Directors of the Company since 2021. Mr. Madlambayan serves as Director and Vice- President of Mholdings, Inc., a holding company engaged in purchase or acquisition of properties. He is also a Director and Vice-President of Allied Community Builders & Development, Inc., a company engaged in real estate. He attended Don Bosco Technical School in San Fernando, Pampanga for his tertiary education.

ANGELICO T. SALUD
Independent Director

Atty. Angelico T. Salud is an Independent Director of the Company since April 2021. He was the Executive Vice President of Converge ICT Solutions, Inc. from year 2022 to 2023 and a Consultant from 2023 up to present. He is a Consultant of San Miguel Holdings Corp. and Siklab Pilipinas Sports Foundation from 2016 to 2017. Atty. Salud also served as Commissioner of the Philippine Basketball Association from 2010 to 2015, and was appointed as the Chief Executive Officer of the Association in 2015. He obtained his degree in Bachelor of Science in Legal Management from the Ateneo de Manila University and his law degree from the University of the Philippines.

JOSE FERDINAND M. ROJAS II
Independent Director

Atty. Jose Ferdinand M. Rojas II is an Independent Director of the Company since 2022. He is currently engaged in the general practice of law through the firm he established, Jose M. Rojas Law Office. He was the former Vice-Chairman and General Manager of the Philippine Charity Sweepstakes Office. He is also an opinion columnist for the Business Mirror and Pilipino Mirror. Atty. Rojas obtained his bachelor's degree in economics and political science from the University of Massachusetts, where he graduated Cum Laude, and he obtained his law degree from the Ateneo de Manila University in 1994.

NOEMI D. MADLAMBAYAN
Vice-President – Procurement and Warehouse/ Asst. Corporate Secretary

Ms. Noemi D. Madlambayan holds the position of Vice-President – Procurement and Warehouse of the Company since 1999 up to present, and is currently the Asst. Corporate Secretary of the Company. She is also elected as the Vice-President for Procurement and Warehouse of Allied Community Builders & Development, Inc. and Tradition Homes, Inc., where she also serves as the Corporate Secretary. Ms. Madlambayan is also a member of the Board of Directors of Tradition Solar Engergy Generation, Inc., a company engaged in the business of developing solar energy generation. She obtained her degree in Bachelor of Science in Commerce Major in Entrepreneurship from the Assumption College.

MARIA AGNES M. SIAPNO
Chief Finance Officer / Controller

Mrs. Maria Agnes D. Madlambayan-Siapno is the Chief Finance Officer of the Company since 2021, and Controller effective July 2023. She also serves as the Chief Finance Office for Tradition Homes, Inc., a subsidiary of the Company. Ms. Madlambayan is the elected Corporate Secretary for Allied Community Builders & Development, Inc., Mholdings, Inc. and Tradition Solar Energy Generation, Inc., a business engaged in developing solar energy generation. She has also served as Corporate Secretary of the Company from 2017 until 2021. She studied Bachelor of Science in Commerce Major in Entrepreneurship from the Assumption College.

GLORIA JUDITH D. MADLAMBAYAN
Treasurer

Ms. Gloria Judith D. Madlambayan is the Treasurer of the Company since 2006. She is also the Vice-President in Treasury of Tradition Homes, Inc., a subsidiary of the Company and Tradition Solar Energy Generation, Inc., a business engaged in developing solar energy generation. Ms. Madlambayan obtained her degree in Bachelor of Science in Commerce Major in Entrepreneurship from the Assumption College.

LYRA GRACIA Y. LIPAE-FABELLA
Corporate Secretary

Atty. Lyra Gracia Y. Lipae-Fabella was appointed as Corporate Secretary of the Company in April 2022. She is a Certified Public Accountant and member of the Integrated Bar of the Philippines. She serves/has served as Corporate Secretary/ Officer to a number of publicly-listed and private companies. At present, she is the Managing Partner of the Fabella and Fabella Law Office. She previously worked as Junior Auditor in a leading auditing firm, Associate in a law firm and Securities Counsel III with the Securities and Exchange Commission. Atty. Lipae-Fabella obtained her Bachelor of Laws degree (now Juris Doctor) from San Beda College (now San Beda University) in Manila, and her BS Business Administration and Accountancy degree from the University of the Philippines in Quezon City.

NOEMI V. ANIBAN
Compliance Officer

Ms. Noemi V. Aniban was appointed Compliance Officer of the Company effective July 2023. Before her current appointment, she held various roles in accounting and compliance, including Accountant and Compliance Officer at Super Guardian Corp. (April 2010 to November 2013), Assistant Accounting Manager at Shang Properties Realty Corp. (November 2013 to June 2015), Senior Accountant at TOA Global (June 2016 to June 2017), and Accounting Manager at Metro Combined Logistics Corp. (June 2017 to July 2019). A Certified Public Accountant, Ms. Aniban obtained her degree in Bachelor of Science in Accountancy from the National College of Business and Arts. She later pursued and completed a Master's degree in Business Administration.

FRANCIS MIGUEL R. MADLAMBAYAN
Head for Corporate Planning and Investor Relations

Mr. Francis Miguel R. Madlambayan is the Head for Corporate Planning and Investor Relations of the Company. Prior to this, he served as the as the Business Development Manager of the Company from 2016 to 2021. He previously worked as Operations Associate Manager of Station Square East Commercial Corporation from 2014 to 2016. Mr. Madlambayan earned a degree in Bachelor of Science in Management Major in Communication Technology and Minor in Financial Management at the Ateneo de Manila University, and obtained a Master's Degree from the IESE Business School in Barcelona, Spain.

<u>Nomination of Directors and Independent Directors</u>

The following are nominated for election to the Board of Directors during this year's Annual Stockholders' Meeting.

- Terence Restituto D. Madlambayan
- Maria Rachel D. Madlambayan
- Luis Pio D. Madlambayan
- Ma. Leah D. Madlambayan
- Joselito D. Madlambayan
- Angelico T. Salud (independent director)
- Jose Ferdinand M. Rojas II (independent director)

The nominees for Independent Directors were nominated by Mr. Terence Restituto D. Madlambayan. The said nominees are not related to Mr. Madlambayan.

The nominated Independent Directors have certified that they possess all the qualifications and none of the disqualification provided for in the Securities Regulation Code ("SRC").

The Corporate Governance Committee which includes the functions of the Nomination and Remuneration Committee is composed of Atty. Jose Ferdinand M. Rojas II as Chairman together with Atty. Angelico T. Salud and Mr. Terence Restituto D. Madlambayan as members.

The Committee has determined that the nominees for independent director meet the qualifications for independent directors as set forth herein below and recommend them for re-election and election. Pursuant to SRC Rule 38.1, as amended, the Committee has adopted the following guidelines to govern the conduct of the nomination for independent directors:

1. An independent director shall have the following qualifications:

   a. Holder of at least one (1) share of stock of the Company;
   b. He shall be at least a college graduate or he shall have been engaged or exposed to the business of the Company for at least five (5) years;
   c. He shall possess integrity/ probity;
   d. He shall be assiduous;
   e. He shall bear all the qualifications and none of the disqualifications as provided under the Manual on Corporate Governance, By-laws, SRC and relevant issuances of the SEC.

2. Shareholders nominating an individual must provide to the Company all pertinent information concerning the individual's professional background and any relationship existing between the shareholder and his/her nominee.

3. The Committee shall pre-screen the qualifications of the nominees including those current independent directors wishing to stand for re-election.

4. The Committee shall prepare a final list of nominees to be incorporated in the proxy statement after full verification of eligibility, independence, background, availability, and skills. Thereafter, no other nominees for independent director shall be entertained. The proxy statement shall include all relevant information for each of the nominated candidates so that shareholders will have sound bases upon which to vote on the election of the Registrant's independent directors.

(2) Significant Employees

The Company is not dependent on the services of any particular employee. It does not have any special arrangements to ensure that any employee will remain with the Company and will not complete upon termination.

(3) Family Relationship

The following directors and officers are siblings:

- Terence Restituto D. Madlambayan
- Maria Rachel D. Madlambayan
- Luis Pio D. Madlambayan
- Ma. Leah D. Madlambayan
- Joselito D. Madlambayan
- Maria Agnes M. Siapno
- Gloria Judith D. Madlambayan
- Noemi D. Madlambayan

Mr. Francis Miguel R. Madlambayan is the son of Mr. Terence Restituto D. Madlambayan and nephew of the other above-named directors and officers.

(4) Involvement in Certain Legal Proceedings

The Company is not aware of any legal proceedings within the last five (5) years prior to the date of this Report that are material to the evaluation of the ability or integrity of any director, any nominee for election as director, executive officer, underwriter or control person of the Company nor is the Company aware of:

- any bankruptcy petition filed by or against any business of which the

incumbent directors or senior management of the Company was a general partner or executive officer, either at the time of filing of the bankruptcy petition or within three (3) years prior to that time;
- any conviction by final judgment in a criminal proceeding, domestic or foreign, pending against any of the incumbent directors or senior management of the Company;
- any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting the involvement of any of the incumbent directors or senior management of the Company in any type of business, securities, commodities or banking activities; and
- any finding by domestic or foreign court of competent jurisdiction (in civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or electronic marketplace or said regulatory organization, that any of the incumbent directors or senior management of the Company has violated a securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Certain Relationships and Related Transactions:

The Company, its subsidiaries and affiliates, engage in transactions in the ordinary course of business. As part of Company policy, with respect to related party transactions, it ensures that these transactions are entered into on terms comparable to those available from unrelated third parties.

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control or are controlled by or under common control with the Company, including holding companies, subsidiaries and fellow subsidiaries, are considered related parties of the Company. Associates and individuals owning, directly or indirectly an interest in the voting power of the Company that gives then significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family these individual and companies associated with these individuals also constitutes related parties. In considering each related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

Related party transactions

Parties are considered related if one party has control, joint control, or significant influence over the other party in making financial and operating decisions. The key management personnel of the Group and close members of the family of nay individuals owning directly or indirectly a significant voting power of the Group that gives them significant influence in the financial and operating policy decisions of the Group are also considered to be related parties.

An entity is related to the Group if any of the following conditions apply:
- The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others)
- One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member)
- Both entities are joint ventures of the same third party
- One entity is a joint venture of a third entity and the other entity is an associate of the third entity
- The entity is a post-employment benefit plan for the benefit of employees of either the company of an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group
- The entity is controlled or jointly controlled by a person identified above
- A person identified above has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity)

Close members of the family of a person are those family members, who may be expected to influence, or be influenced by, that person in their dealings with the Group and include that person's children and spouse or domestic partner, and dependents of that person's spouse or domestic partner.

A related party transaction is a transfer of resources, services or obligations between related parties, regardless of whether a price is charged. An entity is related to the Group when it directly or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with the Group. Transactions between related parties are based on terms similar to those offered to non-related entities in an economically comparable market, except for non-interest-bearing advances with no definite repayment terms.

In the normal course of business, the Group has transactions and balances with its related parties. All material related party transactions are subject to approval by the BOD. All other related party transactions that are considered not material are approved by management.

Significant transactions with related parties are as follows:

March 31, 2026

Related Party	Transactions	Outstanding Balance	Nature	Terms and Conditions
Advances from related party				
Stockholders	(409,479)	**169,537,153**	Advances for working capital purposes; Deposits for future stock subscription	Long-term, unsecured, no impairment, no guarantee, noninterest-bearing, repayable in cash
	₱ (409,479)	₱ **169,537,153**		

December 31, 2025

Related Party	Transactions	Outstanding Balance	Nature	Terms and Conditions
Advances from related party				
Stockholders	(3,982,087)	**169,946,632**	Advances for working capital purposes; Deposits for future stock subscription	Long-term, unsecured, no impairment, no guarantee, noninterest-bearing, repayable in cash
	₱ (3,982,087)	₱ **169,946,632**		

Receivable from and payable to affiliates and stockholders
Receivable from and payable to affiliates represent trade receivables and payables in ordinary course of business. These are unsecured, non-interest bearing, cash settlement and are payable upon mutual agreement of both parties.

Transactions with key management personnel

Transaction prices were determined by the Company and the above-mentioned related parties, by actual costing of products and services plus a certain mark-up, likewise, price levels are dictated by market competition.

The transactions with related parties are always evaluated with fairness and are accounted for at arm's length prices or on terms similar to those offered to non-related entities in an economically comparable market. In arriving at the decision to engage services, the primordial consideration is the greater economic benefit for the Company.

Disagreement with Directors

No director has resigned or declined to stand for re-election to the board of directors since the date of the last annual meeting of security holders because of a disagreement with the Company on any matter relating to its operations, policies or practices.

Item 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

The following table is a summary of all plan and non-plan compensation awarded to, earned by, paid to, or estimated to be paid to, directly or indirectly, the Chief Executive Officer ("CEO") and the four (4) most highly compensated executive officers, and all officers and directors as a Group as of during the following periods:

	Year	Salary (In Philippine Pesos)	Bonus	Annual Compensation
CEO and top four (4) highest compensated officers	*2026	16,372,400.00	None	None
	2025	16,372,400.00	None	None
	2024	9,360,000.00	None	None
	2023	8.072,025.00	None	None
All officers and directors as a group unnamed	*2026	25,955,500.00	None	None
	2025	25,955,500.00	None	None
	2024	16,518,600.00	None	None
	2023	16,072,050.00	None	None

**estimated*

Four (4) Most highly compensated officers other than the CEO	
YEAR	***EXECUTIVE OFFICERS**
2026	Madlambayan, Ma. Leah D.
	Madlambayan, Noemi D.
	Madlambayan, Gloria Judith D.
	Siapno, Maria Agnes M.
2025	Madlambayan, Ma. Leah D.
	Madlambayan, Noemi D.
	Madlambayan, Gloria Judith D.
	Siapno, Maria Agnes M.
2024	Madlambayan, Ma. Leah D.
	Madlambayan, Noemi D.
	Madlambayan, Gloria Judith D.
	Siapno, Maria Agnes M.
2023	Madlambayan, Ma. Leah D.
	Madlambayan, Noemi D.
	Madlambayan, Gloria Judith D.
	Siapno, Maria Agnes M.

**The executive officers received their compensation from the subsidiary/subsidiaries. Beginning 2024, they receive their compensation from the Company.*

Compensation of Directors and Officers

Standard Arrangements

There are no special compensatory arrangements between the Company and its directors and officers.

Under the By-Laws of the Company, by resolution of the Board, each director shall receive a reasonable per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than 10% of the net income before income tax of the Company during the preceding year. Such compensation shall be determined and apportioned among directors in such manner as the Board may determine, subject to the approval of stockholders representing at least majority of the outstanding capital stock at a regular or special meeting of the stockholders.

The members of the Board of Directors receive per diem of P15,000 to 20,000 for each board meeting beginning 2023. Previously, no per diems were given to the members of the Board of Directors except for the P20,000 given to each director in 2022.

In 2025, 2024and 2023, a total of P600 Thousand, P560 Thousand, and P600 Thousand, respectively, were paid to all directors as per diems, exclusive of the monthly compensation of those who concurrently served as officers.

Other Arrangements

There are no other arrangements for compensation either by way of payments for committee participation or special assignments.

Employment Contracts, Termination of Employment and Change-in-Control Arrangement

There are no special arrangements on the employment contract of any executive officer. The said officer will be compensated upon his resignation, retirement or other termination from the Company or its subsidiaries, or as may result from a change-in-control in accordance with the provisions of the law.

Warrants or Options Held by Directors and Officers

There are no outstanding warrants or options held by the Company's Chief Executive Officer, other officers and/or directors.

Significant Employees

The Company believes in the concept of shared responsibility and teamwork. For this reason, no single employee is expected by the Company to make significant contributions to the business.

Management Incentive Plans

The Company is in the process of establishing a Bonus Scheme to provide executives and key managers a long-term incentive that is designed to reward the achievements of those who exhibit exemplary performance in the business. The Bonus Scheme aims to grant cash bonuses to executives and managers of different salary grade levels assuming they have exceeded expectations on their Key Performance Indicators (KPIs), usually based on financial objectives. The approval of this scheme will be based on the discretion and approval of the Board of Directors.

Item 7. INDEPENDENT PUBLIC ACCOUNTANTS

Name of the Principal Accountant

The auditing firm of Valdes Abad & Company ("VAC") conducted the audit for the period ended December 31, 2025 and the two preceding periods ending December 31, 2024 and 2023.

