NOTICE OF THE ANNUAL STOCKHOLDERS' MEETING OF EVERWOODS GREEN RESOURCES AND HOLDINGS, INC.
September 15, 2026, 03:00 P.M.

Notice is hereby given that the Annual Meeting of the Stockholders of Everwoods Green Resources and Holdings, Inc. (formerly Ever- Gotesco Resources and Holdings, Inc.), ("EGRN" or the "Company") will be held on September 15, 2026 at 3:00 p.m. at City Garden GRAND Hotel (8008 Makati Ave & Kalayaan Ave., Makati, NCR, 1200, Philippines). The documents for the meeting can be accessed at the link provided in the Company's website at http://www.everwoods.com.ph.

The agenda of the meeting is as follows:

1. Call to Order
2. Proof of Notice and due calling of meeting
3. Determination of the existence of a quorum
4. Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on November 18, 2025
5. Approval of the Audited Financial Statements of the Company as of 31 December 2025
6. Approval and ratification of all the acts of the Board of Directors, standing committees, and management since the last annual meeting
7. Election of the members of the Board of Directors
8. Appointment of External Auditors
9. Other Matters
10. Adjournment

The minutes of the previous Annual Stockholders' Meeting which was held on November 18, 2025 will be available for examination during office hours in the Office of the Corporate Secretary at 8th Floor, Chatham House Condominium, Valero St. corner Rufino St., Salcedo Village, Makati City and is accessible in the company's website: http://www.everwoods.com.ph.

The stockholders of record as of July 15, 2026 who are qualified to attend the meeting may participate and vote through proxy, remote communication or in absentia using the above-stated link.

The requirements and procedure on how to participate in this meeting and for voting in absentia are stated in the Information Statement. These are likewise published and made accessible in the same link above.

Stockholders who opt to vote by proxy must submit and address their proxy form to the attention of the Corporate Secretary at 8th Floor, Chatham House Bldg. Valero corner Rufino Sts., Salcedo Village, Makati City or via e-mail at admin@everwoods.com.ph not later than 5:00 p.m. on or before September 13, 2026. A sample proxy form may be found in the Company website at http://www.everwoods.com.ph.

Any questions for the Board must also be emailed at the address mentioned above on or before the 5:00 p.m. on September 13, 2026.

EVERWOODS GREEN RESOURCES AND HOLDINGS, INC.

by:

CHRISTINE P. BASE
CORPORATE SECRETARY

SECURITIES AND EXCHANGE COMMISSION
SEC FORM 20-IS

Information Statement of
EVERWOODS GREEN RESOURCES AND HOLDINGS, INC.
Pursuant to Section 20 of the Securities Regulation Code

1. Check the appropriate box:

[ ] Preliminary Information Statement
[x] Definitive Information Statement

2. Name of Registrant as specified in its charter:
EVERWOODS GREEN RESOURCES AND HOLDINGS, INC.

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

4. SEC Identification Number: **AS094-8752**

5. BIR Tax Identification Code: **004-817-595**

6. Address of principal office & postal code:
3/F, Manila Real Residences,
Natividad Lopez St. Ermita, Manila 1000

7. Registrant's telephone number, including area code: **(02) 8243-2921**

Date, time and place of the meeting of security holders: Date: **September 15, 2026**
Place: **City Garden GRAND Hotel (8008 Makati Ave & Kalayaan Ave., Makati, NCR, 1200, Philippines)**
Time: **03:00 p.m.**

8. Approximate date of which the Information Statement is to be sent or given to security holders: **on or before August 18, 2026**

9. Securities registered pursuant to Sections 4 and 8 of the RSA:

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Stock P0.10 par value	25,000,000,000

11. Are any or all of registrant's securities listed on a Stock Exchange?

Yes [X] No [ ]

If so, disclose name of the Exchange: **Philippine Stock Exchange – Common Shares EVERWOODS GREEN RESOURCES AND HOLDINGS, INC.**

INFORMATION STATEMENT

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

ITEM 1. DATE, TIME AND PLACE OF MEETING OF SECURITY HOLDERS

(a) **2026 Annual Stockholders' Meeting**

Date of Meeting :	The date of its regular annual stockholder's meeting ("ASM") has been rescheduled from the last Friday of August, as stated in the Company By-Laws, to **September 15, 2026** as there is insufficient time to complete the requirements prescribed by the Securities and Exchange Commission ("SEC") and notice regulations.
Time of Meeting:	03:00 p.m
Place of Meeting:	City Garden GRAND Hotel (8008 Makati Ave & Kalayaan Ave., Makati, NCR, 1200, Philippines)
Principal Office:	3rd Floor, Manila Real Residences, 1129 J. Natividad Lopez St. Ermita, Manila, Philippines

(b) Approximate Date on which Copies of the Information Statement are to be first sent or given to security holders shall be on or before **August 18, 2026.**

The distribution of the Notice of Meeting and Information Statement will be made through publication in accordance with the procedures provided under SEC Notice dated March 11, 2026 on the ALTERNATIVE MODE FOR DISTRIBUTING AND PROVIDING COPIES OF THE NOTICE OF MEETING, INFORMATION STATEMENT, AND OTHER DOCUMENTS IN CONNECTION WITH THE HOLDING OF ANNUAL STOCKHOLDERS' MEETING ("ASM") AND SPECIAL STOCKHOLDERS' MEETING ("SSM", COLLECTIVELY "MEETING").

The Company's Information Statement shall be made available on its website at http://www.everwoods.com.ph.

ITEM 2. DISSENTERS' RIGHT OF APPRAISAL

The Revised Corporation Code of the Philippines grants a shareholder a right of appraisal and to demand payment of fair value of his shares in the following instances:

(a) 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) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Revised Penal Code;

(c) In case of merger or consolidation; and

(d) In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

Below is the procedure of the exercise of appraisal rights by the stockholders:

(a) The dissenting stockholder who votes against a proposed corporate action may exercise the right of appraisal;

(b) A written demand must be made to the corporation for the payment of the fair value of shares within thirty (30) days from the date on which the vote was taken;

(c) If the proposed action is implemented, the stockholder shall surrender the certificate or certificates of stock representing his/her shares and the corporation shall pay the stockholder the fair value thereof as of the day before the vote was taken excluding any appreciation or depreciation in anticipation of such corporate action;

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

The Regional Trial Courts ("RTC") will, in the event of a dispute, determine any question about whether a dissenting shareholder is entitled to this right of appraisal. From the time the shareholder makes a demand for payment until the corporation purchases such shares, all rights accruing on the shares, including voting and dividend rights, shall be suspended, except the right of the shareholder to receive the fair value of such shares. No payment shall be made to any dissenting stockholder unless the corporation has unrestricted retained earnings sufficient to support the purchase of the shares of the dissenting shareholders.

Any stockholder of the Company) who has voted against the proposed corporate action may exercise his appraisal right against any proposed corporate action which qualifies as an instance under Section 80 of the Corporation Code and which gives rise to the exercise of such appraisal right pursuant to and in the manner provided in Section 81 of the Corporation Code.

There are no items in the agenda that shall give rise to a possible exercise of the stockholders' appraisal rights.

ITEM 3. INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON.

(a) No director or officer of the Company since the beginning of the last fiscal year, or any nominee for election as director, nor any of their associates, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon in the meeting, other than election to office.

As of August 8, 2026, no director has informed the registrant, whether verbally or written, that he intends to oppose any of the action/s to be taken up at the meeting.

ITEM 4. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

(a) Voting securities entitled to vote at the Annual Meeting:

As of August 6, 2026, there are 25,000,000,000 shares of the Company's common stock outstanding and entitled to vote at the ASM. One share is equivalent to one vote except in the election of directors where one share is entitled to as many votes as there are directors to be elected.

(b) Record Date

As per Company By-Laws, "In lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date shall in no case be more than twenty (20) days prior to the date, on which the particular action requiring such determination of stockholders is to be taken, except in instance where applicable rules and regulations provided otherwise."

In view thereof, and in accordance with the rules set forth by the Philippine Stock Exchange, the Record Date has been set on July 15, 2026. Hence, all stockholders of the Company's stock of record at the close of business on July 15, 2026 (the "Record Date") who are acting in person or by proxy on the day of the meeting are entitled to vote at the Annual Meeting to be held on September 15, 2026.

(c) Election of directors and voting rights (Cumulative Voting)

Each stockholder is entitled to vote the number of shares of stock outstanding in his own name as of Record Date for as many persons as there are directors to be elected or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; 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 multiplied by the whole number of directors to be elected. However, no delinquent stock shall be voted. Cumulative voting is allowed for election of members of the Board.

(d) Security Ownership of Certain Record and Beneficial Owners and Management.

The table below shows persons or groups known to the Company as of August 6, 2026 to be directly or indirectly the record or beneficial owner of more than five percent (5%) of the Company's voting securities:

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 Held	% of Ownership
Common	Consolidated Ventures, Inc ("CVI") Matapang St., Quiapo Manila	. Consolidated Ventures, Inc.	Filipino	7,960,000,000	31.84%
Common	PCD Nominee Corp. G/F, Makati Stock Exchange Bldg. 6767 Ayala Ave., Makati City	PCD Nominee Corp.	Filipino	6,894,667,300	27.58 %
Common	Gotesco Properties, Inc. ("GPI") 1129 Natividad Lopez St. Ermita Manila	Gotesco Properties, Inc.	Filipino	5,346,175,000	21.38%

As of August 6, 2026, EGRN knows of no individual and/or natural person who beneficially owns in excess of 5% of EGRN's common stock except as set forth in the table above.

GPI is not a related party of EGRN as of date. CVI is not in any way, whether directly or indirectly, an affiliate, subsidiary, or controlled entity of EGRN.

There is no individual record or beneficial owner of more than 5% of the shares of stocks under PCD Nominee Corp. as of August 6, 2026.

(e) Equity Ownership of Foreigners

Title of Class	Name, Address of Record Owner	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares Held	% of Ownership
Common	PCD Nominee Corp. 37F Enterprise Tower 1 Ayala Avenue Makati City	PCD Nominee Corp.	Foreign	135,424,250	00.54%
Common	Ming Zheng Yuan Rm. 1201 Richtown Tower 1417 Mayhaligue St. Sta.Cruz, Manila	Ming Zheng Yuan	Chinese	40,000,000	0.16%
Common	Ling Wang Bi Suite 1505, State Center Bldg., #333 Juan Luna	Ling Wang Bi	Chinese	35,000,000	0.14%
Common	Qui Yi Man 1234 Quericada St. Sta. Cruz Manila 1003	Qui Yi Man	Chinese	26,500,000	0.11%
Common	Others		Various	24,525,000	0.00%

(f) Security Ownership of Management as of August 6, 2026.

The table below shows the securities beneficially owned by all directors, nominees and executive officers of the Company as of August 6, 2026:

Title of Class	Name of Beneficial/Record Owner	Amount/Nature of Beneficial Ownership	Citizenship	% of Ownership
common	Joel T. Go Chairman	1,193,362,990 Direct	Filipino	4.77%
common	Lourdes G. Ortiga Director	405 Direct	Filipino	0.00%
common	Edgardo C. Manda Director	5,000 Direct	Filipino	0.00%
common	Christian Grant Yu Tomas Director	5 Direct	Filipino	0.00%
common	Caesar R. Certeza Director	5,000 Direct	Filipino	0.00%
common	Marietta Fondevilla Independent Director	5,000 Direct	Filipino	0.00%
common	Rus Kristoffer Parcia Independent Director	50,000 Direct	Filipino	0.00%
common	Christine P. Base Corporate Secretary	None	Filipino	0.00%
	All executive officers and directors as a group – **All Filipino Citizens**	**1,193,428,400** =========		**4.77%** =======

Note: No indirect beneficial ownership owned by directors, nominees and officer as of June 30, 2026

Directors and Officers as a group hold a total of 1,193,428,400 shares, equivalent to approximately 4.77% of the Company's issued and outstanding capital stock.

(g) Voting Trust Holders of 5% or more

No person holds 5% or more of the issued and outstanding shares of stock of the Company under a voting trust or similar agreement

(h) Changes in Control

The Company is not aware of any change in control or arrangement that may result in a change in control of the Company since the beginning of its last fiscal year.

ITEM 5. DIRECTORS AND EXECUTIVE OFFICERS

(a) The Board of Directors

The Board of Directors (“BOD” or “Board”) is responsible for the overall management and direction of the Company. The Board meets regularly every quarter or as often as required, to review and monitor the Company’s financial position and operations. Each Board member serves for a term of one year or until his successor is duly elected and qualified.

The following are the members of the Board:

Officer	Name	Age	Nationality
Chairman	Joel T. Go	53	Filipino
Director	Lourdes G. Ortiga	68	Filipino
Director	Edgardo C. Manda	77	Filipino
Director	Caesar R. Certeza	55	Filipino
Director	Christian Grant Yu Tomas	48	Filipino
Independent Director	Marietta Fondevilla	70	Filipino
Independent Director	Rus Kristoffer Parcia	44	Filipino

In each of the meetings of the board and in regular or special stockholder’s meetings, the attendance of the members of the Board are shown as follows:

Board Meeting						
Director	**Nov. 18, 2025**	**Jan. 22, 2026**	**Apr. 13, 2026**	**May 13, 2026**	**May 28, 2026**	**June 29, 2026**
Joel T. Go	Present	Present	Present	Present	Present	Present
Lourdes G. Ortiga	Present	Present	Present	Present	Present	Present
Edgardo C. Manda	Present	Present	Present	Present	Present	Present
Caesar R. Certeza	Present	Present	Present	Present	Present	Present
Christian Grant Yu Tomas	Present	Present	Present	Present	Present	Present
Marietta Fondevilla	Present	Present	Present	Present	Present	Present
Rus Kristoffer Parcia	Present	Present	Present	Present	Present	Present

The Board committees did not hold any regular or special meetings as all matters of concern were addressed and discussed during the board meetings.

The following are brief descriptions of the respective background of the Company Directors and nominees who have been nominated for election, their respective ages, and involvement in other businesses for the past five (5) years.