VAC, formerly known as Carlos J. Valdes & Associates, one of the oldest accounting firms in the Philippines today, was founded in 1951 by Carlos J. Valdes, a certified public accountant, lawyer, civic leader, educator, businessman and former Philippine Ambassador to Japan and other countries.

VAC was a member firm of Touche Ross in the 1970's; Coopers & Lybrand International in the 1980's up to 1996 and a correspondent firm of RSM International from 1997 up to 2007. This long history of international membership was recognition of its professional standing and track record of world-class service to clients over the years. It is a member firm of GMN International, the association of legally independent firms worldwide.

CHANGES IN AND DISAGREEMENT WITH ACCOUNTANTS ON ACCOUNTING DISCLOSURE

There have been no changes in or disagreements with accountants on accounting and financial disclosure.

There were no events or circumstances that led to the resignation, dismissal or cessation of services of the accountants during the past 3 years.

The Company will ensure its compliance with SRC Rule 68 and amendments thereto, Code of Corporate Governance, SEC Memorandum Circular No. 8, Series of 2003, and other SEC issuances.

The reappointment of said accounting firm as Independent Public Accountant for the incoming year shall be submitted to the stockholders for their confirmation and approval. Duly authorized representative of VAC are expected to be present at the Annual Meeting of Stockholders and they will have the opportunity to make statements if they desire to do so and expected to be available to respond to appropriate questions.

Pursuant to SRC Rule 68 (3) (b) (iv), the registrant observes the rule on changing its external auditors or rotating the engagement partner every seven years.

The signing partner of VAC for the Company in 2024 and 2023 was Mr. Alfonso L. Cay-an.

EXTERNAL AUDIT FEES AND SERVICES

The following table sets out the approximate aggregate fees billed for each of the last three (3) fiscal years for professional services rendered by the Company's external auditors:

	2025	2024	2023
Audit Fee	₱ 900,000.00	₱ 900,000.00	₱ 880,000.00

Non-Audit Fees	700,000.00	0	400,000.00
TOTAL	₱ 1,600,000.00	₱ 900,000.00	₱ 1,280,000.00

Audit and Audit-Related Fees

The external auditor of the Company billed the audit fees for the professional services rendered for the audit of the Company's annual financial statements and services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements for the period.

Tax Fees

No tax advisory services were paid or rendered, or fees for the same billed by the Company's auditors during the above-mentioned period.

Other Fees

Non-audit fees refer to the services rendered by the external auditor on the reviewed interim financial reports in relation to the bonds registration with the SEC and the quarterly and annual review of the Disbursement of the IPO proceeds.

Except as disclosed above, there were no other services rendered by the external auditor to the Company during the above period.

Audit Committee's approval policies and procedures for the above services

The Audit Committee approves the annual audit of financial statements, the policies, services and procedures, while the other services are endorsed by the Chief Finance Officer (CFO) (or person performing said function) to the President& CEO. The Committee checks all financial reports against its compliance with both the internal financial management handbook and pertinent accounting standards, including regulatory requirements. It performs oversight financial management functions specifically in the areas of managing credit, market, liquidity, operation, legal and other risks of the Company, and crisis management.

Audit Committee's Approval

The Audit Committee approved the payment of the above audit fees for the audit services rendered by VAC.

The members of the Audit Committee are as follows: Atty. Angelico T. Salud as Chairman, with Atty. Jose Ferdinand M. Rojas II and Luis Pio D. Madlambayan as members.

Item 8. COMPENSATION PLANS.

No action with respect to any plan pursuant to which cash or non-cash may be paid or distributed for the year.

Item 9. ISSUANCE AND EXCHANGE OF SECURITIES

(a) Description of Registrant's Securities.

There is no proposed issuance of securities to be submitted for stockholders' approval during the ASM.

On March 16, 2026, the Company achieved a significant corporate milestone with the listing of its maiden bond issuance on the Philippine Dealing & Exchange Corp. (PDEx). The issuance consisted of ₱1.8 billion Fixed-Rate Peso Retail Bonds, which was upsized from the base offer of ₱1.0 billion due to strong investor demand. The Bonds were issued in two series: Series A: ₱260.02 million maturing in 2029 (3-year tenor) Series B: ₱1.54 billion maturing in 2031 (5-year tenor). The proceeds from this issuance are earmarked for land banking activities, project developments in Luzon, and general corporate purposes. This issuance represents the Company's first entry into the local debt capital market following its Initial Public Offering (IPO) in January 2022.

On January 17, 2022, the Company registered its common shares with the SEC and listed the same with the PSE through an IPO.

The shares of stock of the Company consist of common shares. The Company's Authorized Capital Stock is P2,500,000,000.00 with par value of P 1.00 per share. The number of common shares issued and outstanding is 2,500,000,000 common shares.

Voting Rights

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

Dividends

As amended on September 28, 2023 by the Board, the dividend policy of the Company is that it shall maintain an annual dividend payout ratio of at least 20% of the Company's net income as of period to be determined by the Board.

On October 9, 2024, the Board approved the declaration of a cash dividend in the total amount of Php50,000,000.00, equivalent to Php0.02 per common share. The cash dividend was taken from the unrestricted retained earnings of the Company as of December 31, 2023, made available to all stockholders of record as of November 8, 2024 and payable on December 2, 2024.

The dividend history of the Company is as follows:

	Previous Year's Consolidated Net Income	Previous Year's Company Net Income	Minimum Dividend Per Dividend Policy	Actual Dividend Declared
2025	366,813,496.00	331,347,648.00	66,269,529.60	75,000,000.00
2024	242,646,916.00	199,827,365.00	39,965,473.00	50,000,000.00
2023	138,443,867.00	48,513,466.00	9,702,693.20	27,688,773.40

Tradition Homes, Inc. ("THI"), the Company's subsidiary, has no established dividend policy. However, on September 7, 2023, the Board of Directors of THI approved that 90% of its retained earnings is to be restricted amounting to ₱184,295,152.80 which shall be utilized by THI for land acquisition and project expansion, resulting to 10% unrestricted retained earnings amounting to ₱20,477,239.20 to be declared as cash dividend payable to stockholders of record as at the close of the business on September 15, 2023 and to be paid on September 27, 2023.

THI Unrestricted Retained Earnings 2022	THI Actual Dividend Declared 2023
20,477,239.20	20,477,239.20

Lifestyle Development Corporation ("LDC"), the Company's subsidiary, has no established dividend policy, and does not have any dividend declaration during the past three years.

There is no impediment for the Company to declare dividends in the future provided there is unrestricted retained earnings and only up to the extent of said retained earnings. A cash dividend declaration requires the approval of the Board and no stockholder's approval is necessary. A stock dividend declaration requires the approval of the Board and of the shareholders representing at least 2/3 of the outstanding capital stock. Holders of outstanding shares on a dividend record date for such shares shall be entitled to the full dividends declared without regard to any subsequent transfer of shares, other than statutory limitations, there are no restrictions that limit the Company from paying on common equity.

Pre-emptive Rights

Shares from the unissued portion of the authorized capital stock are not subject to pre-emptive rights of stockholders and may therefore be issued in such quantities, at such time, and other terms as the Board of Directors of the Company shall determine.

There is nothing in the Articles of Incorporation and/or By-Laws of the Company that would limit delay or prevent a change in control of the Company.

Recent Sales of Unregistered or Exempt Securities, including Recent Issuance of Securities Constituting an Exempt Transaction

There have been no recent sales of unregistered or exempt securities, including issuance of securities constituting an exempt transaction.

On January 17, 2022, the shares of the Company were listed and traded on the Small, Medium and Emerging Board of the PSE.

Stock Options

The Company did not issue shares with restricted rights and/or with options. No did the Company issue any treasury share.

Securities Subject to Redemption or Call

The Company did not sell, convey, transfer or encumber any shares of stock.

Warrants

There are no existing and outstanding warrants.

Debt Securities

In 2026, the Company issued registered securities--bonds--in the total amount of Php 1.8B. The offer period ran from March 2 to 6, 2026.

The final allocation per bond series is as follows:

Series A (tenor of 3 years): Php 260,020,000.00
Series B (tenor of 5 years): Php 1,539,980,000.00

The above-mentioned bonds were listed and traded through the Philippine Dealing and Exchange Corp. beginning March 16, 2026.

Item 10. FINANCIAL AND OTHER INFORMATION.

The audited Financial Statements as of December 31, 2024 and the interim financial statements as of March 31, 2025 of the Company are herein attached.

D. OTHER MATTERS

Item 11. ACTION WITH RESPECT TO REPORTS.

The following reports will be presented for approval and/or ratification:

- Minutes of the previous Annual Stockholders' Meeting held on September 25, 2024; and
- Audited Financial Statements for the calendar year ended December 31, 2024

Disclosure Requirements Pursuant to Section 49 of the Revised Corporation Code of the Philippines:

1. Description of the voting and voting tabulation procedures used in the 2025 Annual Stockholders' Meeting

   During the virtual Annual Stockholders' Meeting held on July 30, 2025 (the "2025 Annual Stockholders' Meeting"), only stockholders of record were entitled to notice and to vote. The holders of common stock voted on matters scheduled to be taken up at the 2025 Annual Stockholders' Meeting, with each share being entitled to cast one vote for each share of stock held as of the established record date, except in the election of directors.

   In the election of directors, stockholders may vote only for those directors nominated for the class of shares owned by them, either in person or by proxy. Any stockholder may cumulate his shares since cumulative voting is authorized under the Revised Corporation Code of the Philippines and will be used in the election of directors at the meeting. On this basis, each holder of the Company shares may vote the number of shares registered in his name for each of the 7 directors to be elected by said classes of stock, or he may multiply the number of shares registered in his name by 7 and cast the total of such votes for one (1) director or he may distribute his votes calculated as above described among some or all of the 7 directors to be elected by the said classes of stockholders, as he elects. The proxies shall use their discretion in cumulating votes.

   The votes of the stockholders registered as present in the online meeting remotely or by proxy, or voting in absentia, were counted and validated by the Office of the Corporate Secretary with the assistance of the Stock Transfer Agent.

2. Description of the opportunity given to stockholders or members to ask questions and a record of the questions asked and answers given

   The stockholders were given the opportunity to ask questions and/or comments before and during the said meeting.

   Mr. Francis Miguel R. Madlambayan, the Head of Corporate Planning and Investor Relations, answered the questions raised.

   The questions and answers were as follows:

a. How do you maintain a strong financial position and balance your debt-to-equity ratio?

Historically, HTI has a culture of responsible and conservative capital structure management and this is seen in our numbers historically having really manageable and low debt to equity ratio. So we do this by really looking at managing our cash flows and securing strategic financial financing wherein we can use the proceeds to our projects to develop right away. We really just acquire loans once we have projects in mind to acquire and to develop. Our mentality and culture really is to develop homes as quick as possible for our customers. And by doing so, we're able to really optimize this capital structure, keeping it at a very manageable and conservative level. At the same time, turning over our projects to the homeowners.

b. Can you share some insights in your company's growth strategy and expansion plans for the coming years?

HTI remains focused on scaling with purpose, I think that is really our drive. And this is anchored down with our culture of providing quality and affordable homes for the everyday Filipino. We have three pillars when we look at projects that we plan to acquire and develop. First is location. We are always actively looking to expand in the Calabarzon region as we see that this area has a strong demand and it has infrastructure support, meaning this area is where we see more developments happening. So we want to cater to where our customers will be and offer them affordable homes through our developments. Second is we also look at project diversification. As mentioned previously, we have two new projects coming up, namely the one in Angono, which is going to be our first mixed-use development where we will have residential, commercial and institutional components. We are also building our The Cornerstone project in Binan, which is going to be our first venture into the mid to high rise affordable condominium development. Third, when we do these plannings, we also make sure that we want to keep our profit margins where they are. So how do we do that? We do that through looking at two things. It's our operational efficiencies and our strategic partnerships, not just with our banks but with our suppliers as well. Making sure that we have the assets to build these affordable homes that are of quality and something that you know every Filipino can have access to.

c. Considering that some of the pipeline projects of Haus Talk include the development of condominium projects, will it not only contribute to the condominium oversupply in the country?

This is a very valid concern and one that we take very seriously. Something that we did when we were looking at this project is we made sure that we had proper due diligence, meaning we did proper market studies and we were really looking at the locations and where we would build. As mentioned, we see Binan as really being a haven for these new developments with it being easily accessible to the everyday Filipino. To add, our development in Binan, our The Cornerstone project, will be one that is very affordable to the market. We plan on having this accessible by offering partnerships with PAG-IBIG where our customers can go through the HDMF to be able to acquire these homes. At the same time, we do know that we want to give quality homes, so despite them being affordable, we ensure that our developments will be more than just a studio type. We want to make sure that it's livable, so that's why we're offering something that's higher than the minimum requirements. We're offering a 27 square meter unit as compared to what is usually required for that type of development. Again, through rigorous market study, we really planned properly and looked at what and where the need is and where the housing gap really caters to. We saw that it is at the affordable far left, affordable market segment, that is where the housing gap is, and that is where we plan to develop for these projects. And at the same time, we still want to maintain the disciplined demand driven approach for expansion. And that is something that we took into account for our condominium projects.

3. The matters discussed and resolutions reached

The following matters were voted on/ approved and/or ratified by the stockholders:

a. Minutes of the previous Annual Stockholders' Meeting held on September 25, 2024;
b. Audited Financial Statements for the calendar year ended December 31, 2024, as contained in the Annual Report;
c. All prior acts and proceedings of the Board of Directors, Corporate Officers and Management; and
d. Appointment of Valdes Abad & Company as External Auditor for the calendar year 2025; and
e. Election of directors

4. Voting results for each agenda item

The following matters were taken up:

f. Minutes of the previous Annual Stockholders' Meeting held on September 25, 2024;
g. Audited Financial Statements for the calendar year ended December 31, 2024, as contained in the Annual Report;
h. All prior acts and proceedings of the Board of Directors, Corporate Officers and Management; and
i. Appointment of Valdes Abad & Company as External Auditor for the calendar year 2025

For each of the items above, 2,292,261,000 votes were cast IN FAVOR, 0 AGAINST and 0 ABSTAIN.

The following were elected directors for the ensuing year;

1. Terence Restituto D. Madlambayan
2. Maria Rachel D. Madlambayan
3. Luis Pio D. Madlambayan
4. Ma. Leah D. Madlambayan
5. Joselito D. Madlambayan
6. Atty. Angelico T. Salud (Independent)
7. Atty. Jose Ferdinand M. Rojas II (Independent)

Each director above obtained 2,292,261,000 votes IN FAVOR, 0 AGAINST and 0 ABSTAIN.

5. The following are the directors, officers and stockholders (in person or by proxy) who attended the meeting:

- Terence Restituto D. Madlambayan
- Maria Rachel D. Madlambayan
- Luis Pio D. Madlambayan
- Ma. Leah D. Madlambayan
- Joselito D. Madlambayan
- Atty. Angelico T. Salud (ind.)
- Atty. Jose Ferdinand M. Rojas II (ind.)
- Ma. Leah D. Madlambayan
- Gloria Judith D. Madlambayan
- Maria Agnes M. Siapno

- Noemi D. Madlambayan
- Francis Miguel R. Madlambayan
- Noemi V. Aniban
- Atty. Lyra Gracia Y. Lipae-Fabella
- Rufino Albert D. Madlambayan
- Edward D. Madlambayan
- A.T. De Castro Securities Corp.
- Abacus Securities Corporation
- AAA Southeast Equities, Inc.
- Mercantile Securities Corporation

6. List of material information on the current stockholders and their voting rights

   The stockholders as of record date June 30, 2026 are entitled to vote in the 2026 Annual Stockholders' Meeting.

   The said stockholders are entitled to cumulative voting rights with respect to the election of directors. A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate many votes as the number of directors to be elected multiplied by the number of his shares equal, or he may distribute them on the same principle among as he shall see fit: Provided, that the total number of votes cast by him shall not exceed the number of shares owned by him as shown in the books of the Company as of the above-mentioned record date multiplied by the whole number of directors to be elected.

7. Appraisal and performance reports for the board and the criteria and procedure for assessment

   The Board conducts self-assessment of its performance, as may be necessary, including the performance of the Chairman and committees. The conduct of self-assessment is significant to come up with the Annual Corporate Governance Report which can be accessed through the PSE or Company website.

   There are no material deviations from the company's Manual of Corporate Governance.

8. Director disclosures on self-dealings and related party transactions

   Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence which include affiliates.

   On the directors' self-dealings, the Company adopts the SEC and PSE rule requiring directors and officers to report their dealings in Company shares within five (5) trading days from the date of Company share-related transactions. The Company discloses to the SEC and PSE the ownership, acquisition or disposal of the Company's shares of stock by directors and officers. The Company also requires the directors and officers to refrain from buying and selling the Company's shares of stock within which material non-public information is obtained until two (2) full trading days from disclosure.

   Further, the Company has not been a party in any transactions or proposed transactions in which a director or executive officer of the Company, any nominee for election as director had a material interest adverse to the Company or any of its subsidiaries.

   For additional information, please see the Note on Related Party Transactions of the Audited Financial Statements.

NEW APPROVALS REQUESTED FOR 2025 ASM:

TO RATIFY ALL PREVIOUS ACTS AND PROCEEDINGS OF THE BOARD OF DIRECTORS AND OFFICERS

Shareholders are requested to ratify and confirm all acts of the Board of Directors, Officers and Management after the 2025 ASM to date, as reflected in the records of the Registrant and disclosed with the Securities and Exchange Commission and the Philippine Stock Exchange. The matters approved, acted upon by the Board of Directors of the Company, or disclosed by the Company, are as follows:

Date	Matters Approved/Reported
July 30, 2025	Organizational Meeting of the Board of Directors
August 5, 2025	Recognition as one of the Top 10 Pag-IBIG Developers for the first half of 2025.
October 14, 2025	Approval by the Board of the following matters: 1. Issuance of Securities and Exchange Commission – registered fixed rate, Philippine Peso-denominated Bonds ("Bonds") with up to PhP 1,000,000,000.00 base offer and an oversubscription option of up to PhP 1,000,000,000.00 and listing of the same with the Philippine Dealing and Exchange Corporation. The Board delegated to the Management the authority to determine the final issue amount, interest rate, offer price, tenors, and other terms and conditions of the Bonds offering, including the appointment of the parties that will be involved in the Bond offering, with the Chairman of the Board and/or the President as the authorized signatories. The Board also approved the appointment of Security Bank Capital Investment Corporation as the issue manager, lead underwriter and bookrunner for the public offer, distribution, sale and issuance of the Bonds. 2. Declaration of regular cash dividends with the following particulars: Record Date: November 17, 2025 Payment Date: December 10, 2025 Dividend per common share: PhP 0.03 The cash dividends shall be taken from the unrestricted retained earnings of the Company as of December 31, 2024.
November 28, 2025	Attendance in Corporate Governance Seminar
December 23, 2025	PRS A with Stable Outlook from PhilRatings
January 5, 2026	Attendance in Corporate Governance Seminar
January 16, 2026	Update on HTI's Proposed Bonds Offering
February 26, 2026	HTI Receives SEC Pre-Effective Letter on Bonds Issuance
February 27, 2026	HTI Receives SEC Permit to Sell Bonds
March 10, 2026	HTI Bonds to List on PDEx on March 16
May 28, 2026	Approval of the IACGR

May 29, 2026	Approval of the following: 1. Holding of the Annual Stockholders' Meeting of HTI on July 29, 2026 at 2:30 p.m., with record date set on June 30, 2026. The meeting shall be done via remote communication using Zoom. 2. Amendment and reallocation of a portion of the unutilized net proceeds from the Company's Php1.8 Billion Fixed-Rate Bonds (Series A due 2029 and Series B due 2031) listed on the Philippine Dealing & Exchange Corp. (PDEx). The amendment involves adjustments within the "Land Banking Activities" category of the original Prospectus. Funds originally allocated for the acquisition of a specific real estate parcel are being redirected to fund the acquisition of a newly identified target property.

Item 12. MATTERS NOT REQUIRED TO BE SUBMITTED

There is no action to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 13. AMENDMENT OF CHARTER, BY-LAWS OR OTHER DOCUMENTS

There is no proposed amendment of the Articles of Incorporation, By-laws or related documents to be submitted for stockholders' approval during the ASM.

Item 14. OTHER PROPOSED ACTIONS FOR RATIFICATION BY THE STOCKHOLDERS

None

Item 15. VOTING PROCEDURES.

Please refer to Page 4 of this report for the Guidelines and Procedures for Participating *via* Remote Communication at the 2026 Annual Stockholders' Meeting.

Except in cases where a higher vote is required under the Revised Corporation Code, the approval of any corporate action shall require the majority vote of all stockholders present in the meeting if constituting a quorum.

In general, all corporate powers are exercised by the board of directors and stockholders' approval is usually not required. However, the Revised Corporation Code requires (and the by-laws of the corporation may require) stockholders' approval for certain corporate acts. Listed below are the corporate acts that require stockholders' approval:

(a) Amendment of articles of incorporation – vote (or written assent) of at least 2/3 of outstanding capital stock;
(b) Election of directors – vote of stockholders representing at least a majority of the outstanding capital stock;
(c) Removal of directors – vote of stockholders holding or representing 2/3 of the outstanding capital stock;
(d) Ratifying a contract of a director/officer with the corporation – vote of stockholders representing at least 2/3 of the outstanding capital stock;
(e) Extending or shortening the corporate term – vote of stockholders representing at least 2/3 of the outstanding capital stock;

(f) Increase or decrease of the capital stock – vote of stockholders representing at least 2/3 of the outstanding capital stock;
(g) Incurring, creating or increasing bonded indebtedness – vote of stockholders representing at least 2/3 of the outstanding capital stock;
(h) Sale, lease, exchange, mortgage, pledge of all or substantially all the corporate assets – vote of stockholders representing at least 2/3 of the outstanding capital stock;
(i) Investment of corporate funds in another corporation or for any purpose other than the primary purpose for which the corporation was organized – vote of stockholders representing at least 2/3 of the outstanding capital stock;
(j) Issuance of stock dividends – vote of stockholders representing at least 2/3 of the outstanding capital stock;
(k) Execution of management contracts – vote of stockholders representing at least a majority of the Outstanding capital stock;
(l) Adoption of by-laws – vote of stockholders representing at least a majority of the outstanding capital stock;
(m) Amendment or repeal of by-laws – vote of stockholders representing at least a majority of the Outstanding capital stock;
(n) Delegation to board of the power to amend or repeal the by-laws or adopt new by-laws – vote of stockholders representing at least 2/3 of the outstanding capital stock;
(o) Revocation of the power given to the board to amend or repeal the by-laws or to adopt new by-laws – vote of stockholders representing at least a majority of the outstanding capital stock;
(p) Fixing issue price of no-par value shares – a majority of the quorum of the board of directors if authorized by the articles of incorporation, or in the absence of such authority, by a majority of the outstanding capital stock;
(q) Approval or amendment of a plan of merger or consolidation – vote of stockholders representing at least 2/3 of the outstanding capital stock;
(r) Dissolution of a corporation – vote of stockholders representing at least 2/3 of the outstanding capital stock;

During meetings, only stockholders who hold voting shares may vote. Thus, holders of non-voting shares generally cannot vote. However, the Revised Corporation Code allows holders of non-voting shares to vote on the following matters:

(a) Amendment of the articles of incorporation;
(b) Adoption and amendment of by-laws;
(c) Sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the corporate property;
(d) Incurring, creating or increasing bonded indebtedness;
(e) Increase or decrease of capital stock;
(f) Merger or consolidation of the corporation with another corporation or other corporations;
(g) Investment of corporate funds in another corporation or business in accordance with the Revised Corporation Code; and
(h) Dissolution of the corporation.

A stockholder may vote: (1) directly; or (2) indirectly through a representative. This representative may be a proxy, a trustee under a voting trust agreement, or an executor or other legal representative appointed by the court. With respect to shares of stock that have been pledged, the pledgor still has the right to attend and vote at stockholders' meetings unless the pledgee is expressly given such right in writing which is recorded on the appropriate books by the pledgor. In case of shares of stock owned jointly by 2 or more persons, in order to vote the same, the consent of all the co-owners is necessary, unless there is a written proxy signed by all co-owners authorizing one or some of them or any other person to vote such share. Where the shares are owned in an "and/or" capacity, any one of the joint owners can vote said shares or appoint a proxy to vote the shares.

All stockholders of record at the close of business hours on the stated record date shall be entitled to cumulative voting rights with respect to the election of direction. A stockholder may vote such number of shares for as many persons as there are directors to be elected or he may cumulative said shares and give one candidate as many votes as the number of directors to be elected multiplied by the of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit: Provided, that the total number of votes cast by him shall not except the number of shares owned by him as shown in the books of the corporation as of the record date multiplied by the whole number of directors to be elected.

The following rules are adopted in the nomination and election of independents directors:

a. The nomination committee shall have at least three (3) members, one of whom is the independent director.
b. Nomination of Independent director/s shall be conducted by the committee prior to a stockholder's meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and the conformity of the would-be-nominees.
c. The Committee shall pre-screen policies the qualifications and prepares a final list of candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent director/s.

d. After the nomination, the committee shall prepare a final list of candidates which shall contain all the information about the nominees for independent directors, required under SRC Rule 12, which list shall be made available to the Commission 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 Commission. The name of the person or group of persons who recommend the nomination of the independent directors shall be identified in such report including any relationship with the nominee.

Undertaking to Provide Financial Reports

The Company attached herewith a copy of the latest Audited Financial Statements (SEC Form 17-A) and the Interim Report (SEC Form 17-Q), forming an integral part of the Definitive Information Statement.

The Company shall provide without charge a printed copy of the latest SEC Form 17-A and/or the SEC Form 17-Q upon written request of the shareholder addressed to:

The Corporate Secretary
HAUS TALK, INC.
Unit 701 Orient Square Bldg., F. Ortigas Jr. Rd., Ortigas Center, Pasig City 1605
Tel. #: (632) 8636-6929
haustalkinc.hti@gmail.com

Please note that soft copies of the above reports are available on the PSE EDGE portal at http://edge.pse.com.ph/ under HAUS TALK, INC. company filings and the Company website https://www.haustalk.com.ph/.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in Pasig City on July 6, 2026.

HAUS TALK, INC.

MARIA RACHEL D. MADLAMBAYAN
President

MANAGEMENT REPORT

The Audited Financial Statements as of December 31, 2025 and Interim Unaudited Financial Statements as of March 31, 2026 of the Company are herein attached, and the Management Discussion and Analysis are incorporated in the attached Management Report.

Duly authorized representatives of Valdes Abad & Company are expected to be present at the Annual Meeting of Stockholders and they will have the opportunity to make if they desire to do so and are expected to be available to respond to appropriate questions. The Company has no material disagreement with Valdes Abad & Company on any matter of accounting principle or practices or disclosures in the Company's financial Statements.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a discussion and analysis of the Company's financial condition and results of operations and certain trends, risks and uncertainties that may affect the Company's business and should be read in conjunction with the independent auditor's reports and the Company reviewed and audited consolidated financial statements and notes thereto contained in this report. The critical accounting policies section discloses certain accounting policies and management judgments that are material to the results of operations and financial conditions for the periods presented in this report. The discussion and analysis in the succeeding sections of this report pertains to the result of our Company's financial condition and operations for the past twelve (12) months for the year ended December 31, 2025 with comparative figures from the previous year's financial condition and operation for the year ended December 31, 2024.

Factors Affecting the Company's Results of Operations

The Group's results of operations are affected by a variety of factors. Set out below is a discussion of the most significant factors that have affected its results in the past, and which the Group expects to affect its results in the foreseeable future. Factors other than those discussed below could also have a significant impact on the Group's results of operations and financial conditions in the future.

General Global and Philippine Economic Conditions and the Condition of the Philippine Real Estate and Residential Housing Markets

The Group derives substantially all its revenue from its Mass Housing development activities in the Philippines. The Philippine real estate and housing markets have historically been affected by the prevailing economic conditions in the Philippines, which may also be affected by the economic conditions in other parts of the world. Accordingly, the Group's results of operations may be significantly affected by the state of the global and Philippine economies generally and specifically the Philippine property and housing markets. The Philippine real estate and housing markets have historically been subject to cyclical trends, and property values have been affected by the supply of and demand for comparable properties, the rate of economic growth, the rate of unemployment and political and social developments in the Philippines. Demand for new residential projects in the Philippines has historically also been affected by, among other things, prevailing political, social and economic conditions in the Philippines, including overall growth levels, the value of the Philippine peso and interest rates, as well as the strength of the economy in other parts of the world, given that a substantial portion of demand comes from overseas Filipino workers. Furthermore, as the Group continues expanding its business, these operations will also be increasingly affected by general conditions in the global and Philippine economies. As a result, the Group expects that its results of operations will continue to vary from period to period largely because of general global and Philippine economic conditions.

Collection of Receivables

The Group's results of operations are also affected to some degree by the success and efficiency of its collection of receivables from its customers. Only when the Company or its subsidiaries experience any significant delay or default on the collection of its receivables, could it experience liquidity issues including the inability to meet its obligations as they come due.

Definition of default and credit-impaired installment contracts receivable

The Group defines the account as in default, which is fully aligned with the definition of credit-impaired, when it meets one or more of the following criteria:

Quantitative criteria
The customer receives a notice of cancellation and does not continue the payments.

Qualitative criteria
The customer meets unlikeliness to pay criteria, which indicates the customer is in significant financial difficulty.

These are instances where:

1. The customer is experiencing financial difficulty of is insolvent
2. The customer is in breach of financial covenant(s)
3. An active market for that financial asset has disappeared because of financial difficulties
4. Concessions have been granted by the Company, for economic or contractual reasons relating to the customer’s financial difficulty
5. It is becoming probable that the customer will enter bankruptcy or other financial reorganization

The criteria above have been applied to the financial instruments held by the Group and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the Probability of Default (PD), Loss Given Default (LGD), and Exposure at Default (ED) throughout the Company’s expected loss calculation.

Liquidity Risk Management

To better manage its liquidity risk, interest risk, as well as improve its cash conversion cycle, the Company typically enters into take-out arrangements with the Home Development Mutual Fund (HDMF) and other financial institutions such as banks.

Interest Rates

The Company and its subsidiaries generally charge its customers an annual fixed interest rate of 18% on their in-house financing starting August 2022. The Company’s financing arrangements with commercial banks and other financial institutions are typically on a fixed interest basis, with interest rates typically averaging approximately 7.5% or 18.00% per annum.

However, in cases of extraordinary increases in interest rates, such as during the Asian financial crisis of the late 1990s or the global economic downturn of 2008, the Company’s financial position and results of operations could be adversely affected.

Tax Incentives and Exemptions

Tax incentives and exemptions play a big part in the decision-making and strategic plans of the Company. The Company and its subsidiaries have availed of income tax holidays and tax exemptions pursuant to the Investment Priority Plan of the Philippines which includes socialized housing projects. This has further bolstered the position of the Company and its subsidiaries in becoming a strong advocate of socialized housing and its benefit to the society.

Price Volatility of Construction Materials and Other Development Costs

The Company's cost of sales is affected by the price of construction materials such as steel, tiles and cement, as well as fluctuations in electricity and energy prices. With respect to electricity, higher prices generally result in a corresponding increase in the Company's overall development costs. As a result, rising costs for any construction materials or in the price of electricity will impact the Company's construction costs, cost of sales and the price for its products. Any increase in prices resulting from higher construction costs could adversely affect demand for the Company's products and the relative affordability of such products, particularly as a Mass Housing developer.

With regard to the sales of subdivision house and lots, if the actual cost of completing the development of a particular project exceeds the Company's projection, any increase in cost is recorded as part of the cost of sales of subdivision house and lots in the same project. This means that the cost of sales for future sales in the same project will be higher.

Availability of Suitable Land for Development

The Company and its subsidiaries meticulously select the sites for its Mass Housing development projects, typically undergoing a research process of anywhere from six months to one year before deciding to acquire land for its contemplated developments. The Company and its subsidiaries are currently looking to expand its footprint in Luzon and also the Metro and Greater Manila areas. To this end, the Company and its subsidiaries are currently examining its options for the acquisition of parcels of land in these areas.

Demand for Residential Properties

The Company has benefited from greater demand for residential properties resulting from, among other factors, the growth of the Philippine economy, the increasing number of Filipinos investing in the Philippine real estate market, strong levels of OFW remittances and increasing demand from expatriate Filipinos. In addition, the Company has also benefited specifically from the underserved backlog for Mass Housing in the Philippines in recent years. The increased demand for residential properties has been a significant factor in the Group's increased revenues and profits over the last three years. In response to these developments, the Company has further increased the number of Mass Housing development projects. The Company has also begun to offer a variation of Mass Housing residential products, such as condominiums, to address potential demand from specific target markets. It is unclear whether the demand for housing in the Philippines will remain high or continue to grow or whether the demand for the Company's products will reach the levels anticipated by the Group. Negative developments with respect to demand for housing in the Philippines would in turn have a negative effect on the Company's operational results. Conversely, positive developments in housing demand would likely positively contribute to the Group's operational results as observed in the past.