JOEL T. GO, is a graduate in Bachelor of Science in Electronics & Communications Engineering from De La Salle University. At present he is the Chairman and President of Everwoods

Green Resources and Holdings, Inc., Ever Plus Superstore, Inc. and Ever Commonwealth Center, Inc. He is also President and Director of United Doctors Service Corp., Majestic Plus Holdings Intl. Inc., Agriwave Inc., Everwoods Management Development Inc. (EMDI), Metropolitan Charitable Medical Foundation, Inc., Pricewave Inc., Evercrest Bohol Resources and Development Corp., Nasugbu Heights Properties Management Services Inc., and Forestcrest Farmview Inc. Mr. Joel T. Go was elected Director of the Company on December 18, 2008 and as President from 2014-2021. On December 16, 2021, Mr. Joel Go was elected as Chairman of the Company.

LOURDES G. ORTIGA, is a Fine Arts Major in Interior Design graduate from the University of Santo Tomas. Ms. Ortiga is presently Director and Treasurer of of Ever-Gotesco Resources and Holdings, Inc. and the Corporate Secretary of Ever Commonwealth Center, Inc., Gotesco Properties, Inc., Ever Shoppers, Inc., Gusset Realty & Development, Corp. and Revere Realty and Development Corp., Agriwave Inc., Everwoods Management Development Inc., Metropolitan Charitable Medical Foundation, Inc., Pricewave Inc., and Forestcrest Farmview Inc. Ms. Ortiga is also a Director of Ever Emporium, Inc., and Ever Plus Superstore, Inc. Ms. Ortiga has been Director of the Company from 1998 up to the present.

EDGARDO C. MANDA. He is a graduate of Business Administration and was recognized as one of the Most Outstanding Alumni of University of the East, Manila. He is also an alumnus of International Network for Bamboo and Rattan in Beijing, China and has attended various bamboo forums in China, Indonesia, Vietnam and India. He is an advocate of bamboo and its role in rehabilitating watersheds and mined out areas. He is the President of Philippine Bamboo Foundation, Inc from 2010 to present, a member of the Philippine Bamboo Industry Development Council and an Exemplar Awardee for Environment in 2014 and 2015. He served the government as an Assistant Secretary and Deputy Chief of Staff in 1998 to 2001, a General Manager in Manila International Airport Authority in 2001- 2004, a General Manager in Laguna Lake Development Authority in 2005- 2010 and an Undersecretary in 2004- 2005. His private sector affiliations were: Assistant Vice President for Welding Industries of the Philippines, Manager in Security Bank & Trust Company, and Manager in First Philippine Holdings Corporation. Mr. Manda is a director of the Company since September 2, 2022.

CAESAR R. CERTEZA, Filipino, graduated from Ateneo De Manila University School of Law with a degree of Juris Doctor in 1995. He also graduated as Magna Cum Laude in Bachelor of Arts – Major in Economics in University of Santo Tomas in 1991. He passed the Philippine Bar Examination in 1995. He is currently the Corporate Legal Counsel in Metropolitan Medical Center. He became a lawyer of CRCerteza Law Office in 2007-2011. A Partner in Halili Certeza Matibag Law Office 2000-2007. Legal Officer I of NGL Pacific, Ltd., 1998-2000. Associate Lawyer of Sebastian Liganor Galinato and Tierra Law Offices 1995-1998. He was a Legal Apprentice in Bautista Picazo Buyco Tan and Fider Law during the summer of 1993 and 1994. Atty. Certeza is also an Instructor I in University of Santo Tomas – Faculty of Arts and Letters in the school year 1991 to 1998 and a Member of The Fraternal Order of Utopia and Integrated Bar of The Philippines. Atty. Caesar is also an Independent Director of Western Guaranty Corporation. Atty. Certeza was elected as director of the Company during the December 16, 2021 annual stockholders meeting.

CHRISTIAN GRANT YU TOMAS, Filipino, is currently the Chief Legal Officer of Lancaster Technology and Development Corporation. Previously, he has worked at Tyche Consulting Ltd. Phils Regional Operating Headquarters; Alphaland Corporation; the Commission on Elections; and the Zamora & Poblador Law Offices. He graduated from Ateneo De Manila University School of Law with a Degree of Juris Doctor in 2004. He passed the Bar Examination in 2005. He graduated from De La Salle University with a Bachelor of Science Degree in Applied Economics in 1999. Atty. Tomas has been an independent director of EGRN from 2014 to 2025.

MARIETTA M. FONDEVILLA, Filipino, graduated from University of the Philippines-Diliman with a degree of Bachelor of Science in Statistics in 1976. She was the Executive Vice President of the Development Bank of the Philippines (DBP) from February 2018 until her retirement in July 2021. Prior to that, she held various senior positions in DBP since 2011. From 2008-2010, she was a Consultant in Roxas and Company. She was President of EnviroVentures (Phil.) Inc. from 2000 to 2008 and the Senior Vice President for Finance and Administration of Armstrong Holdings Inc. from 1998- 2000.

Mrs. Fondevilla was endorsed by the Company's Financial Advisor Lorna Pangilinan based on their prior professional relationship as colleagues at a bank in the Philippines. She has served as an Independent Director of EGRN since August 29, 2023, and has been nominated for re-election as an Independent Director at the upcoming Annual Stockholders' Meeting.

RUS KRISTOFFER B. PARCIA, Filipino, and is an Associate Lawyer of Regio and Buenaflor Law Offices. He graduated from Far Eastern University Institute of Law with a degree on Bachelor of Science in Psychology in 2003 and earned his degree in Bachelor of Laws in Philippine Law School in 2011. He previously worked as a Legal Assistant for the City Government of Tabaco; Court Decongestion Officer of the Regional Trial Court Branch 16; Legislative Committee Researcher for the Department of Health-Central Office; Legal Researcher III/ Administrative Officer V for the Department of Public Works and Highways and Attorney III for the Department of Public Works and Highways. He passed the Bar Examination in 2022. Currently, he is a Junior Partner in Regio and Buenalflor Law Offices and an Independent director of ABG Corporation. He also holds the position of Vice President for Asian White Skin Manufacturing Corporation and Vice President for 1st Brand Corporation. Atty. Parcia is an independent director of the Company since November 28, 2024.

Mr. Parcia was endorsed by Chairman Mr. Joel T. Go for his initial election in 2024, and has been nominated for re-election as an Independent Director at the upcoming Annual Stockholders' Meeting.

Senior Management

CHRISTINE P. BASE, Filipino, is currently a Partner in Base and Nazal, Attorneys. She is also a Securities, Corporate and Tax Lawyer and the Managing Director of Legisforum, Inc. She is a Director and the Corporate Secretary of various companies like Anchor Land Holdings Inc., Araneta Properties Inc., SBS Philippines Corporation, Asiabest Group International, Inc. and Asiasec Equities Inc. She was a Senior Associate Lawyer of Pacis and Reyes Law and an Auditor and a Tax Lawyer at Sycip, Gorres, Velayo & Co. She graduated at Ateneo de Manila University School of Law with a degree of Juris Doctor and passed the Bar Examination in 1997. Ms. Base is also a Certified Public Accountant, graduated from De La Salle University with a Bachelor of Science Degree in Commerce Major in Accounting.

Nominations for Director including Independent Directors for 2026-2027

The directors of the Company elected at the ASM are to hold office for one year and until their respective successors have been elected and qualified.

The following are the nominees to the Board of Directors:

1. JOEL T. GO
2. LOURDES G. ORTIGA
3. EDGARDO C. MANDA
4. CAESAR R. CERTEZA
5. CHRISTIAN GRANT YU TOMAS
6. MARIETTA FONDEVILLA, Independent Director
7. RUS KRISTOFFER B. PARCIA, Independent Director

The Board has no reason to believe that any of the aforecited nominees will be unwilling or unable to serve if elected as a director.

The members of the Nomination Committee are as follows:

Chairman	-	CHRISTIAN GRANT YU TOMAS
Member	-	CEASAR R. CERTEZA
Member	-	JOEL T. GO
Member	-	MARIETTA FONDEVILLA

For this ASM, the Committee has screened and evaluated the candidates for nomination as Independent Directors, using the guidelines, pertinent provisions of the Corporation’s Revised Manual on Corporate Governance and its By-Laws and relevant rules under the Securities Regulation Code (“SRC”) and SRC Rules.

The Company has adopted the SRC Rule 38 Requirements on Nomination and Election of Independent Directors and compliance therewith has been made.

Guidelines on the Nomination and Election of Independent Directors

Independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in any covered company and includes, among others, any person who:

a. Is not a director or officer of the Company or of its related companies or any of its substantial shareholders except when the same shall be an independent director of any of the foregoing;
b. Does not own more than two percent (2%) of the shares of the Company and/or its related companies or any its substantial shareholders;
c. Is not related to any director, officer or substantial shareholder of the Company, any of its related companies or any of its substantial shareholders. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;
d. Is not acting as a nominee or representative of any director or substantial shareholder of the Company, and/or any of its related companies and/or any of its substantial shareholders, pursuant to a Deed Trust or under any contract or arrangement;

(B) FAMILY RELATIONSHIPS

Two (2) of the Directors are related, namely, Mr. Joel Go and Lourdes G. Ortiga. Mr. Joel Go is the nephew of Lourdes Ortiga. All other directors and officers have no family relationships in any civil degree either by consanguinity or affinity.

(C) APPRAISALS AND PERFORMANCE REPORT FOR THE BOARD AND THE CRITERIA AND PROCEDURE FOR SELF-ASSESSMENT

The BOD conducts annual board and committee performance assessments through appropriate self-rating assessment and performance evaluation to determine and measure its compliance with the Manual as well as the effectiveness of the Board, its committees, and the contribution of each director. Factors considered in the performance assessment include regular attendance during meetings, preparedness for meetings, active participation and contribution to board decisions, strategic insights and candid communication, diversity of experience and background of directors, among others.

Any deviations, if any with the manual on Corporate Governance were properly explained and reasons thereof were properly indicated.

(D) INDEPENDENT DIRECTORS

For 2026, the nominees for Independent Directors are Mrs. Marietta Fondevilla and Mr. Rus Kristoffer Parcia. They are neither officers nor substantial shareholders of EGRN. Pursuant to SEC Memorandum Circular No. 19 series of 2016 and under Recommendation 5.4 of the Corporate Governance Code, the maximum term limit of the Independent Directors is a maximum of nine (9) consecutive years.

(E) SIGNIFICANT EMPLOYEE

No particular individual employee who is not an executive officer can be singularly identified as making a significant contribution to the business because the strength of the company lies in the cooperative efforts of all officers, staff and employees of the corporation.

(F) DEATH OF A DULY ELECTED DIRECTOR

There has been no death of a duly elected director in the past year.

(G) ELECTION OF A DIRECTOR

Not applicable.

(H) WARRANTS AND OPTIONS OUTSTANDING

There are no known outstanding warrants or options held by the Company’s named executive officers, and other officers and directors as a group.

(I) INVOLVEMENT OF DIRECTORS AND OFFICERS IN LEGAL PROCEEDINGS

The Company is not aware and none of the directors and officers or persons nominated to become directors or officers has informed the Company of (a) any bankruptcy petition filed by or against any business of which any of its director or executive officers was a general partner or executive officer either at the time of bankruptcy or within two (2) years prior to that time, (b) any conviction by final judgment of any director or senior executive in a criminal case domestic or foreign or being subject to a pending criminal case domestic or foreign, of any director, executive officer or person nominated to be a director, (c) any director or senior executive being subject to any order, judgment or decree not subsequently reversed suspended or vacated of any court of competent jurisdiction, domestic or foreign permanently or temporarily enjoining barring, suspending or otherwise limiting such directors' or executive officer's involvement in any type of business securities, commodities or banking activities, (d) any executive officer or director found by a domestic or foreign court of competent jurisdiction, the Commission or other foreign body or a domestic or foreign Exchange or other organized trading market or self-regulatory organization to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated, which occurred during the past five (5) years up to the latest date that are material to evaluation.

Except for the proceedings described in Annex "A", to the knowledge and/or information of the Company, the present members of the Board or the executive officers are not, presently, or during the last five years, involved or have been involved in criminal, bankruptcy or insolvency investigations or proceedings.

Other pending legal proceedings involving the Company are described in Annex "A" hereof.

(J) CERTAIN RELATIONSHIP AND RELATED TRANSACTIONS.

In the ordinary course of business, the Company has related party transactions and balances as follows:

INDEBTEDNESS TO RELATED PARTIES
DECEMBER 31, 2025

	Balance at beginning of year	Balance at end of year
Consolidated Ventures Inc.	₱32,975,807	₱32,975,807
Forest Crest Nature Hotel and Resort Inc.	234,655	234,655
GMCC United Development Inc.	4,000,000	–
Megaheights Realty and Development Corporation	26,231,249	42,041,649
Pricewave Inc.	762,925	762,926
Pricewide Inc.	11,392,764	11,392,764
Primeworld Management Services Inc.	3,218,621	3,129,798
Royal Overseers, Inc.	1,000,000	1,000,000
Superfriend Holdings, Inc.	20,507,701	20,208,088
Advances from Affiliates - Others- Noncurrent	96,730	96,730
Stockholders	148,568,937	164,553,555
Total	₱248,989,388	₱276,395,970

ACCOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)
DECEMBER 31, 2025

Account Description	Balance at beginning of year	Additions	Amounts Collected	Amounts Written Off	Current	Non Current	Balance at end of year
Allamanda Resort Inc.	12,320				12,320		12,320
Chateau Royale Sports and Country Club Inc.	700,000			700,000			-
Chrimojo	239,629				239,629		239,629
Dominion Properties & Management Inc.	102,204			102,204			-
Eagles Production International Films, Inc.	113,116			113,116			-
Evercrest Bohol Resources and Development Inc.	67,500				67,500		67,500
Evercrest Cebu Golf Club & Resort Inc.	19,354	6,774			26,128		26,128
Evercrest LV Lines Inc.	12,320				12,320		12,320
Evercrest Yacht Club Inc.	12,320				12,320		12,320
Forest Crest Nature Hotel and Resort Inc.	21,321,833	10,848,108	6,663,353		25,506,589		25,506,589
Forestcrest Farmview Inc.	12,000				12,000		12,000
Gotesco Investment Inc.	5,177,778			5,177,778			-
Gotesco Land Inc.	152,037,858			152,037,858			-
Gotesco Properties Inc.	250,916,294			250,916,294			-
Gulod Resort Inc.	7,463,220			7,463,220			-
Homeworks- The Homecenter Inc.	4,668,399			4,668,399			-
Joel T. Go	1,155,648			175,687	979,961		979,961
Lakeboat Builders Inc.	13,320				13,320		13,320
Majestic Plus Holding Int'l. Inc.	1,583,369			1,429,451	153,918		153,918
Megaheights Realty and Development Corporation	12,320				12,320		12,320
Metropolitan Charitable Medical Foundation, Inc.	17,455	5,720			23,175		23,175
Multiresources Holding Company Inc.	12,320				12,320		12,320
Nasugbu Heights Properties Management and Services, Inc.	142,960				142,960		142,960
Nasugbu Resort Inc.	3,034,756			3,034,756			-
Pricewave Inc.	13,534,174	422,103			13,956,277		13,956,277
Pricewide Inc.	130,153,678			130,153,678			-
Primeworld Management Services Inc.	343,980	33,566			377,547		377,547
Royal Overseers Inc.	4,264			4,264			-
Superfriend Holdings Inc.	2,383,859			2,276,519	107,340		107,340
United Doctors Service Inc.	353,591,678			353,591,678			-
Total	**948,859,929**	**11,316,272**	**6,663,353**	**911,844,904**	**41,667,944**	**-**	**41,667,944**

a. The Company granted non-interest-bearing advances to entities that are under common control and to its stockholder. As of December 31, 2025 and 2024, these advances have no payment terms and are considered payable on demand and to be settled in cash.