Critical Accounting Policies

Critical accounting policies are those that are both (i) relevant to the presentation of the Company and its subsidiaries' financial condition and results of operations and (ii) require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the possible future resolution of the uncertainties increase, those judgments become even more subjective and complex. In order to provide an understanding of how the Group's management forms its judgments about future events, including the variables and assumptions underlying its estimates, and the sensitivity of those judgments to different circumstances, the Company and its subsidiaries has identified the significant accounting judgments, estimates and assumptions discussed in Note 4 of the Group's audited consolidated financial statements.

The main items subject to estimates and assumptions by management include, among others, due from related parties and refundable deposits, estimation of useful lives of property and equipment, and realizability of deferred tax assets.

While the Company believes that all aspects of its financial statements, including the accounting policies discussed in Note 3 to its audited financial statements should be studied and understood in assessing the Group's current and expected financial condition and results of operations, the Group believes that the significant accounting judgments, estimates and assumptions discussed in Note 4 and of the Group's audited financial statements warrant particular attention.

Discussion of the Company's Results of Operations

For the year ended December 31, 2025 vs. year ended December 31, 2024

	For the years ended December 31,					
	Audited	**Restated**	**Horizontal Analysis**		**Vertical Analysis**	
(₱ in thousands, except EPS numbers)	**2025**	**2024**	**(nominal)**	**(in %)**	**2025**	**2024**
REVENUE						
Real Estate Sales	1,401,218	1,401,028	190	0.01%	99.07%	99.12%
Other Operating Income	13,192	12,491	701	5.61%	0.93%	0.88%
Total Revenue	**1,414,410**	**1,413,519**	**891**	**0.06%**	**100.00%**	**100.00%**
COST OF REAL ESTATE SALES	764,330	772,605	(8,275)	(1.07%)	54.04%	54.66%
GROSS PROFIT	**650,080**	**640,914**	**9,166**	**1.43%**	**45.96%**	**45.34%**
OPERATING EXPENSES						
Selling Expenses	70,649	65,275	5,374	8.23%	4.99%	4.62%
General and Administrative Expenses	172,549	181,076	(8,527)	(4.71%)	12.20%	12.81%
Total Operating Expenses	**243,198**	**246,351**	**(3,153)**	**(1.28%)**	**17.19%**	**17.43%**
Net Operating Income	**406,882**	**394,563**	**12,319**	**3.12%**	**28.77%**	**27.91%**
Finance Cost, Net	24,440	31,471	(7,032)	(22.34%)	1.73%	2.23%
Income Before Tax	**382,442**	**363,092**	**19,350**	**5.33%**	**27.04%**	**25.69%**
Income Tax Expense	(23,049)	3,722	(26,771)	(719.31%)	(1.63%)	0.26%
NET INCOME	**359,393**	**366,813**	**(7,420)**	**(2.02%)**	**25.41%**	**25.95%**
OTHER COMPREHENSIVE INCOME						
Actuarial gain on retirement plan	979	(2,764)	3,744	(135.43%)	0.07%	-0.20%
TOTAL COMPREHENSIVE INCOME	**360,373**	**364,049**	**(3,677)**	**(1.01%)**	**25.48%**	**25.75%**
BASIC EARNINGS PER SHARE	**0.144**	**0.147**	**0.003**	**(2.02%)**	**0.00%**	**0.00%**

Revenue
HTI generated consolidated revenues of ₱1.41 billion for the twelve-month period ended December 31, 2025, reflecting an increase of ₱891 million or 0.06% from ₱1.41 billion in the same period in 2025. The growth was primarily driven by a 5.61% increase in Other operating income from in-house financing activities.

Cost of Real Estate Sales
Cost of real estate sales decreased by 1.07%, resulting in a slight improvement in gross profit margin to 1.43% in 2025 compared to 2024.

Operating Expenses
Selling expenses increased by 8.23%, or ₱5.37 million, primarily due to higher marketing and commission costs recognized during the year.

General and administrative expenses slightly decreased by 4.71 %, or ₱8.53 million, due to the reduced discretionary spending during the period.

Finance Costs, net
Finance costs decreased by 22.34%, or ₱7.03 million, primarily due to lower interest expenses resulting from the settlement of certain loan obligations.

Income Tax Expense
Income tax expense increased by 719.31%, amounting to ₱26.77 million in 2025 compared to the previous year. The increase was primarily driven by higher taxable income arising from home improvement sales, which are not covered by BOI tax incentives. This was partially offset by tax-exempt sales from the Granary project, which remains under BOI incentive coverage during the period.

Net Income

HTI's consolidated net income declined by 2.02% or ₱7.42 million for the year 2025 due to an increase in income tax expense.

For the year ended December 31, 2024 vs. year ended December 31, 2023

	For the years ended December 31,					
	As Restated		Horizontal Analysis		Vertical Analysis	
(₱ in thousands, except EPS numbers)	**2024**	**2023**	**(nominal)**	**(in %)**	**2024**	**2023**
REVENUE						
Real Estate Sales	1,401,028	1,011,107	389,921	38.56%	99.12%	98.24%
Other Operating Income	12,491	18,149	(5,658)	(31.18%)	0.88%	1.76%
Total Revenue	**1,413,519**	**1,029,256**	**384,263**	**37.33%**	**100.00%**	**100.00%**
COST OF REAL ESTATE SALES	**772,605**	**582,282**	**190,323**	**32.69%**	**54.66%**	**56.57%**
GROSS PROFIT	**640,914**	**446,974**	**193,940**	**43.39%**	**45.34%**	**43.43%**
OPERATING EXPENSES						
Selling Expenses	65,275	58,523	6,752	11.54%	4.62%	5.58%
General and Administrative Expenses	181,076	125,684	**55,392**	44.07%	12.81%	11.97%
Total Operating Expenses	**246,351**	**184,207**	**62,144**	**33.74%**	**17.43%**	**17.55%**
Net Operating Income	**394,563**	**262,767**	**131,796**	**50.16%**	**27.91%**	**25.53%**
Finance Cost, Net	31,471	18,936	12,535	66.20%	2.23%	1.80%
Income Before Tax	**363,092**	**243,831**	**119,261**	**48.91%**	**25.69%**	**23.69%**
Income Tax Expense	3,722	(21,656)	25,378	(117.19%)	0.26%	(2.06%)
NET INCOME	**366,813**	**222,174**	**144,639**	**65.10%**	**25.95%**	**21.59%**
OTHER COMPREHENSIVE INCOME						
Actuarial gain on retirement plan	(2,764)	10,439	(13,203)	(126.48%)	(0.20%)	1.01%
TOTAL COMPREHENSIVE INCOME	**364,049**	**232,614**	**131,436**	**56.50%**	**25.75%**	**22.60%**
BASIC EARNINGS PER SHARE	**0.147**	**0.089**	**0.058**	**65.10%**		

Revenues

The Group posted total revenues of ₱1.41 billion for the year ended December 31, 2024, representing an increase of ₱384.26 million or 37.33% from ₱1.03 billion in 2023.

The increase in revenues was primarily attributable to real estate sales, which grew by 38.56% to ₱1.40 billion in 2024 from ₱1.01 billion in 2023. Real estate sales accounted for 99.12% and 98.24% of total revenues in 2024 and 2023, respectively. The majority of the revenues recognized during the year were attributable to the Company's the Granary Project in Laguna, reflecting higher construction accomplishments and sales take-up.

Other operating income declined by ₱5.66 million or 31.18% year-on-year, primarily due to lower income from in-house financing activities. During the year, the Company strategically reduced its in-house financing offerings and encouraged buyers to secure take-out financing through the Home Development Mutual Fund (HDMF) and bank financing.

Cost of Real Estate Sales
Cost of real estate sales amounted to ₱772.60 million in 2024, an increase of ₱190.32 million or 32.69% from ₱582.28 million in 2023. The increase was generally consistent with the growth in recognized real estate sales during the year.

Gross profit increased to ₱640.91 million in 2024 from ₱446.97 million in 2023, representing a 43.39% increase. Gross margin improved to 45.34% in 2024 from 43.43% in 2023 primarily due to project mix and cost management initiatives.

Operating Expenses
Total operating expenses increased to ₱246.35 million in 2024 from ₱184.21 million in 2023, representing an increase of 33.74%.

Selling expenses amounted to ₱65.27 million in 2024, reflecting an increase of 11.54% from ₱58.52 million in 2023. The increase was primarily driven by higher commissions and marketing-related expenses consistent with increased sales activity.

General and administrative expenses increased by 44.07% to ₱181.08 million in 2024 from ₱125.68 million in 2023. The increase reflected higher manpower requirements, professional fees, and project-related activities as the Company continued to strengthen its support functions to sustain ongoing expansion.

Finance Costs, Net
Net finance costs increased by ₱12.53 million or 66.20%, from ₱18.94 million in 2023 to ₱31.47 million in 2024. The increase was primarily attributable to higher loans and borrowings during the year and prevailing interest rates. The Company continues to monitor its capital structure and financing costs in light of market conditions.

Income Before Tax
Income before income tax increased by 48.91% to ₱363.09 million in 2024 from ₱243.83 million in 2023, mainly driven by higher revenues and improved operating performance, partially offset by higher finance costs.

Income Tax Expense
Income tax expense decreased by ₱25.38 million, representing a 117.19% decline compared to 2023. The decrease was primarily due to the availment of an income tax holiday incentive granted under the Company's registration with the Board of Investments (BOI). The incentive was applied to The Granary Project, which was the major contributor to revenues during the year. The availability and extent of such incentives are subject to compliance with Applicable Law, rules, and regulations.

Net Income
The Company recorded consolidated net income of ₱366.81 million for 2024, reflecting an increase of ₱144.64 million or 65.10% from ₱222.17 million in 2023. Net margin improved to 25.95% in 2024 compared to 21.59% in 2023. The increase in net income was primarily attributable to higher revenues and improved gross margins, as well as the impact of the income tax holiday, partially offset by increased operating and finance costs.

Discussion of the Company’s Financial Condition

As of December 31, 2025 vs. December 31, 2024

(₱ in thousands)	Audited December 31, 2025	As Restated December 31, 2024	Horizontal Analysis (nominal)	Horizontal Analysis (in %)	Vertical Analysis 2025	Vertical Analysis 2024
Cash	224,947	244,378	-19,430	-7.95%	2.97%	4.08%
Receivables	1,115,127	762,917	352,210	46.17%	14.73%	12.72%
Contract assets - current portion	674,714	827,156	-152,442	-18.43%	8.91%	13.79%
Real estate inventories	4,331,635	2,948,627	1,383,009	46.90%	57.21%	49.17%
Prepayments and other current assets	41,221	17,404	23,817	136.85%	0.54%	0.29%
Total Current Assets	**6,387,645**	**4,800,481**	1,587,164	33.06%	84.36%	**80.05%**
Contract assets, net of current portion	90,398	90,280	118	0.13%	1.19%	1.51%
Property and equipment, net	1,066,374	1,075,445	-9,072	-0.84%	14.08%	17.93%
Other non-current asset	27,188	30,536	-3,348	-10.96%	0.36%	0.51%
Total Non-Current Assets	**1,183,960**	**1,196,261**	-12,301	-1.03%	15.64%	**19..95%**
TOTAL ASSETS	**7,571,605**	**5,996,741**	1,574,863	**26.26%**	**100.00%**	**100.00%**
LIABILITIES AND EQUITY						
Accounts and other payables	187,122	197,407	-10,285	-5.21%	2.47%	3.29%
Contract Liabilities - current	15,536	38,015	-22,479	-59.13%	0.21%	0.63%
Income tax payable	4,427	-	4,427	-	0.06%	0.00%
Loans and borrowings - current portion	1,130,950	782,701	348,249	44.49%	14.94%	13.05%
Total Current Liabilities	**1,338,035**	**1,018,123**	320,172	**31.42%**	**17.67%**	**16.98%**
Loans and borrowings, net of current portion	1,945,342	974,138	971,204	99.70%	25.69%	16.24%
Advances from related parties	169,947	173,929	-3,982	-2.29%	2.24%	2.90%
Defined benefit obligation	15,060	12,704	2,356	18.55%	0.20%	0.21%
Total Non-Current Liabilities	**2,130,349**	**1,160,770**	969,578	**83.53%**	**28.14%**	**27.18%**
Share capital	2,500,000	2,500,000	-	-	33.02%	41.69%
Share premium	218,850	218,850	-	-	2.89%	3.65%
Retained earnings	1,372,380	1,087,987	284,393	26.14%	18.13%	18.14%
Actuarial gain (loss) on defined benefit obligation	11,990	11,011	979	8.89%	0.16%	0.18%
Total Equity	**4,103,220**	**3,817,848**	285,113	**7.47%**	**54.19%**	**63.67%**
TOTAL LIABILITIES AND EQUITY	**7,571,605**	**5,996,741**	1,574,863	**26.26%**	**100.00%**	**100.00%**

Total Assets
Haus Talk and its Subsidiaries posted total assets of ₱7.57 billion as of December 31, 2025 representing a net increase of 26.26% or ₱1.57, from ₱6.00 billion as of December 31, 2024.

Cash
The Company’s cash decreased by 7.95% or ₱19.43 million and had an ending balance of ₱224.95 million. The decrease is mainly attributable to the land acquisition and construction costs.

Current Receivables
Current receivables increased by 46.17%, reaching ₱1.11 billion as of December 31, 2025, driven mainly by higher operational advances mostly to employees, HDMF (Pagibig), and contractors.

Contract Assets (current)
Contract assets decreased by 18.43% mainly due to lower remaining equity portions of declared sales as these units progress toward bank/Pagibig take-out.

Real Estate Inventories
Real estate inventories increased by 46.90%, or ₱1.38 billion, primarily due to ongoing land development and project development activities for newly launched projects this year, which form part of real estate inventories.

Prepayments and Other Current Assets
Prepayments and other current assets increased by 136.85%, or ₱23.82 million, primarily due to higher input VAT, prepaid taxes and licenses, prepaid insurance, and prepaid interest recognized during the period.

Other Non-Current Asset
Other non-current assets decreased by 10.96% or ₱3.35 million, primarily due to the utilization and reversal of deferred tax assets, driven by higher taxable income recognized during the period.

Accounts and Other Payables
Accounts and other payables decreased by 5.21% or ₱10.29 million mainly due to the settlement of outstanding trade payables and payment of accrued expenses during the period.

Contract Liabilities (Current)
Contract liabilities – current decreased by 59.13% or ₱22.48 million, primarily due to the recognition of sales previously recorded as contract liabilities upon satisfaction of revenue recognition criteria.

Current Loans and Borrowings
Loans and borrowings – current portion increased by 44.49% during the year primarily due to loans obtained for land acquisition and to support ongoing project developments.

Non-current Loans and Borrowings
Loans and borrowings, net of current portion increased by 99.70.% due to loan activities during the year.

Defined Benefit Obligation
The Defined Benefit Obligation increased by 18.55% or ₱2.36 million, primarily due to the higher number of employees, longer service periods, and salary adjustments, which led to an increase in benefits earned during the year.

Retained Earnings
Retained earnings increased by 26.14%, reflecting the Group's positive net income for the year and the continued accumulation of earnings from prior periods.

Actuarial Gain on the Defined Benefit Obligation
The actuarial gain on the defined benefit obligation increased by 8.89% or ₱.98 million, attributable to a change in assumption in actuarial valuation.