   Movements in and details of the allowance for expected credit losses relating to receivables from related parties follow:

	2025	2024
Beginning Balance	P926,861,226	P926,816,048
Addition		45,178
Written off	(914,030,218)	
Ending Balance	P12,831,008	P926,861,226

b. The Company has non-interest-bearing payables to entities that are under common control and are to be settled in cash.

c. In 2025, the Company has secured a letter of undertaking from the related parties not to collect the outstanding advances for the next 24 months, unless the Company has sufficient funds to pay them in full.

EGRN's key management personnel did not receive compensation in 2025, 2024 and 2023.

ITEM 6. COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

In accordance with the By-laws, the officers shall receive such remuneration as the BOD may determine. All other officers shall receive such remuneration as the Board may determine upon recommendation of the President. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise and receiving compensation thereof.

The following table summarizes the names and aggregate compensation paid or accrued during the last three years and to be paid in the ensuing year to the company's highly compensated directors and officers.

Name and Principal Position	Year	Salary (in million)	Bonus	Other Annual Compensation
Executive officers:	2026	None	None	None
Joel T. Go – Chairman and President	2025	None	None	None
	2024	None	None	None
Lourdes G. Ortiga-Treasurer	2023	None	None	None

All other executive officers and directors unnamed	2026	P240,000.00	- 0 -	None
	2025	P480,000.00	- 0 -	None
	2024	P392,000.00	- 0 -	None
	2023	P256,000.00	- 0 -	None

Breakdown of directors' fees:

NAME	POSITION	DIRECTOR'S FEES (in Philippine Peso)			
		2026 (Jan- Mar)	**2025**	**2024**	**2023**
JOEL T. GO	Director				
LOURDES G. ORTIGA	Director				
EDGARDO MANDA	Director	24,000	96,000	96,000	96,000
CHRISTIAN GRANT YU TOMAS	Director	24,000	96,000	96,000	96,000
CAESAR CERTEZA	Director	24,000	96,000	96,000	32,000
MARIETTA FONDEVILLA	Independent Director	24,000	96,000	96,000	32,000
RUS KRISTOFFER PARCIA	Independent Director	24,000	96,000	96,000	
TOTAL		120,000	480,000	392,000	256,000

Compensation of Directors

By resolution of the Board, each director shall receive a per diem allowance of ₱5, 000.00 for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate an amount of not more than ten percent (10%) of the net income before income tax of the Company during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders. For the last three years, the directors didn't draw any salaries or bonuses from the Company and there are no accruals for Director's per diem.

The Independent Directors and three other directors are given a monthly honorarium of ₱8,000.00 each.

The Company and the Executive Officers are not involved in any of the following transactions:

a. standard arrangement and any other material arrangement;
b. employment contract (between the registrant and named executive officers);
c. compensatory plan or arrangement;
d. outstanding warrants or options;
e. Adjustments or amendments on the price of stock warrants or options.

ITEM 7. INDEPENDENT PUBLIC ACCOUNTANTS

The accounting firm of Sycip, Gorres, Velayo & Co. ("SGV") has been the Company's independent public accountant/external auditor from 2008 to 2025. The same accounting firm is being recommended for re-appointment by the stockholders at the Annual Meeting. The Company is just waiting for SGV to accept the re-appointment this year. Representatives of the said firm may be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Pursuant to SRC Rule 68, Paragraph 3(b) (iv) (Rotation of External Auditors) of the SRC Rules, the Company engaged Mr. Shane Dave D. Tanguin for the examination of the financial statements from 2020 to 2025. Prior to him, from 2015 to 2019, it was Mr. Kristopher S. Catalan from the same firm.

Audit and Audit-Related Fees

The professional fees billed by SGV as the external auditor for 2025, 2024 and 2023 were ₱450,000, ₱450,000 and ₱450,000 respectively.

There was no event in the past five years where SGV and the Company had any disagreement about any matter relating to accounting principles or practices, financial statement disclosure or auditing scope of procedure.

The Company adopts a policy of ensuring transparency and accountability in addressing audit findings. All audit findings identified by the External Auditor are formally presented to the Audit Committee, which undertakes a thorough review and evaluation of the issues raised. The Audit Committee then formulates appropriate recommendations and submits these to the BOD for consideration. The Board deliberates on the recommendations and approves the necessary actions to address the findings, thereby reinforcing the Company's commitment to sound governance and internal controls. Furthermore, the engagement of the External Auditor is subject to the endorsement of the Audit Committee, which evaluates the qualifications, independence, and scope of services of the auditor. Such endorsement is elevated to the Board for approval and is ultimately submitted for confirmation by the stockholders to ensure full compliance with regulatory requirements and best practices in corporate governance.

The members of the Audit Committee of the Company are as follows:

1. Marietta Fondevilla	-	Chairman
2. Joel T. Go	-	Member
3. Lourdes Ortiga	-	Member
4. Rus Kristoffer B. Parcia	-	Member

ITEM 8. COMPENSATION PLANS

No action is to be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

ITEM 9. AUTHORIZATION OR ISSUANCE OF SECURITIES OTHER THAN FOR EXCHANGE

There is no action to be taken with respect to the authorization or issuance of any securities other than for exchange for outstanding securities of the registrant.

ITEM 10. MODIFICATION OR EXCHANGE OF SECURITIES

There is no action to be taken with respect to the modification of any class of securities of the registrant, or the issuance or authorization for issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

ITEM 11. FINANCIAL AND OTHER INFORMATION

The audited consolidated financial statements of the Company as of December 31, 2025 and the quarterly report as of June 30, 2026, respectively, are attached hereto as Annex "B." Management's Discussion and Analysis of Operations are incorporated in the Management Report.

ITEM 12. MERGERS, CONSOLIDATIONS, ACQUISITIONS AND SIMILAR MATTERS

No action is to be taken with respect to any transaction involving merging, consolidations, acquisitions and similar matters.

ITEM 13. ACQUISITION OR DISPOSITION OF PROPERTY

a) In May 2025, Gotesco Tyan Ming Development Inc. ("GTMD") transferred parcels of land totaling 49,731 square meters to EGRN as partial settlement of advances provided by EGRN to GTMD. This transfer formed part of GTMD's liquidation process, following its dissolution effective November 24, 2024.

b) Another parcel of land measuring 5,752 square meters, valued at ₱9.8 million, was acquired from a different owner through installment payments made from 2023 to 2024. Ownership of the land was transferred to EGRN in May 2025.

ITEM 14. RESTATEMENT OF ACCOUNTS

As approved by the Board on May 24, 2022, which were subsequently approved by the Stockholders on September 2, 2022, the Company shall decrease its Authorized Capital Stock from ₱ 5 Billion divided into 5 Billion shares with a par value of ₱ 1 per share to ₱ 2.5 Billion divided into 25 Billion shares with a par value of 10 centavos per share, to eliminate the accumulated retained earnings deficit of the Company and shall increase the authorized capital stock by up to 7.5 Billion pesos. The reduction of par value and increase in authorized capital stock aim to attract more investors and raise capital for its new business ventures.

The reduction of par value, together with the amendment of the Company name and principal office address was approved by the SEC on October 27, 2025. Further to these amendments, the Company is now trading under the stock symbol “EGRN”. On November 7, 2025, pursuant to the approval on the decrease of capital stock, the BOD approved the equity restructuring which aims to strengthen the Company’s capital structure and address the accumulated deficits as at December 31, 2024 amounting to P1.47 billion. The Company recognized Additional Paid-in Capital (“APIC”) amounting to P2.50 billion and deducted its capital stock for the same amount. The Philippine SEC approved the equity restructuring involving the offset of deficits against the APIC on February 18, 2026.

D. OTHER MATTERS

ITEM 15. ACTIONS WITH RESPECT TO REPORTS AND OTHER PROPOSED ACTION

The following reports will be presented for approval during the annual stockholders’ meeting:

(a) Minutes of the annual meeting of stockholders held November 18, 2025.

In accordance with Section 49 of the Revised Corporation Code and related regulations of the SEC, the said minutes reflect the record of the proceedings during the meeting held on the said date.

The minutes were posted in the Company’s website and a copy of which is appended to this Information Statement.

(b) 2025 Annual Report by Management to the Stockholders with the Audited Financial Statement for the twelve-month period ended 31 December 2025.

The following is the summary of acts of the Board and Management from the last annual stockholders meeting up to the date of meeting this year:

November 18, 2025- Results of the Organizational Meeting

January 22, 2026- Approval of the policies: Corporate Governance Manual, Conflict of Interest Policy, Investor Relations Program, Insider Trading Policy, Whistle Blowing Policy

April 13, 2026- Approval of the Financial Statements of the Company as of and for the year ended December 31, 2025; the Company’s Annual Report (SEC Form 17-A) 2025; and the Company’s Sustainability Report 2025

May 13, 2026- Approval of the 1st Quarter Interim Consolidated Financial Statements for the period ending March 31, 2026

May 28, 2026- Approval of the 2025 Integrated Annual Corporate Governance Report

(c) Directors' Disclosures on Self-Dealings and Related Party Transactions

Based on the records of the Company and to the best knowledge of Management, none of the directors of the Company engaged in any self-dealing transactions with the Company during the period covered by this Information Statement. Further, except for related party transactions disclosed in the Company's audited financial statements and SEC/PSE disclosures, there were no material transactions involving any director, officer, or substantial shareholder that would constitute self-dealing or require additional disclosure under applicable SEC and PSE rules."

ITEM 16. MATTERS NOT REQUIRED TO BE SUBMITTED

Ratification of acts of management and of the BOD referred to in the Notice of the ASM refers only to acts done in the ordinary course of business and operation of EGRN, which have been duly disclosed to the SEC and the PSE in accordance with law. Ratification is being sought in the interest of transparency and as a matter of customary practice or procedure undertaken at every annual meeting of EGRN stockholders.

This pertains to all acts, resolutions, proceedings and approval made by the Board, Executive Committee and Officers of the Company from the last stockholders' meeting in 2025 and up to the June 29, 2026 meeting. This includes, among others, those that include day-to-day operations, administration and management of the corporate affairs such as (a) designation of authorized signatories, (b) renewal of credit facilities, (c) new/additional investments, and (d) appointment of new officers.

The following matters are to be proposed for approval at this year's annual stockholders' meeting:

(a) Ratification of all acts and resolutions of the Board and management for the implementation of such resolutions since the annual stockholders' meeting in 2025, until this year's stockholders' meeting on September 15, 2026.

Copies of the minutes of the stockholders' meeting shall be available for examination during office hours at the Office of the Corporate Secretary.

ITEM 17. AMENDMENT OF CHARTER, BY-LAWS OR OTHER DOCUMENTS

There are no matters or actions to be taken up in the annual meeting with respect to any amendment of the Company's Articles of Incorporation or By-laws.

ITEM 18. VOTING PROCEDURE

(a) Matters for Stockholders' Approval

Items requiring the vote of stockholders will be presented for approval of the stockholders at the meeting. If stockholders or proxies of stockholders owning more than two-thirds (2/3) of the outstanding capital stock are present and identified in the meeting, voting shall be by raising of hands or viva voce; otherwise, voting shall be done in writing by secret ballot and counted thereafter. The votes will be validated by its external auditor.

(b) Election of directors

Pursuant to the Corporation Code, every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares of stock standing, as of the record date, in his own name in the stock and transfer book of the Company, and said 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 as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he shall see fit; 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 multiplied by the number of directors to be elected. The formula may be stated as follows:

Number of shares held on record x Seven (7) = Total votes that may be cast.

The external auditor of the Company is authorized to count votes on any matter properly brought to the vote of the stockholders, including the election of directors.

(c) Method of Voting

The method of which the votes of security holders will be counted is in accordance with the general provisions of the Revised Corporation Code of the Philippines. The counting of votes will be done by the Corporate Secretary in coordination with the Corporation's Stock Transfer Agent. In addition, shareholders who are unable to attend the meeting may choose to execute a proxy form.

During the scheduled annual stockholders' meeting, the following items will be included in the agenda:

1. Call to Order
2. Proof of Notice and due calling of meeting
3. Determination of existence of a Quorum
4. Reading and approval of the Minutes of the Annual Meeting of the Stockholders held on November 18, 2025.
5. Approval of the Audited Financial Statements of the Company as of 31 December 2025.
6. Approval and ratification of all acts of the Board of Directors, Standing Committees and Management since the Last Annual Meeting
7. Election of the members of the Board of Directors
8. Appointment of External Auditors
9. Other matters
10. Adjournment.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on June 30, 2026.