As of December 31, 2024 vs. December 31, 2023

(₱ in thousands)	December 31, 2024	As restated December 31, 2023	Horizontal Analysis (nominal)	Horizontal Analysis (in %)	Vertical Analysis 2024	Vertical Analysis 2023
ASSETS						
Cash	244,378	211,855	32,523	15.35%	4.08%	4.22%
Receivables	762,917	244,838	518,079	211.60%	12.72%	4.88%
Contract assets - current portion	827,156	768,757	58,399	7.60%	13.79%	15.31%
Real estate inventories	2,948,627	2,626,815	321,811	12.25%	49.17%	52.33%
Prepayments and other current assets	17,404	12,039	5,364	44.55%	0.29%	0.24%
Total Current Assets	**4,800,481**	**3,864,305**	**936,176**	**24.23%**	**80.05%**	**76.98%**
Contract asset, net of current portion	90,280	90,110	170	0.19%	1.51%	1.80%
Property and equipment, net	1,075,445	1,046,538	28,907	2.76%	17.93%	20.85%
Other non-current asset	30,536	18,720	11,816	63.12%	0.51%	0.37%
Total Non-Current Assets	**1,196,261**	**1,155,368**	**40,893**	**3.54%**	**19.95%**	**23.02%**
TOTAL ASSETS	**5,996,741**	**5,019,674**	**977,068**	**19.46%**	**100.00%**	**100.00%**
LIABILITIES AND EQUITY						
Accounts and other payables	197,407	175,451	21,957	12.51%	3.29%	3.50%
Contract Liabilities - current	38,015	45,123	(7,108)	(15.75%)	0.63%	0.90%
Income tax payable	-	-	-	-	-	-
Lease liability	-	-	-	-	0.00%	-
Loans and borrowings - current portion	782,701	396,422	386,279	97.44%	13.05%	7.90%
Total Current Liabilities	**1,018,123**	**616,996**	**401,127**	**65.01%**	**16.98%**	**12.29%**
Loans and borrowings, net of current portion	974,138	713,986	260,152	36.44%	16.24%	14.22%
Advances from related parties	173,929	177,799	(3,870)	(2.18%)	2.90%	3.54%
Defined benefit obligation	12,704	7,095	5,609	79.06%	0.21%	0.14%
Total Non-Current Liabilities	**1,160,770**	**898,879**	**261,891**	**29.14%**	**19.36%**	**17.91%**
Share capital	2,500,000	2,500,000	-	-	41.69%	49.80%
Share premium	218,850	218,850	-	-	3.65%	4.36%
Retained earnings	1,087,987	771,174	316,813	41.08%	18.14%	15.36%
Actuarial gain (loss) on defined benefit obligation	11,011	13,775	(2,764)	(20.07%)	0.18%	0.27%
Total Equity	**3,817,848**	**3,503,799**	**314,049**	**8.96%**	**63.67%**	**69.80%**
TOTAL LIABILITIES AND EQUITY	**5,996,741**	**5,019,674**	**977,067**	**19.46%**	**100.00%**	**100.00%**

Total Assets
Haus Talk and its Subsidiaries posted total assets of ₱6.00 billion as of December 31, 2024, a net increase of 19.46%, from ₱5.02 billion as of year-end 2023.

Cash
The Company's cash increased by 15.35% or ₱35.52 million and had an ending balance of ₱244.38 million. The increase was derived from collections from prior year's and current year's sales and bank loan proceeds.

Receivables (current)
Current receivables rose by 211.60% mainly due to higher advances and sales already recognized but still awaiting bank take-out.

Contract Assets (current)
Current contract assets increased by 7.60% as these represent reported sales with remaining equity from buyers.

Real Estate Inventories
Real estate inventories rose by 12.25% during the period, driven by construction and development costs of ongoing projects.

Prepayments and Other Current Assets
The prepayments and other current assets increased by 44.55% or ₱5.36 million due to amortization of the prepayments.

Other Noncurrent Assets
Other noncurrent assets increased by 63.12% or ₱11.82 million due to the additional refundable deposits and increased deferred tax assets.

Accounts and Other Payables
Accounts and other payables increased by 12.51% or ₱21.96 million due to additional construction materials and services incurred during the period.

Contract Liabilities (current)
Current contract liabilities decreased by 15.75% or ₱7.11 million, primarily due to higher buyer reservations for house and lot units.

Loans and Borrowings (current)
The current portion of loans and borrowings increased by 97.44% or ₱386.28 million primarily due to additional funding requirements for the construction and development of projects, as well as to finance land acquisition activities.

Loans and Borrowings – net of current portion
Loans and borrowings, net of the current portion, increased by 36.44% or ₱260.15 million, also driven by the funding requirements of existing projects and the acquisition of new properties.

Defined Benefit Obligation
The Defined Benefit Obligation increased by 79.06% or ₱5.61 million, primarily due to the higher number of employees, longer service periods, and salary adjustments, which led to an increase in benefits earned during the year.

Retained Earnings
Retained Earnings increased by ₱316.81 million, representing a growth of 41.08%, reflecting the rise in sales and income.
Actuarial Gain on the Defined Benefit Obligation
The actuarial gain on the defined benefit obligation decreased by ₱2.76 million, marking a decline of 20.07%, attributable to a change in assumption in actuarial valuation

Other Disclosures Related to the Company's Financial Condition and Operations

The Company's business does not experience significant seasonality. While housing sales and construction activities may be affected by weather conditions, holidays, and economic factors at certain times of the year, these variations have not had a material effect on the Company's financial condition or results of operations during the periods covered by the financial statements.

HAUS TALK, INC. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
COMPARATIVE FIGURES FROM YEAR ENDED DECEMBER 31, 2023 TO DECEMBER 31, 2025

	Share Capital	Share Premium	Retained Earnings	Actuarial gain (loss) on defined benefit obligation	Total
BALANCE AT DECEMBER 31, 2023	**2,500,000,000**	**218,849,628**	**771,173,738**	**13,775,261**	**3,503,798,627**
Dividend declared	-		(50,000,000)	-	(50,000,000)
Net income	-		366,813,496	-	366,813,496
Other comprehensive income	-	-	-	(2,764,286)	(2,764,286)
BALANCE AT DECEMBER 31, 2024	**2,500,000,000**	**218,849,628**	**1,087,987,235**	**11,010,975**	**3,817,847,838**
Dividend declared	-		(75,000,000)	-	(75,000,000)
Net income	-		359,393,215	-	359,393,215
Other comprehensive income	-	-	-	979,348	979,348
BALANCE AT DECEMBER 31, 2025	**2,500,000,000**	**218,849,628**	**1,372,380,450**	**11,990,323**	**4,103,220,401**

On October 9, 2024 the Board of Directors of Haus Talk, Inc., approved the declaration of a cash dividend in the total amount of Php50,000,000.00, equivalent to Php0.02 per common share. The cash dividend shall be taken from the unrestricted retained earnings of the Company as of December 31, 2023, to be made available to all stockholders of record as of November 8, 2024 and payable on December 2, 2024. For the year ended December 31, 2024 the company and its subsidiaries posted a consolidated Net Income of Php 366,813,496 and a consolidated other comprehensive income of Php 2,764,286.

The Board of Directors approved in a meeting held on October 14, 2025, the declaration of cash dividend in the total amount of PhP75,000,000.00, equivalent to Php 0.03 per common share. The cash dividend was taken from the unrestricted retained earnings of the Company as of December 31, 2024, made available to all stockholders of record as of November 17, 2025 and payable on December 10, 2025. For the year ended December 31, 2025 the company and its subsidiaries posted a consolidated Net Income of Php 359,393,215 and a consolidated other comprehensive income of Php 979,348.

HAUS TALK, INC. & ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW
FOR THE YEAR ENDED DECEMBER 31, 2025 AND 2024 (AUDITED)

	For the period ended Dec. 31, 2025	2024
	(₱ in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before tax	382,442	363,092
Adjustments for:		
Prior period adjustment	-	-
Provision for expected credit losses	645	-
Interest expense - bank loans	23,707	30,952
Interest expense - defined benefit obligation	775	432
Retirement expense	2,560	2,413
Interest income earned	(42)	(65)
Disposal of assets	8,305	-
Depreciation	16,174	12,190
Operating income before changes in working capital	434,566	409,013
Changes in assets and liabilities:	-	-
Decrease (Increase) in receivables	(352,856)	(518,079)
Increase in contract asset	152,324	(58,569)
Decrease (Increase) in real estate inventories	(1,383,009)	(321,811)
Decrease (Increase) in prepayments and other current assets	(23,817)	(5,364)
Decrease in other non-current assets	85	(5,822)
Increase in accounts and other payables	(10,285)	21,957
Increase in contract liabilities	(22,479)	(7,108)
Increase in lease liability	-	-
Increase in advances to related parties	-	-
Defined benefit obligation	-	-
Cash generated from operations	(1,205,471)	(485,783)
Interest received	42	65
Income taxes paid	(15,359)	(2,272)
Net Cash from Operating Activities	(1,220,788)	(487,990)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property and equipment	(15,407)	(41,097)
Dividend declaration	-	-
Collections of (additional) advances to related parties		
Net Cash from Investing Activities	(15,407)	(41,097)
CASH FLOWS FROM FINANCING ACTIVITIES		
Additions to loans and borrowings	1,319,454	646,431
Payment of advances from related parties	(3,982)	(3,870)
Issuance of share capital, net of issuance cost	-	-
Interest paid	(23,707)	(30,952)
Net Cash from Financing Activities	1,216,765	561,609

NET INCREASE (DECREASE) IN CASH	(19,430)	32,522
CASH, BEGINNING	244,378	211,855
CASH, ENDING	224,947	244,378

Statement of Cash Flows December 31, 2025 vs. December 31, 2024

Net cash used in operations amounted to ₱1,220 million in 2025, compared to ₱488 million in 2024. Cash used in operations increased mainly due to higher real estate inventories and receivables, driven by ongoing project development and slower collections. This was partly offset by the increase in contract assets, while other working capital changes had minimal impact.

Net cash used in investing activities decreased to ₱15 million in 2025 from ₱41 million in 2024, primarily due to acquisitions of property and equipment during the period.

Net cash provided by financing activities increased to ₱1,217 million in 2025 from ₱562 million in 2024, mainly due to higher proceeds from loans and borrowings. This was partially offset by interest payments and settlement of advances from related parties.

The net effect of the foregoing operating, investing, and financing activities is a decrease in cash of ₱19.43 million. Accordingly, cash balances amounted to ₱224.95 million as of December 31, 2024, compared to ₱244.38 million as of December 31, 2024.

HAUS TALK, INC. & ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW
FOR THE YEAR ENDED DECEMBER 31, 2024 AND 2023 (AUDITED)

	For the period ended Dec. 30,	
	2024	**2023**
	(₱ in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before tax	363,092	243,831
Adjustments for:		
Prior period adjustment	-	-
Provision for expected credit losses	-	-
Interest expense - bank loans	30,952	17,945
Interest expense - defined benefit obligation	432	1,051
Retirement expense	2,413	1,846
Interest income earned	(65)	(59)
Disposal of assets	-	-
Depreciation	12,190	11,254
Operating income before changes in working capital	409,013	275,868
Changes in assets and liabilities:	-	-
Decrease (Increase) in receivables	(518,079)	340,644
Increase in contract asset	(58,569)	(766,681)
Decrease (Increase) in real estate inventories	(321,811)	(119,009)
Decrease (Increase) in prepayments and other current assets	(5,364)	2,220
Decrease in other non-current assets	(5,822)	(1,194)
Increase in accounts and other payables	21,957	(129,226)
Increase in contract liabilities	(7,108)	45,123

Increase in lease liability	-	-
Increase in advances to related parties	-	-
Defined benefit obligation	-	(760)
Cash generated from operations	(485,783)	(353,017)
Interest received	65	59
Income taxes paid	(2,272)	(27,217)
Net Cash from Operating Activities	(487,990)	(380,174)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property and equipment	(41,097)	(31,558)
Dividend declaration	-	-
Collections of (additional) advances to related parties		
Net Cash from Investing Activities	(41,097)	(31,558)
CASH FLOWS FROM FINANCING ACTIVITIES		
Additions to loans and borrowings	646,431	684,384
Payment of advances from related parties	(3,870)	(66,873)
Issuance of share capital, net of issuance cost	-	-
Interest paid	(30,952)	(17,945)
Net Cash from Financing Activities	561,609	571,872
NET INCREASE (DECREASE) IN CASH	32,522	160,140
CASH, BEGINNING	211,855	51,715
CASH, ENDING	244,378	211,855

Statement of Cash Flows December 31, 2024 vs. December 31, 2023

Net cash used in operations amounted to ₱487.99 million in 2024, compared to ₱380.17 million in 2023. The higher cash outflow was primarily driven by the increase in accounts receivable and real estate inventories.

The net cash used in investing activities for 2024 was ₱41.10 million, compared to ₱31.56 million in 2023. This increase was primarily due to the acquisition of property, plant, and equipment.

Net cash generated from financing activities amounted to ₱561.61 million for the year 2024 as compared to net cash used by financing activities of ₱571.87 million for the year 2023. The increase was primarily driven by the net proceeds from new loan drawdowns.

The net effect of the foregoing operating, investing and financing activities is an increase of ₱32.52 million and cash balances of ₱244.38 million as of December 31, 2024 and ₱211.86 million as of December 31, 2023.

Key Performance Indicators

The Company' top seven key performance indicators are listed below:

KEY PERFORMANCE INDICATORS: FOR THE YEARS ENDED DECEMBER 31, 2025, 2024 & 2023			
	2025	**2024**	**2023**
Current Ratio[2]	4.77:1	4.72:1	6.28:1
Debt to Equity Ratio[3]	0.85:1	0.57:1	0.43:1
Gross Profit Margin (%)[4]	0.46:1	0.45:1	0.45:1
Before Tax Return on Sales (%)[5]	0.27:1	0.26:1	0.24:1
Earnings per Share[6]	0.14:1	0.15:1	0.10:1
EBITDA[7] (in ₱)	423,055,454	406,600,194	274,021,343
Return on Equity[8]	0.09:1	0.10:1	0.07:1

These key indicators were chosen to provide management with a measure of the Company's financial strength (i.e., Current Ratio, Debt to Equity Ratio, and Earnings before Interest and Taxes) and the Company's ability to maximize the value of its stockholders' investment in the Company (i.e., Return on Equity, Earnings per Share).

The Current Ratio shows the liquidity of the Company by measuring how much current assets it has over its current liabilities.

The Debt-to-Equity Ratio indicates how much debt the Company has incurred for each amount of equity in the Company. A higher ratio means that the Company is more aggressive in its use of capital.

Gross profit margin reflects the efficiency of a company in managing its production costs relative to its sales revenue.

The Income Before Tax Ratio is a financial metric that measures the profitability and efficiency of a company's operations by comparing its income before tax to its net sales or revenue. It is expressed as a percentage and provides insights into the company's ability to generate profits before tax obligations.

Earnings per share shows how much the Company is earning for each share that is currently issued and outstanding.

Earnings before interest taxes, depreciation and amortization indicate how much income the Company is generating from its entire operations before interest charges, taxes, depreciation and amortization are deducted.

Return on Equity shows how much profits the Company is making for each amount of equity invested in the Company.

[2] Current Assets / Current Liabilities
[3] Total Liabilities / Stockholders' Equity
[4] Gross Profit / Revenues
[5] Profit Before Tax / Revenues
[6] Net Income / Outstanding Shares
[7] Earnings before Interest, Taxes, Depreciation & Amortization computed as Net Income + Interest Expenses, Provision for Income Tax, Depreciation, Amortization
[8] Net Income / Average Stockholders' Equity

HAUS TALK, INC. & ITS SUBSIDIARIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS OF THE YEAR ENDED DECEMBER 31, 2023 & DECEMBER 31, 2022

	AS OF DECEMBER		**HORIZONTAL ANALYSIS**	**VERTICAL ANALYSIS**	
	2023	**2022**		**2023**	**2022**
	(Philippine Pesos)		**% CHANGE**	**%**	
ASSETS					
CURRENT ASSETS					
Cash	211,855,419	51,715,470	309.66%	4.22%	1.20%
Receivables	1,022,237,233	585,481,783	74.60%	20.36%	13.63%
Real estate inventories	2,626,815,081	2,507,805,799	4.75%	52.33%	58.38%
Prepayments and other current assets	12,039,488	14,259,178	-15.57%	0.24%	0.33%
Total Current Assets	**3,872,947,221**	**3,159,262,230**	**22.59%**	**77.16%**	**73.55%**
NON-CURRENT ASSETS					
Receivables, net of current portion	81,467,738	92,185,581	-11.63%	1.62%	2.15%
Property and equipment, net	1,046,538,262	1,026,234,330	1.98%	20.85%	23.89%
Other non-current asset	18,720,357	17,969,195	4.18%	0.37%	0.42%
Total Non-Current Assets	**1,146,726,357**	**1,136,389,106**	**0.91%**	**22.84%**	**26.45%**
TOTAL ASSETS	**5,019,673,578**	**4,295,651,336**	**16.85%**	**100.00%**	**100.00%**
LIABILITIES AND EQUITY					
CURRENT LIABILITIES					
Accounts and other payables	220,574,003	304,677,031	-27.60%	4.39%	7.09%
Income tax payable	-	6,003,815	-100.00%	0.00%	0.14%
Loans and borrowings - current portion	396,421,526	202,951,034	95.33%	7.90%	4.72%
Total Current Liabilities	**616,995,529**	**513,631,880**	**20.12%**	**12.29%**	**11.96%**
NON-CURRENT LIABILITIES					
Loans and borrowings, net of current portion	713,985,927	223,072,781	220.07%	14.22%	5.19%
Advances from related parties	177,798,865	244,671,814	-27.33%	3.54%	5.70%
Defined benefit obligation	7,094,630	15,396,582	-53.92%	0.14%	0.36%
Total Non-Current Liabilities	**898,879,422**	**483,141,177**	**86.05%**	**17.91%**	**11.25%**
EQUITY					
Share capital	2,500,000,000	2,500,000,000	0.00%	49.80%	58.20%
Share premium	218,849,628	218,849,628	0.00%	4.36%	5.09%
Retained earnings	771,173,738	576,692,833	33.72%	15.36%	13.43%

Actuarial gain (loss) on defined benefit obligation	13,775,261	3,335,818	312.95%	0.27%	0.08%
Total Equity	**3,503,798,627**	**3,298,878,279**	**6.21%**	**69.80%**	**76.80%**
TOTAL LIABILITIES AND EQUITY	**5,019,673,578**	**4,295,651,336**	**16.85%**	**100.00%**	**100.00%**

Financial Condition as of December 31, 2023 & December 31, 2022

Haus Talk and its Subsidiaries posted total assets of ₱5.02B as of December 31, 2023, a net increase of 16.85%, from ₱4.29B as of year-end 2022. The company's cash increased by 309.66% or ₱160.14M and had an ending balance of ₱211.85M. The increase was derived from collections from prior year's and current year's sales and bank loan proceeds at the end of the year. Current trade receivables increased by 74.60%, reaching ₱1.02B as of December 31, 2023, reflecting the sales generated during the year. Receivables, net of the current portion, decreased by ₱10.72M or 11.63% due to the collection of the noncurrent portion. The prepayments and other current assets decreased by 15.57% or P2.22M due to amortization of the prepayments.