By: CHRISTINE P.BASE
Corporate Secretary

MANAGEMENT REPORT

1. **SEE ATTACHED CONSOLIDATED AUDITED AND INTERIM FINANCIAL STATEMENTS AND THE STATEMENT OF MANAGEMENT RESPONSIBILITY FOR THE FINANCIAL STATEMENTS.**

2. **MANAGEMENT DISCUSSION & ANALYSIS OF PLAN OF OPERATIONS**

EVERWOODS GREEN RESOURCES AND HOLDINGS, INC. AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME- HORIZONTAL ANALYSES

								Horizontal Analysis					
	2026- 2Q	2026- 1Q	2025	2024	2023	2022	2021	2026- 2Q vs. 2025	2026- 1Q vs. 2025	2025 vs. 2024	2024 vs 2023	2023 vs 2022	2022 vs 2021
Revenue	4,679,277	2,376,006	11,791,245	11,924,038	11,593,288	10,251,140	138,515	-60%	-80%	-1%	3%	13%	7301%
Cost of Sales	7,101,738	5,376,648	9,140,322	9,816,428	5,204,817	3,522,778	262,315	-22%	-41%	-7%	89%	48%	1243%
GROSS INCOME	-2,422,461	-3,000,642	2,650,923	2,107,610	6,388,471	6,728,362	-123,800	-191%	-213%	26%	-67%	-5%	-5535%
EXPENSES AND OTHER INCOME													
TOTAL OTHER INCOME	16,074	15,912	106,217,303	377,966,084	84,996,491	551,592,586	2,155,282,613	-100%	-100%	-72%	345%	-85%	-74%
General and administrative expenses	1,448,293	997,072	6,863,092	7,866,357	25,694,937	8,030,300	2,734,365	-79%	-85%	-13%	-69%	220%	194%
Interest expense	474,992	252,506	1,369,895	2,080,984	2,481,306	2,747,678	7,121,968	-65%	-82%	-34%	-16%	-10%	-61%
TOTAL GENERAL EXPENSES	1,923,285	1,249,578	8,232,987	9,947,341	28,176,243	10,777,978	9,856,333	-77%	-85%	-17%	-65%	161%	9%
INCOME BEFORE INCOME TAX	-4,329,672	-4,234,308	100,635,239	370,126,353	63,208,719	547,542,970	2,145,302,480	-104%	-104%	-73%	486%	-88%	-74%
Income tax expense	227,355	112,456	553,582	656,251	493,501	446,966	3,273,663	-59%	-80%	-16%	33%	10%	-86%
NET INCOME/ TOTAL COMPREHENSIVE INCOME	-4,557,027	-4,346,764	100,081,657	369,470,102	62,715,218	547,096,004	2,142,028,817	-105%	-104%	-73%	489%	-89%	-74%

EVERWOODS GREEN RESOURCES AND HOLDINGS, INC. AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME- VERTICAL ANALYSES

								Vertical Analysis						
	2026- 2Q	2026- 1Q	2025	2024	2023	2022	2021	2026- 2Q	2026- 1Q	2025	2024	2023	2022	2021
Revenue	4,679,277	2,376,006	11,791,245	11,924,038	11,593,288	10,251,140	138,515	100%	100%	100%	100%	100%	100%	100%
Cost of Sales	7,101,738	5,376,648	9,140,322	9,816,428	5,204,817	3,522,778	262,315	152%	226%	78%	82%	45%	34%	189%
GROSS INCOME	-2,422,461	-3,000,642	2,650,923	2,107,610	6,388,471	6,728,362	-123,800	-52%	-126%	22%	18%	55%	66%	-89%
EXPENSES AND OTHER INCOME														
Reversal of provisions				333,361,684				0%	0%	0%	2796%	0%	0%	0%
Fair value changes in investment properties				44,604,400	84,600,600			0%	0%	0%	374%	730%	0%	0%
Other income		15,912	106,217,303		395,891			0%	1%	901%	0%	3%	0%	0%
TOTAL OTHER INCOME	16,074	15,912	106,217,303	377,966,084	84,996,491	551,592,586	2,155,282,613	0%	1%	901%	3170%	733%	5381%	1555992%
General and administrative expenses	1,448,293	997,072	6,863,092	7,866,357	25,694,937	8,030,300	2,734,365	31%	42%	58%	66%	222%	78%	1974%
Interest expense	474,992	252,506	1,369,895	2,080,984	2,481,306	2,747,678	7,121,968	10%	11%	12%	17%	21%	27%	5142%
TOTAL GENERAL EXPENSES	1,923,285	1,249,578	8,232,987	9,947,341	28,176,243	10,777,978	9,856,333	41%	53%	70%	83%	243%	105%	7116%
INCOME BEFORE INCOME TAX	-4,329,672	-4,234,308	100,635,239	370,126,353	63,208,719	547,542,970	2,145,302,480	-93%	-178%	853%	3104%	545%	5341%	1548787%
Income tax expense	227,355	112,456	553,582	656,251	493,501	446,966	3,273,663	5%	5%	5%	6%	4%	4%	2363%
NET INCOME/ TOTAL COMPREHENSIVE INCOME	-4,557,027	-4,346,764	100,081,657	369,470,102	62,715,218	547,096,004	2,142,028,817	-97%	-183%	849%	3099%	541%	5337%	1546424%

EVERWOODS GREEN RESOURCES AND HOLDINGS, INC. AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION- HORIZONTAL ANALYSES

										Horizontal Analysis			
	2026- 2Q	**2026- 1Q**	**2025**	**2024**	**2023**	**2022**	**2021**	**2026- 2Q vs. 2025**	**2026 Q1 vs. 2025**	**2025 vs. 2024**	**2024 vs 2023**	**2023 vs 2022**	**2022 vs 2021**
ASSETS													
Current Assets													
Cash	697,807	1,089,398	830,816	704,826	8,571,356	3,607,723	2,921,216	-16%	31%	18%	-92%	138%	24%
Receivables- current	31,102,614	28,785,928	26,517,139	21,004,624	10,463,838	3,784,326	312,359	17%	9%	26%	101%	177%	1112%
Other current assets	619,852	495,516	126,277	455,567	1,211,341	1,636,074	568,203	391%	292%	-72%	-62%	-26%	188%
Total Current Assets	32,420,273	30,370,842	27,474,232	22,165,017	20,246,535	9,028,123	3,801,778	18%	11%	24%	9%	124%	137%
Noncurrent Assets													
Property, Plant and Equipment	1,836,557	1,989,540	2,142,524	2,759,849	144,752	11,612		-14%	-7%	-22%	1807%	1147%	
Investment properties	3,876,609,200	3,876,609,200	3,876,609,200	3,759,292,000	3,714,687,600	3,630,087,000	3,078,875,200	0%	0%	3%	1%	2%	18%
Due from related parties	6,000	6,000	6,000					0%	0%				
Other noncurrent assets			0	9,815,000	15,145,200					-100%	-35%		
Total Noncurrent Assets	3,878,451,757	3,878,604,740	3,878,757,724	3,771,866,849	3,729,977,552	3,630,098,612	3,078,875,200	0%	0%	3%	1%	3%	18%
TOTAL ASSETS	3,910,872,030	3,908,975,582	3,906,231,956	3,794,031,866	3,750,224,087	3,639,126,735	3,082,676,978	0%	0%	3%	1%	3%	18%
LIABILITIES AND EQUITY													
Current Liabilities													
Bank loan- current portion	13,929,200	13,929,200	13,929,200	13,929,200	13,929,200	13,929,200	16,250,733	0%	0%	0%	0%	0%	-14%
Accounts payable and other current liabilities	5,524,245	6,245,479	3,198,810	5,756,848	26,152,151	557,262,852	546,966,638	73%	95%	-44%	-78%	-95%	2%
Income tax payable			143,221	199,532	61,182	218,306		-100%	-100%	-28%	226%	-72%	
Total Current Liabilities	19,453,445	20,174,679	17,271,231	19,885,580	40,142,533	571,410,358	563,217,371	13%	17%	-13%	-50%	-93%	1%
Noncurrent Liabilities													
Bank loans- net of current portion	5,803,834	9,286,134	12,768,434	26,697,634	40,626,834	54,556,033	53,395,267	-55%	-27%	-52%	-34%	-26%	2%
Due to related parties- net of current portion	290,375,457	284,065,212	276,395,970	247,733,988	205,215,860			5%	3%	12%	21%		
Other noncurrent liability	54,369,000	54,369,000	54,369,000	54,369,000	388,363,298			0%	0%	0%	-86%		
Total Noncurrent Liabilities	350,548,291	347,720,346	343,533,404	328,800,622	634,205,992	54,556,033	53,395,267	2%	1%	4%	-48%	1062%	2%
Total Liabilities	370,001,736	367,895,025	360,804,635	348,686,202	674,348,525	625,966,391	616,612,638	3%	2%	3%	-48%	8%	2%
Equity													
Capital Stock	2,500,000,000	2,500,000,000	2,500,000,000	5,000,000,000	5,000,000,000	5,000,000,000	5,000,000,000	0%	0%	-50%	0%	0%	0%
Authorized and issued- 5,000,000,000 shares													
Additional Paid- in Capital	1,034,579,578	1,034,579,578	2,500,000,000					-59%	-59%				
Retained Earnings/ (Deficit)	6,290,716	6,500,979	-1,454,572,679	-1,554,654,336	-1,924,124,438	-1,986,839,656	-2,533,935,660	-100%	-100%	-6%	-19%	-3%	-22%
Total Equity	3,540,870,294	3,541,080,557	3,545,427,321	3,445,345,664	3,075,875,562	3,013,160,344	2,466,064,340	0%	0%	3%	12%	2%	22%
TOTAL LIABILITIES AND EQUITY	3,910,872,030	3,908,975,582	3,906,231,956	3,794,031,866	3,750,224,087	3,639,126,735	3,082,676,978	0%	0%	3%	1%	3%	18%

EVERWOODS GREEN RESOURCES AND HOLDINGS, INC. AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION- VERTICAL ANALYSES

										Vertical Analysis				
	2026- 2Q	**2026- 1Q**	**2025**	**2024**	**2023**	**2022**	**2021**	**2026- 2Q**	**2026- 1Q**	**2025**	**2024**	**2023**	**2022**	**2021**
ASSETS														
Current Assets														
Cash	697,807	1,089,398	830,816	704,826	8,571,356	3,607,723	2,921,216	0%	0%	0%	0%	0%	0%	0%
Receivables- current	31,102,614	28,785,928	26,517,139	21,004,624	10,463,838	3,784,326	312,359	1%	1%	1%	1%	0%	0%	0%
Other current assets	619,852	495,516	126,277	455,567	1,211,341	1,636,074	568,203	0%	0%	0%	0%	0%	0%	0%
Total Current Assets	32,420,273	30,370,842	27,474,232	22,165,017	20,246,535	9,028,123	3,801,778	1%	1%	1%	1%	1%	0%	0%
Noncurrent Assets														
Property, Plant and Equipment	1,836,557	1,989,540	2,142,524	2,759,849	144,752	11,612		0%	0%	0%	0%	0%	0%	0%
Investment properties	3,876,609,200	3,876,609,200	3,876,609,200	3,759,292,000	3,714,687,600	3,630,087,000	3,078,875,200	99%	99%	99%	99%	99%	100%	100%
Due from related parties	6,000	6,000	6,000					0%	0%	0%	0%	0%	0%	0%
Other noncurrent assets			0	9,815,000	15,145,200			0%	0%	0%	0%	0%	0%	0%
Total Noncurrent Assets	3,878,451,757	3,878,604,740	3,878,757,724	3,771,866,849	3,729,977,552	3,630,098,612	3,078,875,200	99%	99%	99%	99%	99%	100%	100%
TOTAL ASSETS	3,910,872,030	3,908,975,582	3,906,231,956	3,794,031,866	3,750,224,087	3,639,126,735	3,082,676,978	100%	100%	100%	100%	100%	100%	100%
LIABILITIES AND EQUITY														
Current Liabilities														
Bank loan- current portion	13,929,200	13,929,200	13,929,200	13,929,200	13,929,200	13,929,200	16,250,733	0%	0%	0%	0%	0%	0%	1%
Accounts payable and other current liabilities	5,524,245	6,245,479	3,198,810	5,756,848	26,152,151	557,262,852	546,966,638	0%	0%	0%	0%	1%	15%	18%
Income tax payable			143,221	199,532	61,182	218,306		0%	0%	0%	0%	0%	0%	0%
Total Current Liabilities	19,453,445	20,174,679	17,271,231	19,885,580	40,142,533	571,410,358	563,217,371	0%	1%	0%	1%	1%	16%	18%
Noncurrent Liabilities														
Bank loans- net of current portion	5,803,834	9,286,134	12,768,434	26,697,634	40,626,834	54,556,033	53,395,267	0%	0%	0%	1%	1%	1%	2%
Due to related parties- net of current portion	290,375,457	284,065,212	276,395,970	247,733,988	205,215,860			7%	7%	7%	7%	5%	0%	0%
Other noncurrent liability	54,369,000	54,369,000	54,369,000	54,369,000	388,363,298			1%	1%	1%	1%	10%	0%	0%
Total Noncurrent Liabilities	350,548,291	347,720,346	343,533,404	328,800,622	634,205,992	54,556,033	53,395,267	9%	9%	9%	9%	17%	1%	2%
Total Liabilities	370,001,736	367,895,025	360,804,635	348,686,202	674,348,525	625,966,391	616,612,638	9%	9%	9%	9%	18%	17%	20%
Equity														
Capital Stock	2,500,000,000	2,500,000,000	2,500,000,000	5,000,000,000	5,000,000,000	5,000,000,000	5,000,000,000	64%	64%	64%	132%	133%	137%	162%
Authorized and issued- 5,000,000,000 shares														
Additional Paid- in Capital	1,034,579,578	1,034,579,578	2,500,000,000					26%	26%					
Retained Earnings/ (Deficit)	6,290,716	6,500,979	-1,454,572,679	-1,554,654,336	-1,924,124,438	-1,986,839,656	-2,533,935,660	0%	0%	-37%	-41%	-51%	-55%	-82%
Total Equity	3,540,870,294	3,541,080,557	3,545,427,321	3,445,345,664	3,075,875,562	3,013,160,344	2,466,064,340	91%	91%	91%	91%	82%	83%	80%
TOTAL LIABILITIES AND EQUITY	3,910,872,030	3,908,975,582	3,906,231,956	3,794,031,866	3,750,224,087	3,639,126,735	3,082,676,978	100%	100%	100%	100%	100%	100%	100%

RESULTS OF OPERATIONS (For January- June 2026)

Financial Position

As of June 30, 2026, the Company's cash balance decreased by ₱133 thousand, or 11%, compared with the balance as of December 31, 2025. The decrease was primarily attributable to lower cash generated from operations during the six-month period, resulting in reduced cash available at the end of the reporting period.

Receivables increased by 17%, or approximately ₱4.6 million, primarily due to the increase in outstanding management fee receivables that remained uncollected as of June 30, 2026.

Other current assets increased by approximately ₱494 thousand, mainly due to the recognition of additional input value-added tax credits and cash advances that remained subject to liquidation as of the close of the reporting period. Consequently, total current assets increased by 18%, or approximately ₱5.0 million, compared with the balance as of December 31, 2025.

Property, plant, and equipment decreased by approximately ₱306 thousand, reflecting the depreciation expense recognized during the six-month period.

Current payables increased by 65%, or approximately ₱2.0 million, primarily due to the recognition of additional accrued expenses that remained unpaid as of June 30, 2026.

Bank loans decreased by 55%, or approximately ₱7.0 million, as a result of the Company's scheduled debt servicing and principal repayments on its loan with the Land Bank of the Philippines during the period.

Advances from related parties increased by approximately ₱14.0 million, representing additional financial support extended by related parties to fund the Company's loan repayments to the Land Bank of the Philippines and to provide working capital for its operating expenses. This funding enabled the Company to meet its financial obligations and sustain its operations during the reporting period.

Financial Performance

For the six-month period ended June 30, 2026, the Company's revenues decreased by 11%, or approximately ₱578 thousand, compared with the same period in 2025. The decline was primarily attributable to lower revenues from the agricultural operations, as vegetable production was adversely affected by volcanic smog (vog), prolonged heavy rains, and pest infestations, which significantly reduced crop yields. In addition, the hotel business experienced a decline in clientele as a result of the continuing global economic uncertainties. The effects of the global oil crisis prompted many clients to postpone or cancel planned events and functions, resulting in lower hotel occupancy and event-related revenues during the period.

Operating expenses decreased by 87% compared with the same period in 2025. This substantial reduction was mainly due to the absence in 2026 of the ₱62 million expense recognized in 2025 arising from the derecognition of advances to GTMDI in connection with its dissolution and liquidation proceedings. Excluding this one-time item recognized in the prior year, the Company's operating expenses remained relatively stable.

Provision for income tax increased by 52%, or approximately ₱79.5 thousand, compared with the corresponding period in 2025. The increase was primarily due to the higher taxable income generated during the current period.

As a result of the foregoing, the Company reported a 61 million increase in net income for the six-month period ended June 30, 2026, representing a 93% improvement over the net income reported for the same period in 2025. The increase in profitability was primarily driven by the absence of the one-time derecognition expense recognized in the prior year, despite the decline in revenues from both the agricultural and hotel operations.

The agricultural segment continues to incur normal operating losses from its tissue culture laboratory as the propagated plants remain in the cultivation and maturation stage. Net loss for the period covered January to June 2026 is at ₱4.6 million.Tissue-cultured plants generally require at least 360 days from propagation before they become commercially saleable. Accordingly, the plants propagated during 2025 are expected to reach commercial maturity and begin generating revenues in 2027. Management considers these operating losses to be part of the normal development phase of the tissue culture operations and expects the laboratory to contribute to future revenues once commercial production is achieved.

FINANCIAL CONDITION

The Company's working capital position continued to strengthen, increasing from ₱10.2 million as of December 31, 2025 to ₱13.0 million as of June 30, 2026. The improvement was primarily driven by higher receivables and the reduction in current liabilities following the settlement of outstanding payables.

As a result, the Company's current ratio improved to 1.67:1 as of June 30, 2026 from 1.59:1 as of December 31, 2025, reflecting an enhanced liquidity position and a stronger capacity to meet its short-term obligations. Management expects the remaining current liabilities to be settled through future operating cash flows and, if necessary, continued financial support from related parties.

As of June 30, 2026, the Company has no material capital expenditure commitments other than those incurred in the ordinary course of business, as its existing tissue culture laboratory and related facilities are already complete and operational.

While global economic conditions, including elevated fuel prices and inflationary pressures, continue to pose challenges to the hospitality industry by affecting consumer spending on travel and leisure, Management continues to monitor these developments and implement measures to improve operational efficiency and manage costs. The Company believes that its diversified operations and long-term growth initiatives position it to manage these external challenges effectively.

The Company does not operate in a seasonal industry; accordingly, seasonality is not expected to have a material impact on its financial condition or results of operations.

RESULTS OF OPERATIONS (For January- March 2026)

Financial Position

Cash increased by ₱258 thousand with the additional funding support provided by related parties to finance the Company's operating requirements.

Receivables grew by ₱2.3 million, or 9%, mainly attributable to higher management fee receivables from Forest Crest Nature Hotel and Resort, Inc. ("Forest Crest") and Agriwave, Inc. ("Agriwave")

Other Current Assets increased by ₱369 thousand, or 292%, largely due to the accumulation of input value-added taxes. As a result, total Current Assets increased by ₱2.9 million, or 11%.

Property, Plant, and Equipment declined by ₱152 thousand, or 7%, with the recognition of depreciation. No capital expenditures or fixed asset acquisitions were made during the period.

Accounts Payable increased by ₱3 million, or 95%, reflecting accrued expenses incurred.

Meanwhile, Land Bank loans decreased by ₱3.5 million, or 27%, due to scheduled debt service payments. Advances from related parties, on the other hand, increased by ₱7.7 million, or 3%, representing additional financial support extended to fund the Company's operating expenses and working capital requirements.

During the quarter, the Company also recorded the effects of its quasi-reorganization, specifically the application of APIC against accumulated losses as of December 31, 2024, following approval by the SEC on February 18, 2026, and the receipt of the corresponding payment assessment in March 2026. As a result, retained earnings improved to a positive balance of ₱6.5 million, while APIC decreased to ₱1.0 billion. Consequently, total stockholders' equity amounted to ₱3.5 billion as of March 31, 2026.

Financial Performance

For the first quarter ended March 31, 2026, the Company reported a net loss of ₱4.3 million.

Revenue amounted to ₱2.38 million, generated primarily from management fees and the sale of vegetables. Revenue remained relatively stable compared with the same quarter in 2025. However, cost of sales totaled ₱5.38 million, resulting in a gross loss of ₱3.0 million. The increase in direct costs was caused by a one-time payment of ₱2.0 million to the PSE for the filing fee related to the stock split of EGRN shares. In addition, salaries and wages at the subsidiary, Agriwave, also increased following the opening of its tissue culture laboratory in mid-2025.

Other Income amounted to ₱15.9 thousand to correct outstanding payables from 2025, which resulted in a gain during the period.

General and Administrative ("G&A") expenses and Interest Expense totaled ₱1.25 million, bringing the loss before income tax to ₱4.23 million. Real Property Tax increased to ₱138 thousand, more than double the amount recorded in the prior year.

As a result of the higher direct costs and operating expenses, a net loss of approximately ₱2 million was registered compared with the first quarter of 2025, reaching ₱4.3 million for the period under review. The Company's first quarter performance reflects the impact of non-recurring expenses and increased operating costs, which more than offset revenues generated from its management fee operations and vegetable sales.

CHANGES IN FINANCIAL CONDITION

Year 2025 vs. Year 2024

Cause for Material Changes from Period to Period of the Income Statement

Management fee revenues declined by 7% in 2025, primarily due to lower overall hotel revenues. The decrease was brought about by changes in the customer mix, characterized by a reduction in higher-margin corporate accounts and an increase in lower-margin government clients, as well as a decline in free independent travelers.

In contrast, revenues from the sale of vegetables and fruits increased by 36%, supported by more favorable environmental conditions that improved agricultural productivity compared with prior periods. However, operations were temporarily affected by volcanic smog from Taal Volcano, which caused some crop damage during the year.

As a result of these developments, total revenues decreased slightly by 1%, or ₱132,723, compared with the previous year.

Cost of Sales declined by approximately ₱0.7 million, or 7%, with the lower farm labor costs and the absence of repair and maintenance expenditures incurred in 2024 that did not recur in 2025.

Operating Expenses increased by approximately ₱0.37 million, or 5%, due to costs associated with the Company's expansion into agricultural operations. These included expenses related to the tissue culture laboratory, such as salaries and wages, consultancy fees, and the acquisition of mother plants, totaling approximately ₱1.3 million.

The increase in Operating Expenses was further driven by fines and penalties amounting to approximately ₱0.5 million paid to the SEC in connection with compliance requirements, including website-related obligations and the late submission of prior reports, as part of the process of obtaining regulatory approval for the Company's quasi-reorganization.

These increases were partially offset by lower repairs and maintenance costs and reduced outsourced service expenses, as the related activities had already been completed in prior years.

Other Income decreased significantly by approximately ₱272 million, or 72%, primarily because the Company recognized a one-time gain from the reversal of liabilities amounting to ₱333 million in 2024, which did not recur in 2025.

Partially offsetting this decline was a higher gain from the change in the fair value of land located in Cebu, which amounted to ₱107.5 million in 2025, an increase of approximately ₱63 million compared with the previous year.

Overall, the absence of the one-time gain recognized in 2024 was the principal factor behind the substantial decline in Other Income during the year.

Consequently, Net Income Before Tax decreased by approximately ₱269 million, or 73%, from the prior year's amount of ₱100.6 million.

Breakdown of Revenue and Expenses (Gross of eliminating entries):

	NATURE OF TRANSACTION	REVENUE 2025	DIRECT COSTS 2025	G&A 2025	OTHER INCOME
EGRN	Management Fee and gain on change in fair market value of investment property (offset with losses)	₱7 million	₱4.3 million	₱5.8 million,	₱39.3 million
AGRIWAVE INC.	Sale of crops and orchids	₱2.0 million	₱4.8 million	₱2 million	₱0.08 million
EMDI	Management Fee	₱2.9 million		₱0.8 million	₱0.0003 million
CONSOLIDATED		₱11.98 million	₱9.1 million	₱8.6 million	₱106.2 million

List of Major Transactions for General and Administrative Expenses:

Major Transactions	EGRN	Other Subsidiaries
Professional Fees	₱3.7 million	₱0.8 million
Interest Expense	1.4 million	
Security Services	2.7 million	
Salaries and Wages	0.63 million	2.5 million
Depreciation		0.6 million
Total	₱11.5 million	₱3.9 million

Breakdown of Professional Fees:

	Nature of Transaction	EGRN	Subsidiaries	Total
Direct Costs				
Stock Transfer and Corporate Secretary	Monitoring of Stocks and Corporate Secretary Fees	₱0.39 million		₱0.39 million
Administrative Costs				
Accountant's Fees	Independent Auditors Audit	₱0.45 million	₱0.72 million	₱1.17 million

Consultants and Others	Project Feasibility Study	₱2.81 million	₱0.13 million	₱ 2.94 million
Total		₱3.7 million	₱0.8 million	₱4.5 million

Changes from Period to Period of the Balance Sheet

Current Assets

Cash and Cash Equivalents increased by 18%, or approximately ₱126 thousand, due to collections and funding support from related parties. Receivables likewise increased by 26%, reflecting added management fee receivables from Forest Crest. Input Tax, net of output tax, decreased by approximately ₱430 thousand. Overall, Current Assets increased by 24%, or about ₱5.3 million, driven mainly by the growth in receivables and cash balances.

Non-Current Assets

Depreciation during the period caused the Property and Equipment reduction by 22%, or approximately ₱617 thousand. Investment Properties, on the other hand, increased by 3%, or ₱117.3 million from the revaluation increment. This was further augmented by the transfer of title to the Parent Company of the recently bought land in Cebu, previously classified under other Noncurrent Assets, amounting to ₱9.8 million. As a result, total Noncurrent Assets went up by 3% or ₱ 106.8 million. Total assets grew by 3% or ₱ 112 million.

Current Liabilities

Accounts and Other Payables decreased by 44%, or approximately ₱2.5 million, as checks payable amounting to ₱1.9 million declined, representing the clearing of previously issued checks for payables. This was further supported by a decrease of about ₱0.6 million in other current payables, as payments and certain reversals were made. Income Tax was reduced by 28% or ₱56 thousand. Total Current Liabilities decreased by 13% or ₱2.6 million.

Noncurrent Liabilities

Bank loans decreased by 52%, or approximately ₱13.9 million, with the repayments made during the period. Meanwhile, Due to Related Parties increased by 12% or ₱28.7 million, reflecting additional funding support received to finance the Company's operating expenses.

Stockholders' Equity

On October 27, 2025, the SEC approved the reduction in the Company's authorized capital stock from ₱5,000,000,000, divided into 5,000,000,000 shares with a par value of ₱1.00 per share, to ₱2,500,000,000, divided into 25,000,000,000 shares with a par value of ₱0.10 per share, as evidenced by the SEC's Certificate of Approval of Decrease of Capital Stock. The resulting balance was recognized as APIC. Subsequently, on November 7, 2025, following the approval of the capital reduction, the Board approved an equity restructuring aimed at strengthening the Company's capital structure and addressing its accumulated deficits. The SEC approved the equity restructuring, including the offset of deficits against APIC, on February 18, 2026. Accordingly, in the first quarter of 2026, the Company will recognize the offset of its accumulated losses as of December 31, 2024, against the APIC recorded in

2025. Retained Earnings increased by ₱100 million mainly from the revaluation increment from land appraisal in December 2025.

FINANCIAL CONDITION

The Company's working capital position improved significantly, increasing from ₱2.3 million in 2024 to ₱10.2 million in 2025, mainly due to higher receivables, increased cash from collections and related party funding, and the reduction in current liabilities from the settlement of payables.

This improved the current ratio to 1.59:1 in 2025 from 1.11:1 in 2024, indicating a stronger ability to meet short-term obligations. The remaining Current Liabilities are expected to be settled through future operating cash flows and continued financial support, if necessary.

As of December 31, 2025, the Company has no material capital expenditure commitments outside of those incurred in the normal course of business, with major investments to be determined upon completion of detailed project planning.