Accounts and other payables decreased by ₱84.10M or 27.6% due to the payment of outstanding invoices from suppliers and subcontractors. Income tax payable decreased by ₱6M or 100% due to tax incentives availed in the second and third quarters of 2023. Loans and borrowings, the current portion, increased by ₱193.47M or 95.33% due to drawdowns of bridge loans and bank loans.

Loans and borrowings, net of the current portion, increased by ₱490.91M million, representing a growth of 220.07%, primarily due to the new acquisition of land. Advances to related parties decreased by ₱66.87 million, indicating a decline of 27.33%, attributable to the repayment of advances. Defined benefit obligation decreased by P8.30M or 53.92% due to change in assumption in actuarial valuation

Retained Earnings increased by P194.48 million, representing a growth of 33.72%, reflecting the rise in sales and income. The actuarial gain on the defined benefit obligation increased by P10.44 million, marking a surge of 312.95%, attributable to a change in assumption in actuarial valuation.

HAUS TALK, INC. & ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2023 & DECEMBER 31, 2022

	FOR THE YEAR ENDED		**HORIZONTAL ANALYSIS**	**VERTICAL ANALYSIS**	
	2023	**2022**		**2023**	**2022**
	(Philippine Pesos)		**% CHANGE**	**%**	
REVENUE					
Real Estate Sales	1,011,106,834	619,524,508	63.21%	96.32%	97.48%
Other Operating Income	38,621,508	16,006,157	141.29%	3.68%	2.52%
Total Revenue	**1,049,728,342**	**635,530,665**	**65.17%**	**100.00%**	**100.00%**
COST OF REAL ESTATE SALES	582,282,221	335,812,879	73.39%	55.47%	52.84%
GROSS PROFIT	**467,446,121**	**299,717,786**	**55.96%**	**44.53%**	**47.16%**
OPERATING EXPENSES					
Selling expenses	**58,522,753**	23,602,826	147.95%	5.58%	3.71%
General and administrative	125,684,011	80,326,683	56.47%	11.97%	12.64%

expenses						
Total Operating Expenses	**184,206,764**	**103,929,509**		**77.24%**	**17.55%**	**16.35%**
Net Operating Income	**283,239,357**	**195,788,277**		**44.67%**	**26.98%**	**30.81%**
Finance Cost, Net	18,936,316	16,386,956		15.56%	1.80%	2.58%
Income Before Tax	264,303,041	179,401,321		47.33%	25.18%	28.23%
Income Tax Expense	- 21,656,125	- 41,253,817		-47.51%	-2.06%	-6.49%
NET INCOME	**242,646,916**	**138,147,504**		**75.64%**	**23.12%**	21.74%
OTHER COMPREHENSIVE INCOME						
Actuarial gain on retirement plan	**10,439,443**	**-**			**0.99%**	0.00%
TOTAL COMPREHENSIVE INCOME	**253,086,359**	**138,147,504**		**83.20%**	**24.11%**	21.74%

Results of Operation for the year ended December 31, 2023 & December 31, 2022

Haus Talk and its Subsidiaries posted total revenues of ₱1.01B for the year 2023, ₱391.58M or 63.21% growth from the ₱619.52M total revenues for the same period in 2022. The increase in revenues were mainly due to the sales generated from HTI and THI projects. Other operating income grew by ₱22.62M or 141.29% mainly due to the increase in interest income earned from the sales through the in-house financing scheme.

Cost of sales amounted to ₱582.28M in 2023 which is ₱246.47M or 73.39% more than the ₱335.81M incurred in 2022. This is attributable to the increase in sales during the year.

Selling expenses of ₱58.52 million and general and administrative expenses of ₱125.68 million grew by 147.95% and 56.47%, respectively. The increase in costs was due to the Company's rising revenues and the continuous strengthening of support groups to facilitate the Group's ongoing expansion.

Income tax expense decreased by P19.60 million, representing a decline of 47.51%, attributed to the income tax holiday availed during the year.

The Group recorded a consolidated net income of ₱242.65 million, marking an increase of ₱104.50 million or 75.64% compared to the 2022 net income of ₱138.15 million.

HAUS TALK, INC. & ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW
FOR THE YEAR ENDED DECEMBER 31, 2023 & DECEMBER 31, 2022

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Income before tax	**264,303,041**	179,401,321
Adjustments for:		
Prior period adjustment	**-**	-
Interest expense - bank loans	**17,944,743**	9,669,347
Interest expense - defined benefit obligation	**1,051,006**	655,255
Retirement expense	**1,846,485**	4,398,382
Interest income earned	**- 59,432**	- 13,413

Depreciation	**11,254,445**	5,255,054
Operating income before changes in working capital	**296,340,288**	199,365,946
Changes in assets and liabilities:		
Increase in receivables	**- 426,037,607**	- 246,946,254
Decrease (Increase) in real estate inventories	**- 119,009,282**	- 599,287,830
Decrease (Increase) in prepayments and other current assets	**2,219,690**	- 12,769,656
Decrease in other non-current assets	**- 1,194,433**	- 10,182,616
Increase in accounts and other payables	**- 84,103,028**	127,064,545
Increase in lease liability	**-**	-
Increase in advances to related parties	**-**	-
Defined benefit obligation	**- 760,000**	- 2,651,966
Cash generated from operations	**- 332,544,372**	**- 545,407,831**
Interest received	**59,432**	13,413
Income taxes paid	**- 27,216,668**	- 51,138,501
Net Cash from Operating Activities	**- 359,701,608**	- 596,532,919
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property and equipment	**- 31,558,377**	- 167,219,764
Dividend declaration	**- 48,166,012**	-
Collections of (additional) advances to related parties	**-**	-
Net Cash from Investing Activities	**- 79,724,389**	- 167,219,764
CASH FLOWS FROM FINANCING ACTIVITIES		
Additions to loans and borrowings	**684,383,638**	50,118,441
Payment of advances from related parties	**- 66,872,949**	28,187,519
Issuance of share capital, net of issuance cost	**-**	718,849,628
Interest paid	**- 17,944,743**	- 9,669,347
Issuance of shares	**-**	-
Net Cash from Financing Activities	**599,565,946**	787,486,241
NET INCREASE IN CASH	**160,139,949**	23,733,558
CASH, BEGINNING	**51,715,470**	27,981,912
CASH, ENDING	**211,855,419**	51,715,470

Statement of Cash Flows December 31, 2023 vs. December 31, 2022

The net cash used in operations amounted to ₱-368.55 million for the year 2023, compared to the net cash provided by operations of ₱-596.53 million in 2022. The net cash used in operations in 2023 was mainly driven by the increase in accounts receivable and real estate inventories.

Net cash used in investing activities amounted to ₱-79.72M for the year 2023 as compared to ₱-167.22M for the year 2022. The net cash used in investing activities for the year 2023 was mainly due to the acquisition of property plant and equipment.

Net cash generated from financing activities amounted to ₱608.41M for the year 2023 as compared to net cash used by financing activities of negative ₱787.49M for the year 2022. The net cash generated from financing activities for the year 2022 was mainly due to the net proceeds of the new loan drawdowns.

The net effect of the foregoing operating, investing and financing activities is an increase of ₱160.14M and cash balances of ₱211.85M as of December 31, 2023 and ₱51.71M as of December 31, 2022.

INTERIM PERIOD

HAUS TALK, INC. AND ITS SUBSIDIARIES
(formerly Haus Talk Project Managers, Inc. and its Subsidiary)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As of the period ended March 31, 2026 (Unaudited) & December 31, 2025 (Audited)
(In Philippine Peso)

ASSETS	Mar. 31, 2026	Dec. 31, 2025	Horizontal Analysis Mar '26 vs. Dec '25		Vertical Analysis Mar '26	Vertical Analysis Dec '25
CURRENT ASSETS						
Cash	1,547,041,830	224,947,372	1,322,094,458	587.74%	16.73%	2.97%
Receivables	1,260,051,453	1,115,127,310	144,924,143	13.00%	13.62%	14.73%
Contract asset – current portion	550,632,253	674,713,895	(124,081,642)	(18.39%)	5.95%	8.91%
Real estate inventories	4,666,324,993	4,331,635,335	284,689,658	6.57%	49.91%	57.21%
Prepayments and other current assets	47,048,433	41,220,978	5,827,455	14.14%	0.51%	0.54%
Total Current Assets	**8,021,098,962**	**6,387,644,890**	**1,633,454,072**	**25.57%**	**86.73%**	**84.36%**
NON-CURRENT ASSETS						
Contract asset - net of current portion	138,432,301	90,397,795	48,034,506	53.14%	1.50%	1.19%
Property and equipment - net	1,063,172,821	1,066,373,564	(3,200,743)	(0.30%)	11.50%	14.08%
Other non-current asset	25,744,403	27,188,276	(1,443,873)	(5.31%)	0.28%	0.36%
Total Non-Current Assets	**1,227,349,525**	**1,183,959,635**	**43,389,890**	**3.66%**	**13.27%**	**15.64%**
TOTAL ASSETS	**9,248,448,487**	**7,571,604,525**	**1,676,843,962**	**22.15%**	**100.00%**	**100.00%**
LIABILITIES AND EQUITY						
CURRENT LIABILITIES						
Accounts and other payables	172,730,338	187,122,128	(14,391,790)	(7.69%)	1.87%	2.47%
Contract Liability- current	7,949,604	15,536,238	(7,586,634)	(48.83%)	0.09%	0.21%
Loans and borrowings - current portion	1,052,392,289	1,130,949,924	(78,557,635)	(6.95%)	11.38%	14.95%
Income tax payable	2,011,571	4,427,103	(2,415,532)	(54.56%)	0.02%	0.06%
Total Current Liabilities	**1,233,072,231**	**1,333,608,290**	**(100,536,059)**	**(7.54%)**	**13.34%**	**17.62%**
NON-CURRENT LIABILITIES						
Loans and borrowings - net of current portion	3,707,908,867	1,945,342,263	1,762,566,604	90.60%	40.10%	25.71%
Advances from related parties	169,537,153	169,946,632	(409,479)	(0.24%)	1.83%	2.25%
Defined benefit obligation	15,059,836	15,059,836	-	0.00%	0.16%	0.20%
Total Non-Current Liabilities	**3,892,505,856**	**2,130,348,731**	**1,762,157,125**	**82.72%**	**42.10%**	**28.15%**
EQUITY						
Share capital	2,500,000,000	2,500,000,000	-	0.00%	27.04%	33.04%
Share premium	218,849,628	218,849,628	-	0.00%	2.37%	2.89%
Retained earnings	1,390,018,878	1,372,380,450	17,638,428	1.29%	15.03%	18.14%
Actuarial gain on defined benefit obligation	11,990,323	11,990,323	-	0.00%	0.13%	0.16%

Total Equity	**4,120,858,829**	**4,103,220,401**	**17,638,428**	**0.43%**	**44.57%**	**54.22%**
TOTAL LIABILITIES AND EQUITY	**9,246,436,916**	**7,567,177,422**	**1,679,259,494**	**22.19%**	**100%**	**100%**

Financial position as of March 31, 2026 (Unaudited) vis-à-vis Full Year (FY) of 2025 (Audited)

Cash
Cash increased by 587.74% to Php1.32 billion, primarily driven by net proceeds from the Bond issuance and listing in March 2026.

Current Receivables
Current receivables increased by 13.00%, reaching ₱1.260 billion as of March 31, 2026, driven mainly by higher operational advances mostly to employees, HDMF (Pagibig), and suppliers.

Contract Assets (current)
Contract assets decreased by 18.39% mainly due to lower remaining equity portions of declared sales as these unit's progress toward bank/Pag-ibig take-out.

Real Estate Inventories
Real estate inventories increased by 6.57%, or ₱284.69 million, primarily due to ongoing land development and project development activities of the ongoing projects, which form part of real estate inventories.

Prepayments and Other Current Assets
Prepayments and other current assets increased by 14.14%, or ₱5.83 million, primarily due to higher input VAT, prepaid taxes and licenses, and prepaid insurance, recognized during the period.

Contract Asset – Net of Current Portion
Contract assets - net of current portion increased by 53.14% ₱48.03 mainly due to increase of In-house financing.

Other Non-Current Asset
Other non-current assets decreased by 5.31% or ₱1.44 million, primarily due to the decrease of deferred tax assets.

Accounts and Other Payables
Accounts and other payables decreased by 7.69% or ₱14.39 million mainly due to the settlement of outstanding trade payables and payment of accrued expenses during the period.

Contract Liabilities (Current)
Contract liabilities – current decreased by 48.83% or ₱7.59 million, primarily due to the recognition of sales previously recorded as contract liabilities upon satisfaction of revenue recognition criteria.

Current Loans and Borrowings
Loans and borrowings – current portion declined by 6.95% or₱78.56 million during the year, primarily due to repayments of maturing loan obligations.

Income tax payable
Income tax payable decreased by 54.56% to ₱2.41 million during the year, primarily due to lower taxable income and corresponding tax provisions recognized for the period.

Non-current Loans and Borrowings
Loans and borrowings, net of current portion, increased by 90.60% during the period, primarily driven by additional loan availments, including the issuance of bonds payable.