The Company is not aware of any trends, events, or uncertainties that are likely to materially affect its revenues or income from continuing operations. It also does not operate in a seasonal business, and as such, seasonality does not have a material impact on its financial condition or results of operations.

CHANGES IN FINANCIAL CONDITION

Year 2024 vs. Year 2023

Cause for Material Changes from Period to Period of the Income Statement

In 2024, the Company reported total consolidated revenues of ₱11.9 million, reflecting a modest 3% increase compared to ₱11.5 million in 2023. This uptick was brought about by the growth in management fee income generated from the hospitality operations of Forest Crest, as well as improved sales performance of agricultural products. The increase signaled not only the Company's operational resilience but also reflected a broader recovery in the tourism and agricultural sectors, buoyed by renewed economic activity and consumer demand.

Direct costs rose significantly to ₱9.8 million in 2024, up from ₱5.3 million in the previous year. The following cost components contributed to the increase:

- Higher labor expenses associated with increased activity on the Agriwave farm,
- Professional and consulting fees related to technical services,
- Operational supplies used in farming operations, and
- General overheads incurred by Agriwave and EGRN.

These cost increases reflected both expanded activity levels and the Company's ongoing investments in operational capacity and quality.

G&A expenses saw a substantial 69% decrease, amounting to ₱7.9 million in 2024, down from ₱25.7 million in 2023. The significant reduction came from the absence of a large one-time expense booked in the prior year. Specifically, Agriwave recognized a ₱17.2 million Allowance for Doubtful Accounts in

2023, related to receivables from a related party. The exclusion of this non-recurring provision in 2024 led to a markedly lower G&A expense.

A notable portion of EGRN's 2024 expenses stemmed from the engagement of professionals to support feasibility studies and strategic planning for upcoming projects. In parallel, Agriwave also undertook rehabilitation activities across its farm operations to enhance infrastructure and improve production efficiency, laying the groundwork for future growth.

Interest Expense declined by 16% year-over-year, from ₱2.4 million in 2023 to ₱2.0 million in 2024. This reduction was the result of a compromise settlement between the Company and its lender regarding a long-outstanding loan obligation. The resolution of this legacy debt not only reduced the interest burden but also strengthened the Company's financial position moving forward.

The Company recorded Other Income from fair value gains on investment properties located in Malubog, Cebu City. These lands, held under EGRN and classified as investment properties, are subject to annual revaluation by an independent, accredited appraiser. The appraisal resulted in:

- A fair value gain of ₱44.6 million in 2024, and
- A higher gain of ₱84.6 million in 2023.

Though the gain was lower year-on-year, the revaluation still underscores the appreciating value of the Company's landholdings, supporting the Company's asset-based strength.

In 2024, the Company recognized a significant non-cash gain of ₱333.4 million arising from the reversal of previously accrued tax liabilities. These provisions, initially recorded in 2021 and partially settled in 2023, were reversed upon the expiration of the statutory prescription period. The reversal was necessary to align the financial statements with updated tax positions and regulations and contributed significantly to the year's profitability.

As a result of all the aforementioned factors, including modest revenue growth, controlled expenses, gains from fair value adjustments, and the large one-time tax provision reversal, the Company achieved a net income of ₱369.5 million in 2024. This represented a dramatic improvement compared to the ₱62.7 million net income in 2023, showcasing the Company's strengthened financial performance, strategic cost management, and enhanced asset utilization.

Breakdown of Revenue and Expenses:

	NATURE OF TRANSACTION	REVENUE 2024	DIRECT COSTS 2024	G&A 2024	OTHER INCOME
EGRN	Management Fee and gain on change in fair market value of investment property	₱7.6 million	₱2.4 million	₱6.2 million, plus ₱2 million of interest expense	₱292.9 million
GTMDI	Gain on change in fair market value of investment property			₱0.09 million	₱85.8 million

AGRIWAVE INC.	Sale of crops and orchids	₱1.7 million	₱5.5 million	₱2.9 million	₱0.03 million
EVERWOODS MANAGEMENT AND DEVELOPMENT INC.	Management Fee	₱2.9 million		₱1.4 million	
CONSOLIDATED		₱11.9 million	₱7.9 million	₱12.6 million	₱ 378.7 million

List of Major Transactions for General and Administrative Expenses:

Major Transactions	EGRN	Other Subsidiaries
Professional Fees	₱2.5 million	₱0.8 million
Interest Expense	2 million	
Security Services	2.3 million	
Materials for the farm		1.9 million
Repairs and Maintenance		1.8 million
Total	₱6.8 million	₱4.5 million

Breakdown of Professional Fees:

	Nature of Transaction	EGRN	Subsidiaries	Total
Direct Costs				
Stock Transfer and Corporate Secretary	Monitoring of Stocks and Corporate Secretary Fees	₱0.38 million		₱0.38 million
Administrative Costs				
Accountant's Fees	Independent Auditors Audit	₱0.45 million	₱0.8 million	₱1.25 million
Architect, Engineer, Consultants and Others	Project Feasibility Study	₱1.6 million		₱ 1.6 million
Total		₱2.43 million	₱0.8 million	₱3.23 million

<u>Cause for material Changes from Period to Period of the Balance Sheet</u>

In addition to ongoing preparations for the finalization of its upcoming projects, EGRN was also actively focused on strengthening its working capital and streamlining its balance sheet accounts. This initiative began in 2021 with the execution of a Dación en Pago transaction, followed by the filing of a Quasi-Reorganization application with the SEC in 2022.

The notable changes in the Company's balance sheet in 2024 were the result of strategic transactions aimed at enhancing EGRN's overall financial position and reinforcing long-term stability.

Current Assets

While the final amount of just compensation for the expropriation case is still being determined by the court, EGRN received an initial payment of ₱54.37 million from the National Grid Corporation of the Philippines (“NGCP”) in 2023. These proceeds were utilized to fund the Company’s planning and development activities, supporting the groundwork for future projects. Although the NGCP funds were fully allocated by year-end, resulting in a ₱7.8 million (92%) reduction in cash, they enabled the Company to maintain operational momentum and project readiness.

In 2024, receivables increased by ₱10.5 million (101%). EGRN allowed a temporary deferral of management fee payments to Everwoods Management and Development, Inc. (“EMDI”) by Forest Crest for services as part of their mutual agreement to support Forest Crest's operational plans.

The 62% or ₱755,000.00 decline in other assets is for prudent establishment of an allowance for Prepaid Taxes of EMDI, considering the current uncertainty surrounding the recoverability, demonstrating the Company’s conservative financial reporting approach.

Despite these adjustments, total current assets increased by ₱1.9 million or 9% in 2024, underscoring the Company’s continued improvement in liquidity and short-term financial strength.

Non-Current Assets

The fair market value of the Cebu lands increased by ₱44.6 million, as reflected in the December 2024 appraisal report conducted by an independent appraiser. This revaluation highlighted the continued appreciation of the Company’s real estate assets, reinforcing the strength of its investment portfolio.

In addition, a ₱2.4 million increase in Property and Equipment was recognized (1807%), following the reclassification of 2023 Advances to Suppliers into actual farm equipment acquired by Agriwave, which was deployed and utilized in 2024.

In 2023, EGRN also acquired parcels of land in Malubog, Cebu City, with a total purchase price of ₱9.8 million, payable in monthly installments from June 2023 to June 2024. These installment payments were initially recorded as Advances to Suppliers in 2023. As of year-end 2024, the land title transfer remains in process, and thus the asset has not yet been reclassified under Investments.

Furthermore, advance payments made to a contractor for the construction of a drip irrigation system by Agriwave were also recorded as Advances to Suppliers. By second half of 2024, these amounts had been fully transferred to either Property and Equipment or Expense accounts, contributing to a ₱5.3 million (35%) reduction in Other Assets.

Overall, despite these reclassifications and adjustments, Non-Current Assets grew by 1% in 2024, reflecting continued investments in long-term assets and infrastructure to support the Company’s strategic growth objectives.

Current Liabilities

Accounts Payable and Other Liabilities declined significantly by 78%, or approximately ₱20 million, because of the settlement of obligations with suppliers and the assignment of certain current liabilities to selected stockholders.

Income Tax Payable rose by 226%, driven by the increase in taxable income for 2024.

As a result, total Current Liabilities decreased by 50% or approximately ₱20 million.

Noncurrent Liabilities

The decrease in the bank loan balance in 2024 amounting to ₱13.9 Million (34%) stemmed from the regular monthly payments made in accordance with the Compromise Agreement entered with the lender bank. This reflected the Company's ongoing commitment to honor its financial obligations and improve its leverage position.

The increase in amounts of Due to Related Parties (₱42.5 Million or 21%) arose from the reclassification of certain payables to stockholders, as well as additional financial support extended by related parties. These advances were made to help meet the Company's operational cash requirements as Forest Crest temporarily defer its management fee remittances, which was mutually agreed upon. In a show of continued support, all related parties have agreed to defer collection until the Company is in a stronger financial position. Additionally, some stockholders have expressed intent to convert their receivables into "Deposits for Future Subscription," further demonstrating confidence in the Company's long-term prospects.

In 2024, the Company reversed provisions totaling ₱333.99 million following the expiration of the applicable prescription period, resulting in a significant gain recognized during the year.

The ₱54.4 million in other Noncurrent Liabilities recorded in 2023 represents the proceeds received from NGCP in relation to an expropriation case. This transaction was considered a forced sale, and with the just compensation still under judicial determination, it has not yet met the conditions required for recognition as a completed sale under an arm's length transaction. Accordingly, the proceeds have been recorded as a noncurrent liability, which will eventually be settled by transferring the land titles for the affected properties to NGCP once the court issues a final decision.

Stockholder's Equity

Total Equity increased by ₱369 million, representing a 12% growth, driven by the Company's improved profitability, and strengthened financial position.

FINANCIAL CONDITION

The Company's working capital position improved significantly, shifting from a negative ₱19.9 million to a positive ₱2.3 million, reflecting enhanced short-term liquidity. The remaining current liabilities were expected to be settled through future operating cash flows.

The current ratio improved to 1.11:1 in 2024, up from 0.50:1 in 2023, which signaled a stronger ability to meet short-term obligations.

As of December 31, 2024, the Company had no material capital expenditure commitments, aside from those incurred in the ordinary course of business. All major investments were projected after the Detailed Planning of the upcoming projects.

Furthermore, the Company was not aware of any trends, events, or uncertainties that have had or are reasonably likely to have a material impact on net sales, revenues, or income from continuing operations.

The Company also confirmed that it does not offer goods or services subject to significant seasonal variation, and therefore, seasonality did not materially affect its financial condition or operating results.

Year 2023 vs. Year 2022

Cause for Material Changes from Period to Period of the Income Statement

Total consolidated revenues in 2023 amounted to ₱11.6 Million while ₱10.3 Million in 2022. The 13% increase in management fee revenue from the hotel operations of Forest Crest and from the sales of agricultural products indicate that the tourism industry and the economy, in general, was recovering from the pandemic.

Direct costs amounted to ₱5.3 Million and ₱3.5 million in 2023 and 2022, respectively, which went to the labor costs, professional fees, supplies used in the farm, cost of orchids and other overhead expenses incurred by Agriwave and EGRN.

G&A expenses increased by 217% or by ₱17.4 million from ₱8.03 million in 2022 to ₱25.4 million in 2023. The climb was due to the ₱17.2 million Allowance for Doubtful Accounts recognized in the books of Agriwave for the Related Party Receivables. As of December 2023, the related party has no operations which triggered the recognition of Allowance for Doubtful Accounts.

Majority of expenses of EGRN went to the fees of professionals hired by the Company in preparation for the upcoming projects. The Agriwave farm also underwent rehabilitation works.

On the other hand, Interest Expense decreased by 10% as a result of the compromise settlement of the Company's long outstanding loan with the lender bank from ₱2.7 million in 2022 to ₱2.5 million in 2023.

Other Income was the gain in fair market value of the lands in Malubog, Cebu City. As the lands were booked as Investment Properties in EGRN, the Company hires an independent appraiser each year-end to determine the updated fair market value of the property. The increase in the fair market value of the lands was ₱85 million in 2023 and ₱551.6 million in 2022.

In 2023, the operations of the Company resulted in a net income of ₱63 million, while for 2022, it was ₱547 million.

Cause for material Changes from Period to Period of the Balance Sheet

Aside from the preparations being conducted by the Company for the finalization of details of the upcoming projects, EGRN also worked towards improving its working capital and cleaning up the balance sheet accounts. EGRN started this exercise in 2021 through the Dacion En Pago transaction, and the application for Quasi- reorganization with the SEC in 2022.

The major changes in the balance sheet in 2023 were due to the transactions made to further improve the financial position of the Company. There were also material changes brought by the expropriation case filed by NGCP against EGRN.

Current Assets

While the just compensation for the expropriation case is still being determined in the court, the NGCP has paid EGRN the amount of ₱54,369,000.

This amount financed the expenses of EGRN and its subsidiaries.

The ₱8.5 million in cash and cash equivalents in 2023 was the remaining cash from the NGCP proceeds.

The ₱10 million receivables in 2023 represented the Management Fee Receivable of EGRN and EMDI from Forest Crest.

Non-Current Assets

The fair market value of the Cebu lands increased by ₱84.6 million based on the appraisal report of an independent appraiser in December 2023. A minimal increase amounting to ₱133 thousand was recorded in the property and equipment due to the farm equipment purchased by Agriwave during the year.

EGRN bought parcels of land in Malubog, Cebu City worth ₱ 9.8 million to be paid by EGRN in 12 months starting June 2023 up to June 2024. The installment payments were initially recorded in the books as Other Current Assets. Moreover, the advance payments made to the contractor of Agriwave for the construction of the drip irrigation was also booked in Agriwave as Other Current Assets, resulting to its increase by ₱15 million.

Current Liabilities

Accounts Payable and Other Liabilities decreased by 95% or ₱531 million due to the assignment of the Current Liabilities to select stockholders.

Noncurrent Liabilities

The decrease in the bank loan resulted from the monthly payment in compliance with the Compromise Agreement with the lender bank.

The increase in Accounts Payable originated from the installment payable transactions by the Company on behalf of a related party.

The increase in the Due to Related Parties was caused by the transfer of payables to the stockholders. All the related parties agreed not to collect from EGRN until it has the capacity to pay. Some of the stockholders shall convert the receivables from EGRN to "Deposit for Future Subscription".

An estimate of the provision was based on known information at the reporting period, net of any estimated amount that may be reimbursed to the Company. The amount of provision is being reassessed at least on an annual basis to consider new relevant information. Provisions amounted to ₱333.99 million and ₱347.21 million as of December 31, 2023 and 2022, respectively. Provisions were classified as noncurrent as the process of settlement of these liabilities may be made beyond 12 months.

The Other Noncurrent Liabilities amounting to ₱54.4 million in 2023 represented the NGCP proceeds. The transaction was deemed as a forced sale transaction and since the just compensation is still being argued in the court, there is still no agreement and an arm's length sale transaction cannot be recorded yet. Instead, the NGCP proceeds were recorded as Noncurrent Liability which will be settled by EGRN through a transfer of the land titles for the affected areas.

Stockholder's Equity

Total Equity decreased by ₱63 million, from the 2023 amount of ₱3.08 billion.

FINANCIAL CONDITION

The working capital of the Company improved from negative ₱562.3 million to negative ₱19.9 million. The remaining liabilities were covered by the subsequent operations of the Company.

The current ratio increased from 0.02:1 in 2022 to 0.50:1 in 2023.

There were no material commitments in capital expenditures as of December 2023, other than those performed in the ordinary course of trade or business.

There were no other known trends, events, or uncertainties that have had or that were reasonably expected to have a material impact on the net sales, revenues, or income from continuing operations.

The Company had no goods or services that were subject to seasonal changes, which might have a material effect on the financial condition or results of Company's operations.

MARKET PRICE OF AND DIVIDENDS ON REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Market Information

The principal market of the Company's common equity is the Philippine Stock Exchange. Below are the quarterly stock prices for the 1ast two years and interim of the current year:

	2026		2025		2024		2023	
Quarter	High	Low	High	Low	High	Low	High	Low
First	0.04	0.035	0.235	0.229	0.27	0.26	0.255	0.241
Second	0.028	0.026	0.235	0.234	0.26	0.25	0.242	0.232
Third			0.218	0.217	0.26	0.25	0.285	0.275
Fourth					0.26	0.23	0.29	0.275

The last trading date for the second quarter was on June 30, 2026. Price per share was at ₱0.026.

HOLDERS

The number of stockholders of record as of June 30, 2026 was 5,545 Common shares outstanding as of the same date totaled 5 billion at P1 par value per share. Listed below are the top twenty (20) stockholders as of June 30, 2026:

Name of Stockholder	Shares (Sum)	% of Shares
CONSOLIDATED VENTURES INC.	7,960,000,000	31.84%
PCD NOMINEE CORPORATION (FILIPINO)	6,894,667,300	27.58%
GOTESCO PROPERTIES INC.	5,346,175,000	21.38%
GO, JOEL T.	1,193,362,990	4.77%
GO, JOSE C.	1,139,100,000	4.56%
GOTESCO INVESTMENTS INC.	525,000,000	2.10%
PCCI SECURITIES BROKERS CORP.	390,625,000	1.56%
GO, JONATHAN T.	325,000,000	1.30%
GO, JOHANN T.	325,000,000	1.30%
PCD NOMINEE CORPORATION (NON-FILIPINO)	135,424,250	0.54%
CHIH-HUI LI	50,000,000	0.20%
MING ZHENG YUAN	40,000,000	0.16%
KAW ANTONIO	38,500,000	0.15%
LING WANG BI	35,000,000	0.14%
MAN QUI YI	26,500,000	0.11%
SOLAR SECURITIES INC.	14,000,000	0.06%
MENDOZA ALBERTO*&/OR JEANIE C. MENDOZA	13,550,000	0.05%
DY, ROSALIND O.	12,500,000	0.05%
GO, EVELYN C.	11,856,575	0.05%
PHILIPPINE TA SECURITIES INC.	10,470,000	0.04%
OTHERS	513,268,885	2.05%
TOTAL	25,000,000,000	100.00%

DIVIDENDS

Dividend Policy

EGRN's current dividend policy is to declare and pay dividends taking into consideration the interests of the shareholders, the working capital, capital expenditures, and debt servicing requirements. The Company also takes into consideration the ability to meet loan covenant requirements in the declaration and payment of dividends. The declaration and payment of dividends in the future will depend upon the earnings, cash flow, and financial condition of the Company and other factors affecting the availability of unrestricted retained earnings, as prescribed under the Revised Corporation Code of the Philippines. The retention of earnings is necessary to meet the funding requirement of the business expansion and development programs. Cash dividends are subject to approval by the Company's Board. Other than the restrictions imposed by the Revised Corporation Code of the Philippines, there is no other restriction that limits the Company's ability to pay dividends on common equity. At present, the Company has not adopted a specific payout policy in terms of a fixed percentage of income or dividends.

Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board may determine and in accordance with law and applicable rules and regulations.

Declaration of Dividend - The Company and its subsidiaries, have not declared any dividend since the start of its commercial operation including the current year.

Recent Sales of Unregistered Securities

The Company and its subsidiary companies did not have any sale of securities which were not registered under the Revised Securities Act since its operation. Likewise, there were no sales of reacquired securities, as well as new issues, securities issued in exchange for property, services, or other securities and new securities resulting from the modification of outstanding securities.

BUSINESS AND GENERAL INFORMATION

Business Development

EGRN, the "Parent Company", together with its subsidiaries (collectively referred to as the "Group"), is a Philippine corporation primarily engaged in the acquisition, ownership, management, and disposition of real and personal properties and securities. As a holding company, it exercises ownership and voting rights over its investments and derives income therefrom while providing strategic direction to its subsidiaries through stock ownership. The Parent Company was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on September 27, 1994.

Following a series of corporate restructuring initiatives, the Group transitioned its business focus from mall operations and commercial space leasing to the eco-agri tourism and leisure sector.

On September 22, 2022, the Board of Directors (BOD) approved amendments to the Parent Company's Articles of Incorporation, including: (1) the change of its corporate name from Ever- Gotesco Resources and Holdings, Inc. to Everwoods Green Resources and Holdings, Inc.; (2) the revision of its primary corporate purpose; and (3) the transfer of its registered office address from 1958 Claro M. Recto Avenue, Manila, to 3/F Manila Real Residences, 1129 J. Natividad Lopez Street, Ermita, Manila.

These amendments were approved by the SEC on October 27, 2025. Following the approval, the Company began trading under the stock symbol "EGRN." On the same date, the SEC also approved the reduction of the Parent Company's authorized capital stock from ₱5.00 billion, consisting of 5.00 billion shares with a par value of ₱1.00 per share, to ₱2.50 billion, consisting of 25.00 billion shares with a par value of ₱0.10 per share.

Subsequently, on November 7, 2025, the BOD approved an equity restructuring program designed to strengthen the Group's capital structure and eliminate accumulated deficits amounting to ₱1.47 billion as of December 31, 2024. As part of this restructuring, the Parent Company recognized Additional Paid-in Capital (APIC) of ₱2.50 billion and recorded a corresponding decrease in capital stock. The SEC approved the equity restructuring, including the offsetting of accumulated deficits against APIC, on February 18, 2026

As of December 31, 2025 and 2024, the Parent Company's common shares were held by 5,547 and 5,559 shareholders, respectively.

EGRN discontinued its mall and cinema operations in 2017. In 2021, the Company embarked on a strategic transformation into the agri-eco-tourism sector through the acquisition of the net assets of EMDI and Agriwave, which currently oversees the Group's eco-tourism and agricultural production activities.

As part of this transition, the Group launched plans in 2022 to develop a bamboo-based eco-tourism destination in Cebu known as "Bambusay." The project envisions the establishment of a bamboo park and complementary recreational facilities. Master planning and pre-feasibility studies were completed in 2023, followed by various preparatory activities, including technical evaluations, site surveys, and feasibility assessments.

AI is presently in the research and development stage of its tissue culture laboratory operations, which commenced in 2024 and continued through 2025. Trial cultivation activities involving tissue-cultured ornamental plants, orchids, and selected fruit-bearing species have been initiated. As these activities remain in the developmental phase, they have contributed to AI's operating losses during the period. Nevertheless, Management believes that once the production processes are fully established and scaled, these initiatives will generate sustainable revenues and support the Group's long-term growth objectives.

In line with the Group's corporate restructuring efforts and its objective of consolidating investment properties under the Parent Company, GTMDI was placed under liquidation following approval by its Board of Directors and stockholders on September 13, 2024. The Philippine Securities and Exchange Commission (SEC) subsequently issued a Certificate of Shortening of Corporate Term on November 15, 2024. On April 7, 2025, GTMDI transferred ownership of certain land parcels to the Parent Company through a dación en pago transaction amounting to ₱204.39 million in settlement of outstanding advances. GTMDI completed its liquidation process in June 2025.

In response to evolving market trends and changing consumer preferences, the Group intends to develop and operate a diversified portfolio of location-based entertainment facilities and services throughout the Philippines. These include amusement parks, theme parks, family entertainment centers, and experiential learning attractions. Bamboo farming remains an integral component of the Group's master plan and will be strategically incorporated into selected areas of its Cebu properties to enhance visitor experiences while promoting environmental sustainability and ecological balance.

Management believes that the attractions and eco-tourism industries offer significant opportunities for revenue diversification and long-term value creation. These initiatives are expected to provide funding for future expansion projects and generate reasonable returns for shareholders.

Plan of Operations for the Next Twelve (12) Months

Over the next twelve (12) months, Agriwave will continue the propagation and cultivation of high-value plant varieties through its tissue culture laboratory and farm operations. The laboratory is currently fully constructed and operational, with activities focused on the production and acclimatization of tissue-cultured planting materials. Since tissue-cultured plants generally require at least 360 days from propagation before they become commercially saleable, the Company expects that plants propagated during 2025 will begin generating revenues in 2027.

During the next twelve-month period, operations will primarily involve the continued multiplication, cultivation, maintenance, and monitoring of tissue-cultured ornamental plants, orchids, and selected high-value fruit-bearing species. These activities are intended to build sufficient biological inventory to support future commercial sales once the plants reach marketable maturity.

The Company's operational focus is on optimizing existing tissue culture propagation techniques and increasing the production capacity of commercially viable, high-value plant varieties to meet anticipated market demand.

The tissue culture laboratory and related farm facilities have already been completed and are fully operational. Accordingly, no significant capital expenditures are expected during the next twelve (12) months. Planned expenditures will primarily consist of ordinary operating expenses, including personnel costs, laboratory consumables, utilities, maintenance of laboratory and farm facilities, cultivation materials, and other routine administrative and operating costs necessary to sustain production activities.

Management expects that the Company's working capital requirements during the next twelve (12) months will continue to be supported by advances from related parties as necessary. The Company does not anticipate incurring interest-bearing loans or other debt financing during the period, as management believes that existing funding arrangements with related parties will be sufficient to finance its anticipated operating requirements until commercial revenues are generated.

Management remains confident that, upon the maturation and commercialization of the tissue-cultured plants, Agriwave will begin generating operating revenues, which are expected to contribute positively to the Group's long-term financial performance and support its strategic objective of establishing a sustainable eco-agri business.

Business of Issuer

Description of Registrant Products

EGRN, through its subsidiaries, manages a resort hotel and cultivates high-value crops and orchids. Agriwave, one of its subsidiaries, operates a tissue culture laboratory producing high-value plants and crops, and also shall also serve as an educational center to raise awareness on agriculture and plant propagation.

As EGRN moves to the attractions sector, its unique proposition is to offer world-class adventure and entertainment facilities by collaborating with proven international suppliers to ensure quality and safety. The attractions will be aligned with the natural characteristics of its environment and will be provided with modern amenities for the comfort of customers. The Company wants to be a frontrunner in educating the Filipinos, especially the youth, to enjoy the outdoors for a healthier and well-rounded personality, especially in this age of electronic gadgets.

Competition

The growing population of the country supports the increasing demand for basic necessities, particularly food. Self-sufficiency was likewise highlighted when the pandemic struck. This opens opportunities for bigger scale production which the Company will take advantage of.

The market for tissue culture laboratories in the Philippines remains relatively specialized, with competition coming primarily from academic institutions, government research facilities, and a limited number of private enterprises. Most competitors focus on specific plant varieties or serve niche markets, creating opportunities for Agriwave to differentiate itself through the large-scale production of high-value crops and orchids, coupled with its educational and tourism-oriented initiatives.

The advantage of Forest Crest is its strategic location which is right after the Tagaytay-Nasugbu boundary etc.

As for the Cebu Project, there are certainly other facilities in the Philippines that the Company will face. Each of these competitors offers different experiences that can overlap with the attractions and eco-tourism market that EGRN is targeting. Understanding the strengths and offerings of these competitors will be crucial in differentiating EGRN's projects.

Customers

The general public in the National Capital Region and those in CALABARZON are the primary targets of agricultural products. But the Company expands its market throughout the country by partnership with distributors and thus intensifying its social media marketing efforts.

A tissue culture laboratory primarily serves commercial nurseries, agribusinesses, farmers, landscapers, government agencies, research institutions, and exporters seeking high-quality, disease-free, and uniform planting materials. Agriwave aims to build strong partnerships with these organizations to supply premium plants, support sustainable agriculture, and promote wider adoption of modern propagation techniques.

Forest Crest's major customers are companies holding teambuilding, conferences and other outdoor activities mostly in collaboration with event organizers and tour coordinators. Families on vacation, celebrations of important occasions and leisure travelers seeking relaxation likewise make up its market.

The customers of the attractions industry in the Philippines are diverse, spanning various demographics and interests. Key customer segments include local individuals and families, domestic and international tourists, business corporations and institutional markets.

Transactions with and/or dependence on related parties

The Company and its subsidiaries had some cash advances from related parties as disclosed in the audited financial statements.

Patents, trademarks, licenses, franchises, concessions and royalty agreements.

During the past three years the Company and its subsidiaries had no transactions related to the above.

Need for any governmental approval of principal products or services

No principal product or services that the Company has introduced needed that governmental approval.

Effects of existing or probable governmental regulations on the business

Aside from the strict implementation of quarantine procedures in the past years which has directly affected the generated revenues, the Company and its subsidiaries are not aware of any material effect of government regulations on their respective businesses.

Amount spent for research and development activities.