HAUS TALK, INC. AND ITS SUBSIDIARIES
(formerly Haus Talk Project Managers, Inc. and its Subsidiary)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As of the period ended December 31, 2025 & 2024 (Audited)
(In Philippine Peso)

	December 31,		Horizontal Analysis		Vertical Analysis	
ASSETS	**2025**	**2024**	**YR. 2025 vs. YR 2024**		**Dec '2025**	**Dec '2024**
CURRENT ASSETS						
Cash	224,947,372	244,377,548	(19,430,176)	(7.95%)	2.97%	4.08%
Receivables	1,115,127,310	762,916,855	352,210,455	46.17%	14.73%	12.72%
Contract asset – current portion	674,713,895	827,156,013	(152,442,118)	(18.43%)	8.91%	13.79%
Real estate inventories	4,331,635,335	2,948,626,556	1,383,008,779	46.90%	57.21%	49.17%
Prepayments and other current assets	41,220,978	17,403,681	23,817,297	136.85%	0.54%	0.29%
Total Current Assets	**6,387,644,890**	**4,800,480,653**	**1,587,164,237**	**33.06%**	**84.36%**	**80.05%**
NON-CURRENT ASSETS						
Contract asset - net of current portion	90,397,795	90,279,658	118,137	0.13%	1.19%	1.51%
Property and equipment - net	1,066,373,564	1,075,445,189	(9,071,625)	(0.84%)	14.08%	17.93%
Other non-current asset	27,188,276	30,535,837	(3,347,561)	(10.96%)	0.36%	0.51%
Total Non-Current Assets	**1,183,959,635**	**1,196,260,684**	**(12,301,049)**	**(1.03%)**	**15.64%**	**19.95%**
TOTAL ASSETS	**7,571,604,525**	**5,996,741,337**	**1,574,863,188**	**26.26%**	**100.00%**	**100.00%**
LIABILITIES AND EQUITY						
CURRENT LIABILITIES						
Accounts and other payables	187,122,128	197,407,432	(10,285,304)	(5.21%)	2.47%	3.29%
Contract Liability- current	15,536,238	38,015,175	(22,478,937)	(59.13%)	0.21%	0.63%
Loans and borrowings - current portion	1,130,949,924	782,700,538	348,249,386	44.49%	14.95%	13.05%
Income tax payable	4,427,103	-	4,427,103	#DIV/0!	0.06%	0.00%
Total Current Liabilities	**1,333,608,290**	**1,018,123,145**	**315,485,145**	**30.99%**	**17.62%**	**16.98%**
NON-CURRENT LIABILITIES						
Loans and borrowings - net of current portion	1,945,342,263	974,138,084	971,204,179	99.70%	25.71%	16.24%
Advances from related parties	169,946,632	173,928,719	(3,982,087)	(2.29%)	2.25%	2.90%
Defined benefit obligation	15,059,836	12,703,551	2,356,285	18.55%	0.20%	0.21%
Total Non-Current Liabilities	**2,130,348,731**	**1,160,770,354**	**969,578,377**	**83.53%**	**28.15%**	**19.36%**
EQUITY						
Share capital	2,500,000,000	2,500,000,000	-	0.00%	33.04%	41.69%
Share premium	218,849,628	218,849,628	(0)	(0.00%)	2.89%	3.65%

Retained earnings	1,372,380,450	1,087,987,235	284,393,215	26.14%	18.14%	18.14%
Actuarial gain on defined benefit obligation	11,990,323	11,010,975	979,348	8.89%	0.16%	0.18%
Total Equity	**4,103,220,401**	**3,817,847,838**	**285,372,563**	**7.47%**	**54.22%**	**63.67%**
TOTAL LIABILITIES AND EQUITY	**7,567,177,422**	**5,996,741,337**	**1,570,436,085**	**26.19%**	**100%**	**100.00%**

Financial Position as of December 31,2025 and December 31, 2024

Total Assets
Haus Talk and its Subsidiaries posted total assets of ₱7.57 billion as of December 31, 2025 representing a net increase of 26.26% or ₱1.57, from ₱6.00 billion as of December 31, 2024.

Cash
The Company's cash decreased by 7.95% or ₱19.43 million and had an ending balance of ₱224.95 million. The decrease is mainly attributable to the land acquisition and construction costs.

Current Receivables
Current receivables increased by 46.17%, reaching ₱1.11 billion as of December 31, 2025, driven mainly by higher operational advances mostly to employees, HDMF (Pag-ibig), and contractors.

Contract Assets (current)
Contract assets decreased by 18.43% mainly due to lower remaining equity portions of declared sales as these units' progress toward bank/Pag-ibig take-out.

Real Estate Inventories
Real estate inventories increased by 46.90%, or ₱1.38 billion, primarily due to ongoing land development and project development activities for newly launched projects this year, which form part of real estate inventories.

Prepayments and Other Current Assets
Prepayments and other current assets increased by 136.85%, or ₱23.82 million, primarily due to higher input VAT, prepaid taxes and licenses, prepaid insurance, and prepaid interest recognized during the period.

Other Non-Current Asset
Other non-current assets decreased by 10.96% or ₱3.35 million, primarily due to the utilization and reversal of deferred tax assets, driven by higher taxable income recognized during the period.

Accounts and Other Payables
Accounts and other payables decreased by 5.21% or ₱10.29 million mainly due to the settlement of outstanding trade payables and payment of accrued expenses during the period.

Contract Liabilities (Current)
Contract liabilities – current decreased by 59.13% or ₱22.48 million, primarily due to the recognition of sales previously recorded as contract liabilities upon satisfaction of revenue recognition criteria.

Current Loans and Borrowings
Loans and borrowings – current portion increased by 44.49% during the year primarily due to loans obtained for land acquisition and to support ongoing project developments.

Non-current Loans and Borrowings
Loans and borrowings, net of current portion increased by 99.70% due to loan activities during the year.

Defined Benefit Obligation
The Defined Benefit Obligation increased by 18.55% or ₱2.36 million, primarily due to the higher number of employees, longer service periods, and salary adjustments, which led to an increase in benefits earned during the year.

Retained Earnings
Retained earnings increased by 26.14%, reflecting the Group's positive net income for the year and the continued accumulation of earnings from prior periods.

Actuarial Gain on the Defined Benefit Obligation
The actuarial gain on the defined benefit obligation increased by 8.89% or ₱.98 million, attributable to a change in assumption in actuarial valuation.

HAUS TALK, INC. AND ITS SUBSIDIARIES
(formerly Haus Talk Project Managers, Inc. and its Subsidiary)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
As of the period ended December 31, 2025 & 2024 (Audited)
(In Philippine Peso)

	December 31,		Horizontal Analysis December 31,		Vertical Analysis December 31,	
REVENUE	**2025**	**2024**	**2025**		**2025**	**2024**
Real estate sales	1,401,217,951	1,401,027,855	190,096	0.01%	99.07%	99.12%
Other operating income	13,192,245	12,491,008	701,237	5.61%	0.93%	0.88%
Total Revenue	**1,414,410,196**	**1,413,518,863**	**891,333**	**0.06%**	**100.00%**	**100.00%**
COST OF REAL ESTATE SALES	**764,330,268**	**772,604,842**	**(8,274,574)**	**(1.07%)**	**54.04%**	**54.66%**
GROSS PROFIT	**650,079,928**	**640,914,021**	**9,165,907**	**1.43%**	**45.96%**	**45.34%**
OPERATING EXPENSES						
Selling expenses	70,648,760	65,274,869	5,373,891	8.23%	4.99%	4.62%
General and administrative expenses	172,549,369	181,076,146	(8,526,777)	(4.71%)	12.20%	12.81%
Total Operating Expenses	**243,198,129**	**246,351,015**	**(3,152,886)**	**(1.28%)**	**17.19%**	**17.43%**
NET OPERATING INCOME	**406,881,799**	**394,563,006**	**12,318,793**	**3.12%**	**28.77%**	**27.91%**
FINANCE COST, NET	**24,439,701**	**31,471,214**	**(7,031,513)**	**(22.34%)**	**1.73%**	**2.23%**

INCOME BEFORE TAX	**382,442,098**	**363,091,792**	**19,350,306**	**5.33%**	**27.04%**	**25.69%**
INCOME TAX EXPENSE	(23,048,883)	3,721,704	(26,770,587)	(719.31%)	(1.63%)	0.26%
NET INCOME	**359,393,215**	**366,813,496**	**(7,420,281)**	**(2.02%)**	**25.41%**	**25.95%**
OTHER COMPREHENSIVE INCOME						
Actuarial gain (loss) on retirement plan	979,348	(2,764,286)	3,743,634	(135.43%)	0.07%	(0.20%)
TOTAL COMPREHENSIVE INCOME (LOSS)	**360,372,563**	**364,049,210**	**(3,676,647)**	**(1.01%)**	**25.48%**	**25.75%**
BASIC EARNINGS PER SHARE	0.144	0.147	(0)	(2.02%)	0.00%	0.00%

Results of Financial Operation for the year ended December 31, 2025 & December 31, 2024

Revenue
HTI generated consolidated revenues of ₱1.41 billion for the twelve-month period ended December 31, 2025, reflecting an increase of ₱891 million or 0.06% from ₱1.41 billion in the same period in 2025. The growth was primarily driven by a 5.61% increase in Other operating income from in-house financing activities.

Cost of Real Estate Sales
Cost of real estate sales decreased by 1.07%, resulting in a slight improvement in gross profit margin to 1.43% in 2025 compared to 2024.

Operating Expenses
Selling expenses increased by 8.23%, or ₱5.37 million, primarily due to higher marketing and commission costs recognized during the year.

General and administrative expenses slightly decreased by 4.71 %, or ₱8.53 million, due to the reduced discretionary spending during the period.

Finance Costs, net
Finance costs decreased by 22.34%, or ₱7.03 million, primarily due to lower interest expenses resulting from the settlement of certain loan obligations.

Income Tax Expense
Income tax expense increased by 719.31%, amounting to ₱26.77 million in 2025 compared to the previous year. The increase was primarily driven by higher taxable income arising from home improvement sales, which are not covered by BOI tax incentives. This was partially offset by tax-exempt sales from the Granary project, which remains under BOI incentive coverage during the period.

Net Income
HTI's consolidated net income declined by 2.02% or ₱7.42 million for the year 2025 due to an increase in income tax expense.

HAUS TALK, INC. AND ITS SUBSIDIARIES
(formerly Haus Talk Project Managers, Inc. and its Subsidiary)
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
As of the three-months period ended March 31, 2026 & 2025 (Unaudited)
(In Philippine Peso)

	March 31,		Horizontal Analysis 3 Mos. Jan to March		Vertical Analysis 3 Mos. Jan to March	
REVENUE	**2026**	**2025**	**Amount**	**%**	**2026**	**2025**
Real estate sales	107,783,016	233,772,400	(125,989,384)	(53.89%)	97.54%	98.73%
Other operating income	2,720,641	3,017,949	(297,308)	(9.85%)	2.46%	1.27%
Total Revenue	**110,503,657**	**236,790,349**	**(126,286,692)**	**(53.33%)**	**100.00%**	**100.00%**
COST OF REAL ESTATE SALES	**48,517,536**	**129,443,794**	**(80,926,258)**	**(62.52%)**	**43.91%**	**54.67%**
GROSS PROFIT	**61,986,121**	**107,346,555**	**(45,360,434)**	**(42.26%)**	**56.09%**	**45.33%**
OPERATING EXPENSES						
Selling expenses	1,565,516	13,751,697	(12,186,181)	(88.62%)	1.42%	5.81%
General and administrative expenses	34,855,092	39,612,223	(4,757,131)	(12.01%)	31.54%	16.73%
Total Operating Expenses	**36,420,608**	**53,363,920**	**(16,943,312)**	**(31.75%)**	**32.96%**	**22.54%**
NET OPERATING INCOME	**25,565,513**	**53,982,635**	**(28,417,122)**	**(52.64%)**	**23.14%**	**22.80%**
FINANCE COST, NET	**3,908,270**	**1,724,669**	**2,183,601**	**126.61%**	**3.54%**	**0.73%**
INCOME BEFORE TAX	**21,657,243**	**52,257,966**	**(30,600,723)**	**(58.56%)**	**19.60%**	**22.07%**
INCOME TAX EXPENSE	(4,018,816)	(105,101)	(3,913,715)	3723.77%	(3.64%)	(0.04%)
NET INCOME	**17,638,427**	**52,152,865**	**(34,514,438)**	**(66.18%)**	**15.96%**	**22.02%**
OTHER COMPREHENSIVE INCOME						
Actuarial gain (loss) on retirement plan		(2,764,286)	2,764,286	(100.00%)	0.00%	(1.17%)
TOTAL COMPREHENSIVE INCOME (LOSS)	**17,638,427**	**49,388,579**	**(31,750,152)**	**(64.29%)**	**15.96%**	**20.86%**
BASIC EARNINGS PER SHARE	0.007	0.021				

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Financial Operation for the 3 months period January 01, 2026 to March 31, 2026 (Unaudited) vis-à-vis January 01, 2025 to March 31, 2025 (Unaudited)

Revenue
HTI generated consolidated revenues of ₱110.50 million for the three-month period ended March 31, 2026, representing a decrease of ₱126.29 million or 53.33% from ₱236.79 million in the same period in 2025. The decline was primarily attributable to a 53.89% decrease in real estate sales, coupled with a 9.85% reduction in other operating income.

Cost of Real Estate Sales
Cost of real estate sales decreased by 62.52% or ₱80.93 million during the period, in line with the lower volume of recognized real estate sales.

Operating Expenses
Selling expenses decreased by 88.62%, or ₱12.19 million, during the period, primarily reflecting reduced marketing and promotional activities in line with the decline in real estate sales.

General and administrative expenses decreased by 12.01%, or ₱4.76 million, mainly due to lower salaries and reduced other operating expenses.

Finance Costs, net
Finance costs increased by 126.61%, or ₱2.18 million, during the period, primarily due to higher interest expense arising from in-house financing arrangements (Contracts to Sell or CTS).

Income Tax Expense
Income tax expense increased significantly by 3,723.77%, or ₱3.91 million, compared to the same period in the previous year, primarily due to the recognition of taxable declared sales during the period, as opposed to the same quarter last year which reported non-taxable sales following the availment of income tax holiday (ITH) incentives.

Net Income
HTI's consolidated net income declined by 66.18%, or ₱34.51 million, for the first quarter of 2026, primarily due to the significant decrease in real estate sales and overall revenues, partially offset by lower operating expenses during the period.

Barring any unforeseen circumstances, the Company's Board of Directors is confident that the future operating financial performance of the Company and its subsidiaries are expected to be satisfactory in the coming period.

i. Known trend, event or uncertainty that has or is reasonably likely to have a negative impact on the Company's short-term or long-term liquidity.

   There is no known trend, event or uncertainty that has or is reasonably likely to have a negative impact on the Company's short-term or long-term liquidity.

ii. Any known event that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation

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

The liquidity of the Company is generated from the Company's financial resources. The Company believes that it has reasonably sufficient resources to finance its working capital requirements for the next twelve (12) months and has ready access to sources of credit from both trade suppliers and financial institutions.

iii. 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.

There are no material off-balance sheet transactions, arrangements, obligations, and other relationships of the Company with unconsolidated entities or other persons created during the reporting period.

iv. Material commitments for capital expenditures, general purpose of such commitments, expected sources of funds for such expenditures

Lease Agreement
Since November 1, 2016, the Group has been using an approximately one hundred fifty-nine (159sqm) square meter office space located at Unit 701 Orient Square Building, along F. Ortigas Center, Pasig City, covered by CCT No. PT 54210 which is gratuitously granted for use by the owner, Miss Noemi D. Madlambayan, a major stockholder of the Company. As discussed in Note 2, the asset pertaining to such lease was classified as a short-term lease and its related rental payments are recognized in profit or loss on a straight-line basis.

Rent expense amounted to ₱1,020,534, ₱545,726, and ₱536,694, in 2024, 2023 and 2022, respectively (see Note 28).

Housing and Land Use Regulatory Board
The Company has registered with the Housing and Land Use Regulatory Board and was issued Certificate of Registration no. 24744 and License to sell on September 18, 2013, for the sale of lots/units/lots with units of their housing project namely Eastview Homes 3 Antipolo with 379 lots and units located at Brgy. San Roque, Antipolo City.

The Certificate of Registration and License to Sell were subsequently amended 029480 and 034564 as a result of the alterations made by the development plan which reduced the saleable lots and units to 377.

Department of Human Settlements and Urban Development
The Company has registered with the Department of Human Settlements and Urban Development and was issued Provisional Certificate of Registration No. 065 and Provisional License to Sell No. 101 on July 30, 2020, for the sale of lots/units/lots with units of their housing project namely Eastview Residences – Premiere with 42 lots and units located at Brgy. San Roque, Antipolo City, Rizal.

The Company has registered with the Department of Human Settlements and Urban Development and was issued Provisional Certificate of Registration No. 637 and Provisional License to Sell No. 815 on August 15, 2022, for the sale of lots/units/lots with units of their housing project namely Celestis 1 with 36 lots and units located at Brgy. San Luis, Antipolo City, Rizal.

The Company has registered with the Department of Human Settlements and Urban Development and was issued Provisional Certificate of Registration No. 638 and Provisional License to Sell No. 816 on August 15, 2022, for the sale of lots/units/lots with units of their housing project namely Celestis 2 with 58 lots and units located at Brgy. San Luis, Antipolo City, Rizal.

The Company has registered with the Department of Human Settlements and Urban Development and was issued Certificate of Registration No. 445 and License to Sell No. 1556 on July 21, 2023, for the sale of lots/units/lots with units of their housing project namely The Granary (Phase 1) with 260 lots and units located at Brgy. San Antonio, Biñan City, Laguna.