The Company is currently engaged in research and development activities through its Tissue Culture Laboratory, focusing on the propagation and production of high-value ornamental plants, orchids, and selected fruit-bearing species. These activities involve the development and refinement of tissue culture techniques and cultivation processes to produce high-quality, disease-free planting materials for future commercial operations. While the project remains in its developmental stage and continues to incur research and development costs, Management believes that its successful implementation and commercialization will support the Company's long-term growth and revenue generation objectives.

Cost and effects of compliance with environmental laws

EGRN and its subsidiaries meet all government, environment, health and safety requirements.

Employees

EGRN and subsidiaries have the following manpower under its payroll:

	2026 (June)	2025	2024	2023	2022
Executive	-	-	-	-	-
Manager	2	2	2	2	2
Officer	-	-	-	-	-
Rank and File	22	21	13	5	9
Total	**24**	**23**	**15**	**7**	**11**
Administrative	-	-	-	-	-
Operations	22	21	13	5	9
Finance and Accounting	2	2	2	2	2
Total	**24**	**23**	**15**	**7**	**11**

Employees of the Company and its subsidiaries have not formed nor are they subject to any collective bargaining agreements. Wage increases are based from the legislated wage orders or based on meritorious work performances.

(b) Additional Requirements as to Certain Issues or Issuers Debt Issues

EGRN has been in business since 1995. Total consolidated net worth as of December 31, 2025 amounted to P3.5 billion. EGRN does not engage in unsecured bonds or securities.

Description of Property

Land

Land holdings of EGRN and subsidiaries as of December 31, 2025 include:

1. Eleven (11) parcels of land with a total area of 796,275 square meters, more or less, situated in the barrios of Babag and Malubog, City of Cebu. These lots were acquired as settlement of its receivables from various affiliates in the latter part of 2021.

2. Two (2) parcels of land with a total area of 49,731 square meters, more or less, situated in the barrios of Babag and Malubog, City of Cebu. These lots were acquired from GTMDI as full settlement of its payables to EGRN in 2025.

3. One (1) parcel of land with a total area of 5,752 square meters, more or less, situated in the barrios of Babag and Malubog, City of Cebu. This lot was acquired from a private individual and transferred to the Company in 2025.

Properties under lease agreements

Subsidiaries have the following lease agreements as of December 31, 2025:

1. A contract of lease was entered into by EMDI commencing on December 16, 2021 for parcels of land together with building and improvements located at Km. 72, Nasugbu, Batangas, known as the Forest Crest Nature Hotel and Resort.

2. Agriwave Inc. also has an existing contract of lease commencing on December 16, 2021 for parcels of land and improvements located at Km. 72, Nasugbu, Batangas.

Legal Proceedings

Garnishment of Cash and Receivables - *Bangko Sentral ng Pilipinas (BSP) vs. Orient Commercial Banking Corporation*

The Company, together with other affiliated companies were served a “Notice of Garnishment on Lease/Rental Payments” issued by the RTC of Manila Branch 12, last January 27, 2000, in relation to a civil case complaint by the BSP.

In summary, the BSP filed a case of sum of money against Orient Commercial Banking Corporation (OCBC) and other affiliate corporations of Gotesco. As a provisional remedy, BSP prayed for the granting of a writ of preliminary attachment against OCBC and other companies to which the Board of Directors of OCBC has substantial interest, including EGRN and GTMDI, which the Court granted. OCBC, EGRN, GTMDI and other companies filed a Petition for Certiorari with the Court of Appeals which ruled in favor of OCBC and other defendants. BSP filed a Petition before the Supreme Court, but before it could rule on it, the parties entered into a Compromise Agreement which was consequently, approved by the RTC. Said Compromise Agreement has effectively lifted the writ of preliminary attachment and the whole obligation shall be settled on staggered basis.

BSP filed a motion for execution which was granted by the RTC.

EGRN et. al., filed a Motion for reconsideration but was denied. The case was elevated to the Court of Appeals, which was eventually denied with finality.

In view of the foregoing, Zamora and Poblador Law Office has been hired since last year and they are preparing the filing of a Motion for Accounting and/ or Inventory of Assets subject of Garnishment before the RTC.

National Grid Corporation of the Philippines
v. Ever-Gotesco Resources and Holdings, Inc. (EGRN), et al.
Special Civil Action No. R-CEB-22-0241-SC

For: Expropriation with Urgent Prayer for Issuance of Writ of Possession

On February 9, 2023, summons with a copy of the Amended Complaint were served on the representatives of EGRN on the matter of expropriation filed by the NGCP against the corporation and various named individuals. The properties involve some lands owned by EGRN in Brgys. Malubog and Babag, Cebu City beside the Kang-Irag Golf Course.

NGCP contends that there is a need to construct a transmission system through the properties of EGRN. It stated that the undertaking is for public use and it is part of the Cebu-Magdugo 230kV Transmission Line, a component of the Cebu-Negros-Panay 230kV Backbone Stage 3.

NGCP intends to expropriate portions of six (6) parcels of land owned by EGRN, measuring 48,908 square meters.

After the filing of the requisite Answer, the Court mandated the parties to nominate a panel of commissioners for determination of just compensation. The court assigned the Clerk of Court as one of the commissioners, NGCP nominated the Cebu City Assistant Assessor, and EGRN named Dr. Tomasito Academia.

The case is still pending resolution by the court.

FIVE (5) KEY PERFORMANCE INDICATORS

The table below and the profit and loss determinants, earnings/loss per share and liquidity position set forth the comparative key performance indicators of the Company and its majority-owned subsidiaries.

	Jun. 2026	Mar. 2026	End- Dec. 2025	End- Dec. 2024
Current Ratio	1:67: 1:00	1:51: 1:00	1:59: 1:00	1:11: 1:00
Debt to Assets Ratio	0.09: 1:00	0.09: 1:00	0.09: 1:00	0:09: 1:00
Net Profit Ratio	-9.13%	-181.91%	853.00%	3.10%
Return on Equity	-0.01%	-0.12%	3.00%	11.00%
Return on Assets	-0.01%	-0.11%	3.00%	10.00%

Manner of calculating the above indicators is as follows:

Current Ratio $\frac{\text{Current Assets}}{\text{Current Liabilities}}$

Debt to Assets Ratio $\frac{\text{Total Liabilities}}{\text{Total Assets}}$

Net Profit Ratio $\frac{\text{Net income for the period}}{\text{Net revenues for the period}}$

Return on equity $\frac{\text{Net Income}}{\text{Total Equity}}$

Return on Assets $\frac{\text{Net Income}}{\text{Total Assets}}$

The key operating performance indicators which remain to be the profit and loss determinants, earnings/losses per share and liquidity position of the Company and its wholly owned subsidiaries are discussed hereunder.

1. Revenue – Consist of revenue of subsidiaries

	FOR THE YEAR		
	(In Million Pesos)		
	2025	**2024**	**2023**
Agro- business revenue	2.00	1.60	1.30
Management Fee	9.70	10.30	10.40
Other Income	106.20	377.90	84.90
Total	**117.90**	**389.80**	**96.60**

2. Cost Effective Measures - During the year ended 2025 and 2024, the Company has been able to control and manage costs to minimum effective levels.

2025
(in million Pesos)

	Agro- Business	Management	M all	Total
Revenues	2.00	9.7		11.70
Direct Cost	(9.10)			(9.10)
General and administrative expenses	(6.10)	(0.80)		(6.90)
Interest expense			(1.40)	(1.40)
Other income (charges)	106.20			106.20
Total	**93.00**	**8.90**	**(1.40)**	**100.50**

2024
(in million Pesos)

	Agro- Business	Management	M all	Total
Revenues	1.60	10.3		11.90
Direct Cost	(9.80)			(9.80)
General and administrative expenses	(6.50)	(1.40)		(7.90)
Interest expense			(2.10)	(2.10)
Other income (charges)	377.90			377.90
Total	**363.20**	**8.90**	**(2.10)**	**370.00**

3. Net Operating Profit – The Company's total revenue less the direct cost & expenses and General & Administrative expenses.

	FOR THE YEAR (In Million Pesos)		
	2025	2024	2023
Income	11.70	11.9	11.6
Income (Loss) from Operation	100.5	370	63.2
Percentage	n/a	n/a	n/a

4. Earnings Per Share – Earnings/ (Loss) per share for 2025 is ₱0.00, 2024 is ₱0.02, and ₱0.00 in 2023. The earnings per share is calculated by dividing the Net Income by the weighted number of shares outstanding. The earnings per share for the years ended December 31, 2024 and 2023 were restated as if the increase in number of shares resulting from the quasi reorganization has been in effect since January 1, 2023. There were no factors that would have dilutive effects on the Earnings per share.

5. Liquidity Position – Current ratio is 1.59:1, 1.11:1, and 0.50:1 as of December 31, 2025, 2024 and 2023 respectively

Other relevant discussions

Known Trends, Events or Uncertainties

The Group continues to monitor global economic conditions and geopolitical developments that may affect its operations. Rising fuel prices and inflationary pressures have resulted in higher transportation, utility, and raw material costs, increasing the Group's operating expenses.

These economic conditions may also affect consumer spending on leisure and tourism activities, which could impact demand for the EGRN's hospitality and tourism-related businesses. Management continues to implement cost-control measures and monitor market conditions to mitigate the effects of these uncertainties while pursuing its long-term growth strategies.

Except as discussed in the foregoing results of operations and financial conditions, there are no known:

a. events that will trigger direct or contingent financial obligations that are material to the Company nor are there any other obligations in which the Company may incur default or the acceleration thereof during the year;

b. material off-balance sheet transactions, arrangements, obligations real or contingent, nor were there any relationships of the Company with unconsolidated entities, or other persons entered into or created during the year under review.

Discussion on Compliance with Leading Practice on Corporate Governance

Compliance with SEC Memorandum Circular No. 6 dated June 22, 2009 as well as all relevant Philippine Stock Exchange Circulars on Corporate Governance has been monitored.

The Company has already submitted its revised Corporate Governance Manual and complied with the leading practices and principles on good corporate governance.

EGRN also complied with the appropriate self-rating assessment and performance evaluation to determine and measure the compliance with the Manual.

Any deviations, if any with the Manual on Corporate Governance were properly explained and reasons thereof were properly indicated.

In addition, the Company continuously monitors all relevant PSE and SEC Circulars on Corporate Governance that may be used to improve its Manual for Corporate Governance.

In 2023, 2024 and 2026, the Directors and key officers of the Corporation attended a seminar on Corporate Governance as required under its Manual on Corporate Governance.

UNDERTAKING

UPON THE WRITTEN REQUEST OF A STOCKHOLDER, THE COMPANY UNDERTAKES TO FURNISH SAID STOCKHOLDER WITH A COPY OF THE COMPANY'S ANNUAL REPORT (SEC FORM 17-A) FREE OF CHARGE. ANY WRITTEN REQUEST FOR A COPY OF THE ANNUAL REPORT SHALL BE ADDRESSED AS FOLLOWS:

ATTENTION: ATTY. CHRISTINE P. BASE
CORPORATE SECRETARY
EVERWOODS GREEN RESOURCES AND HOLDINGS, INC.
3F MANILA REAL RESIDENCES 1129 NATIVIDAD LOPEZ ST. ERMITA, MANILA

Annex A.

Legal Proceedings

As of the reporting period, the Company is involved in only two pending legal cases. To address and manage these matters, the Company has engaged competent legal counsels who are actively handling the proceedings with the objective of securing a timely and appropriate resolution. EGRN has hired Zamora and Poblador Law Offices as legal counsel for the garnishment case, while Atty. Bonifacio Valencia handles the case against NGCP.

Garnishment of Cash and Receivables - Bangko Sentral ng Pilipinas ("BSP") vs. Orient Commercial Banking Corporation

The Company, together with other affiliated companies were served a "Notice of Garnishment on Lease/Rental Payments" issued by the RTC) of Manila Branch 12, last January 27, 2000, in relation to a civil case complaint by the BSP.

In summary, the BSP filed a case of sum of money against Orient Commercial Banking Corporation (OCBC) and other affiliate corporations of Gotesco. As a provisional remedy, BSP prayed for the granting of a writ of preliminary attachment against OCBC and other companies to which the Board of Directors of OCBC has substantial interest, including EGRN and GTMDI, which the Court granted. OCBC, EGRN, GTMDI and other companies filed a Petition for Certiorari with the Court of Appeals which ruled in favor of OCBC and other defendants. BSP filed a Petition before the Supreme Court, but before it could rule on it, the parties entered into a Compromise Agreement which was consequently, approved by the trial Court. Said Compromise Agreement has effectively lifted the writ of preliminary attachment and the whole obligation shall be settled on staggered basis.

BSP filed a motion for execution which was granted by the RTC.

EGRN et. al., filed a Motion for reconsideration but was denied. The case was elevated to the Court of Appeals which was eventually denied with finality.

In view of the foregoing, Zamora and Poblador Law Office has been hired since last year, and they are now preparing the filing of a Motion for Accounting and/ or Inventory of Assets subject of Garnishment before the RTC.

National Grid Corporation of the Philippines (“NGCP”)
v. Ever-Gotesco Resources and Holdings, Inc. (EGRN), et al.
Special Civil Action No. R-CEB-22-0241-SC

For: Expropriation with Urgent Prayer for Issuance of Writ of Possession

On February 9, 2023, summons with a copy of the Amended Complaint was served on the representatives of EGRN on the matter of expropriation filed by the NGCP against the corporation and various named individuals. The properties involve some lands owned by EGRN in Brgys. Malubog and Babag, Cebu City beside the Kang-Irag Golf Course.

NGCP contends that there is a need to construct a transmission system through the properties of EGRN. It stated that the undertaking is for public use and it is part of the Cebu-Magdugo 230kV Transmission Line, a component of the Cebu-Negros-Panay 230kV Backbone Stage 3.

NGCP intends to expropriate portions of six (6) parcels of land owned by EGRN, measuring 48,908 square meters.

After the filing of the requisite Answer, the Court mandated the parties to nominate a panel of commissioners for determination of just compensation. The court assigned the Clerk of Court as one of the commissioners, NGCP nominated the Cebu City Assistant Assessor, and EGRN named Dr. Tomasito Academia.

The case is still pending resolution by the court.