The Company has registered with the Department of Human Settlements and Urban Development and was issued License to Sell No. 1682 on November 24, 2023, for the sale of lots/units/lots with units of their housing project namely The Granary (Phase 2) with 454 lots and units located at Brgy. San Antonio, Biñan City, Laguna.

The Company has registered with the Department of Human Settlements and Urban Development and was issued License to Sell No. 571 on June 7, 2024, for the sale of lots/units/lots with units of their housing project namely The Granary (Phase 3)sss with 456 lots and units located at Brgy. San Antonio, Biñan City, Laguna.

THI has registered under Certificate of Registration no. 028698 and approved on August 30, 2017 with the Housing and Land Use Regulatory Board for the license to sell of the saleable lots/units/lots with units of their housing project namely Southview Homes – Sta. Rosa with 261 lots and units located at Brgy. Ibaba, Sta. Rosa City, Laguna.

THI has registered Certificate of Registration no. 028195 and approved on May 10, 2018 with the Housing and Land Use Regulatory Board for the license to sell of the saleable lots/units/lots with units of their housing project namely Southview Homes – Sta. Rosa with 278 lots and units located at Hopeful St., Area 4, Sitio Veterans, Brgy. Bagong Silangan, Quezon City.

THI has registered with the Department of Human Settlements and Urban Development, was granted Provisional Certificate of Registration No. 067 and Provisional License to Sell No. 103 on July 29, 2020 for the sale of lots/units/lots with units of their housing project name Southview Homes – Calendola with 398 lots and unit located at Brgy. Calendola, San Pedro City, Laguna. On September 9, 2022, amended Provisional Certificate of Registration No. 238 and Provisional License to Sell No. 342 was issued due to alteration of Plan and change of housing price ceiling.

Acquisition of Asset
On September 20, 2024 the Group entered into a Memorandum of Agreement with Liberty Flour Mills, Inc. (the "Seller") for the purchase of eight (8) contiguous lots constituting 372,201 square meters, in the Province of Rizal for a total contract price of ₱1 Billion. On the same period, the Group paid an amount of Ten Million Pesos (₱10,000,000.00) as and by way of earnest money.

v. Known Trends, Events or Uncertainties (Material Impact on Sales)

There are no known trends, events or uncertainties that would materially impact sales.

vi. Significant Elements of Income or Loss (from continuing operations)

There is no known significant elements of income or loss from continuing operations.

vii. Known Causes for Any Material Changes from Period to Period of FS which shall include vertical and horizontal analyses of any material item (5%)

Please see analyses and discussion on pages 37-57.

viii. Unexpected seasonal aspects that had a material impact effect on the financial condition or results of operations.

There are no unexpected seasonal aspects that had a material impact effect on the financial condition or results of operations.

Description of Business

The Company was organized under the laws of the Republic of the Philippines and registered with the Securities and Exchange Commission (SEC) per Registration no. CS200409462 on June 21, 2004 under the name of Haus Talk Project Managers, Inc., and subsequently amended on March 15, 2017 to its current name. Its primary purpose is to invest in real estate, more specifically to acquire land, engage in land and housing development and participate in the government's mass housing program.

On November 18, 2021 and December 23, 2021, the Securities and Exchange Commission (SEC) and Philippine Stock Exchange, Inc. (PSE), respectively, approved the application of the Company for the listing of up to 2,500,000,000 common shares of the Company, which includes the 500,000,000 common shares subject of the Company's Initial Public Offering (IPO), under the Small, Medium and Emerging Board (SME Board) of the PSE.

On January 17, 2022, the Company completed its IPO and was listed in the PSE under the stock symbol "HTI". As a public company, it is covered by the Revised Securities Regulation Code (SRC) Rule 68.1.

The Company was approved by the Board of Investments (BOI) as a New Developer of Economic Housing Project for its Granary - Phase 1, located at Brgy. San Antonio, Biñan City, Laguna. The Income Tax Holiday (ITH) certification bearing the number of 2023-152 valid from August 8, 2023, and four (4) years thereafter provides exemption from income tax on revenue generated and twelve (12) years duty exemption from the said project.

The Company was approved by the BOI as a New Developer of Economic Housing Project for its Granary Phase 2, located at Brgy. San Antonio, Biñan City, Laguna. The Income Tax Holiday (ITH) certification bearing the number of 2024-069 valid from March 22, 2024, and three (3) years thereafter provides exemption from income tax on revenue generated and twelve (12) years duty exemption from the said project.

The Company's current registered address is at Unit 701 Orient Square Building, F. Ortigas Avenue, Ortigas Center, Pasig City.

The Company's Eastview Homes 3 Project was registered with the Board of Investments (BOI) under Certificate of Registration 2014-056. The enterprise Income Tax Holiday from June 2014 until May 2018. The project consisted of three hundred seventy-nine (379) housing units.

The Company and its subsidiary are collectively known herein as the "Group".

Tradition Homes, Inc. (referred to as the "Subsidiary or THI"), formerly known as Tradition Homes Project Managers, Inc. before it was amended on December 11, 2017 to its current name, was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) per SEC Registration No.CS200700454 on January 16, 2007. The Subsidiary's primary purpose is to invest in real estate, more specifically to acquire land, engage in land and housing development and participate in the government's mass housing program.

The Subsidiary's current registered address is at Unit 701 Orient Square Building, F. Ortigas Avenue, Ortigas Center, Pasig City.

On January 18, 2018, the Company acquired 100% ownership and control of Tradition Homes, Inc. for an acquisition cost of ₱30,000,000.

THI was approved by the Board of Investments (BOI) as a New Developer of Economic and Low-Cost Housing Project for its Southview Homes – Sta. Rosa, located at Sta. Rosa, Laguna. The Income Tax

Holiday (ITH) certification bearing the number of 2019-041 valid from March 6, 2019, and four (4) years thereafter provides exemption from income taxes on revenue generated from the said project.

THI's WINN residences project, a residential condominium project located at Sitio Veterans, Barangay Bagong Silangan, Quezon City, was approved as a Socialized Housing Project by the Housing and Land Regulatory Board (HLURB) and thereby granting the Company exemption from Income Tax, Capital Gains Tax and Value-Added Tax. The certification issued by the HLURB bears the reference number 15-06-038.

Lifestyle Development Corporation (referred to as the "Subsidiary or "LDC") was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) per SEC Registration No. A199918322 on February 23, 2019. The Subsidiary's primary purpose is to invest in real estate, more specifically to acquire land, engage in land and housing development and participate in the government's mass housing program.

The Subsidiary's current registered address is at 1802 Jollibee Plaza Emerald Avenue, Ortigas Center, Pasig City.

On May 26, 2021, the Company acquired 100% ownership and control of Lifestyle Development Corporation for an acquisition cost of ₱105,737,000.

Securities of Registrant

Market Information

The shares of the Company are listed and traded at the Philippine Stock Exchange beginning January 17, 2022.

The high and low prices of the Company's shares for each quarter during the past 2 years are as follows:

Stock	Month/Quarter	High	Low
HTI	1Q 2024	1.18	0.92
HTI	2Q 2024	1.14	0.97
HTI	3Q 2024	1.13	1.02
HTI	4Q 2024	1.10	0.99
HTI	1Q 2025	1.19	1.01
HTI	2Q 2025	1.18	1.04
HTI	3Q 2025	1.26	0.93
HTI	4Q 2025	1.10	0.95
HTI	1Q 2026	1.28	0.99
HTI	2Q 2026	1.49	1.09

The closing price of the shares is P1.33/share on July 6, 2026.

Shareholders

The Company has 2,500,000,000 common shares issued and outstanding. As of June 30, 2026, the Company has 11 stockholders which include the PCD Nominee Corporation (Non-Filipino and Filipino) which holds shares of various retail customer traders through stock brokerage houses. A total of 58,839,870 common shares or 2.35% of the issued and outstanding shares are owned by foreigners and are recorded under PCD Nominee Corporation (Non-Filipino).

The top 20 stockholders are as follows:

Rank	Name	Class of Securities	No. of Shares	Percentage
1	PCD NOMINEE CORPORATION (Filipino)	Common	1,095,708,225	43.83%
2	MARIA AGNES M. SIAPNO	Common	168,181,364	6.73%
3	NOEMI D. MADLAMBAYAN	Common	168,181,363	6.73%
4	RUFINO ALBERT D. MADLAMBAYAN	Common	168,181,363	6.73%
5	JOSELITO D. MADLAMBAYAN	Common	168,181,363	6.73%
6	LUIS PIO D. MADLAMBAYAN	Common	168,181,363	6.73%
7	MA. LEAH D. MADLAMBAYAN	Common	168,181,363	6.73%
8	EDWARD D. MADLAMBAYAN	Common	168,181,363	6.73%
9	GLORIA JUDITH D. MADLAMBAYAN	Common	168,181,363	6.73%
10	PCD NOMINEE CORPORATION (Non-Filipino)	Common	58,839,870	2.35%
11	JENNIFER T. RAMOS	Common	1,000	0.00%
TOTAL SHARES (TOP 20)			**2,500,000,000**	**100.00%**
Others		Common	**0**	**0.00%**
TOTAL ISSUED AND OUTSTANDING SHARES			**2,500,000,000**	**100.00%**

PHILIPPINE CENTRAL DEPOSITORY, INC. (PCD)

Regulated by the Securities and Exchange Commission (SEC), PCD is owned by major capital market players in the Philippines.

The PCD Nominee Corporation is a wholly-owned subsidiary of the Philippine Depository and Trust Corporation, Inc. (PDTC) and is the registered owner of the shares in the books of the Registrant's stock transfer agent. The beneficial owner of such shares entitled to vote the same are PDTC's participants, who hold the shares either in their own behalf or on behalf of their clients.

All PSE-member brokers are Participants of PCD. Other Participants include custodian banks, institutional investors and other corporations or institutions that are active players in the Philippine equities market.

Market Information for Securities Other Than Common Equity

None

Corporate Governance

The Company is committed to high standards of corporate governance in discharging its obligations to act in the interests of the public and to enhance shareholders' value. Its guiding principles and provisions are set out in the Company's Manual on Corporate Governance.

The Board

There is an effective and appropriately constituted Board who received relevant information required to properly accomplish their duties. The Board is comprised of executive directors and non-executive directors that reflect a blend of different ages, financial and commercial experiences.

The non-executive officers are independent of management and free from any business which could materially interfere with the exercise of their independent judgment.

The term of office of all directors, including independent directors and officers shall be one (1) year and until the successors are duly elected and qualified.

Board Process

Members of the Board meet when necessary throughout the year to adopt and review its key strategic and operational matters; approve and review major investments and funding decision; adopt and monitor appropriate internal control; and ensure that the principal risks of the Company are identified and properly managed.

The Board works on an agreed agenda as it reviews the key activities of the business.

Committees

The Board has established a number of committees with specific mandates to deal with certain aspects of its business. All of the Committees have defined terms of reference.

Audit Committee

The Audit Committee functions under the terms of reference approved by the Board. It meets as may be necessary and its roles include the review of the financial and internal reporting process, the system of internal control and management of risks and the external and internal audit process. The Audit Committee reviews the scope and results of the audit with external auditors and obtains external legal or other independent professional advice where necessary.

Other functions of the Audit Committee include the recommendation of the appointment or re-appointment of external auditors and the review of audit fees.

Board Risk Oversight Committee

The Board also established a separate Board Risk Oversight Committee that is responsible for the oversight of the Company's Enterprise Risk Management System to ensure its functionality and effectiveness.

Corporate Governance Committee

A Corporate Governance Committee was likewise established by the Board. The Committee is tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to the Nomination and Remuneration Committee. It should be composed of at least three (3) directors, majority of whom should be independent directors, including the Chairperson. The Corporate Governance Committee is tasked with ensuring compliance with and proper observance of corporate governance principles and practices.

Compliance Officer

The CO is responsible for ensuring that the Company's corporate principles are consistently adhered to throughout the organization. The CO acts independently and his role is to supply the top management with the necessary information on whether the organization's decisions comply with professional rules and regulations, internal directives, regulatory authorities, and the statutory law.

Ms. Noemi V. Aniban is the Compliance Officer of the Company.

Relation with Shareholders

The Directors place a high importance on maintaining good relationships with the shareholders and ensure that they are kept informed of significant company developments. The Company encourages shareholders to attend its annual stockholders' meetings that provide opportunities for stockholders to ask questions to the Board/Management.

Plan to Improve the Corporate Governance of the Company

As a publicly-listed company, continuous initiatives for training of Directors, Officers and Employees are being sought and undertaken to further develop and improve the Company's corporate governance.

-END-

PROXY

HAUS TALK, INC.
Annual Meeting of the Stockholders
July 29, 2026

THE COMPANY IS NOT SOLICITING YOUR PROXY. However, if you would not be able to attend the annual meeting but would like to be represented thereat, please accomplish this form, email to *haustalkinc.hti@gmail.com* and **submit the original thereof to the Company not later than 12 noon of July 24, 2026** (c/o The Corporate Secretary, Unit 701 Orient Square Bldg., F. Ortigas Jr. Rd., Ortigas Center, Pasig City 1605, Tel. #: [02] 8636-6929)

I, the undersigned stockholder of **HAUS TALK, INC.**, do hereby appoint, name and constitute:

____

or, in his/her absence, the Chairman of the Company or, in his/her absence, the Acting Chairman of the Annual Meeting of the Stockholders as my attorney and proxy, to represent me at the Annual Meeting of the Stockholders of the Company scheduled on **July 29, 2026** at **2:30 p.m. via remote communication/online (Zoom)**, and any postponements or adjournment(s) thereof, and to vote for me as indicated below, or, if no such indication is given, as my proxy thinks fit, as fully and to all intents and purposes as I might or could if present, hereby ratifying and confirming any and all action taken on matters which may properly come before such meeting or adjournment(s) thereof.

	RESOLUTION	**FOR**	**AGAINST**	**ABSTAIN**
1	Approval of the Minutes of the Annual Stockholders' Meeting held on July 30, 2025.			
2	Approval/ratification of the Audited Financial Statements for the calendar year ended December 31, 2025, as contained in the Annual Report			
3	Ratification of all previous acts and proceedings of the Board of Directors, Officers and Management			
4	Election of members of the Board of Directors (Note: If you desire to vote by cumulative voting, please also indicate opposite the name of the nominee director/s that you are voting FOR, the number of votes that you want to give such nominee director/s, provided that the total number of votes cast shall not exceed the number of shares owned multiplied by the number of directors to be elected).			
	Terence Restituto D. Madlambayan			
	Maria Rachel D. Madlambayan			
	Luis Pio D. Madlambayan			
	Ma. Leah D. Madlambayan			
	Joselito D. Madlambayan			
	Angelico T. Salud (independent director)			
	Jose Ferdinand M. Rojas II (independent director)			

5	Appointment of Valdes Abad & Co. as external auditor for calendar year 2026			

IN CASE A PROXY FORM IS SIGNED AND RETURNED IN BLANK. If no instructions are indicated on a returned and duly signed proxy, the shares represented by the proxy will be voted:

- FOR the approval of the Minutes of the Annual Stockholders' Meeting held on July 30, 2025;
- FOR the approval/ratification of the Audited Financial Statements for the calendar year ended December 31, 2025, as contained in the Annual Report;
- FOR the ratification of all previous acts and proceedings of the Board of Directors, Officers and Management;
- FOR the election of the following directors:
    - Terence Restituto D. Madlambayan
    - Maria Rachel D. Madlambayan
    - Luis Pio D. Madlambayan
    - Ma. Leah D. Madlambayan
    - Joselito D. Madlambayan
    - Angelico T. Salud (independent director)
    - Jose Ferdinand M. Rojas II (independent director)

- FOR the approval of the appointment of Valdes Abad & Co. as external auditor for calendar year 2026; and
- TO authorize the Proxy to vote according to the Proxy's discretion on any matter that may be discussed under "Other Matters".

REVOCABILITY OF PROXY. A stockholder returning a Proxy may revoke it any time prior to the voting at the Annual Stockholders' Meeting. A Proxy returned by a stockholder before the Annual Meeting, and which is not subsequently revoked, will be voted in accordance with the marked instructions indicated thereon.

A Proxy which revokes another Proxy shall not be allowed to vote unless it has passed the proxy validation process.

A Proxy Form that is returned without a signature shall not be valid.

Signed this____________________________at____________________________________.

______________________________ ______________________________

Printed Name of Stockholder Signature of Stockholder or Authorized Signatory

[N.B. Corporate stockholders must attach board resolution designating the authorized signatory. Representatives and stockholders must likewise submit copy of their valid government-issued identification cards.]