CR06261-2026

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended
   Jun 30, 2026
2. SEC Identification Number
   CS201627300
3. BIR Tax Identification No.
   009-468-103
4. Exact name of issuer as specified in its charter
   SP New Energy Corporation
5. Province, country or other jurisdiction of incorporation or organization
   Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
   Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City, Second District, National Capital Region, Philippines
   Postal Code
   1604
8. Issuer's telephone number, including area code
   0284641630
9. Former name or former address, and former fiscal year, if changed since last report
   N.A.
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	50,073,050,000

11. Are any or all of registrant's securities listed on a Stock Exchange?
    - (selected) Yes
    - No

    If yes, state the name of such stock exchange and the classes of securities listed therein:
    Common shares; The Philippine Stock Exchange, Inc.
12. Indicate by check mark whether the registrant:

    (a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports)

    - (selected) Yes
    - No

(b) has been subject to such filing requirements for the past ninety (90) days

Yes No

GEN Renewables SP New Energy Corporation

SP New Energy Corporation
SPNEC

PSE Disclosure Form 17-2 - Quarterly Report
References: SRC Rule 17 and
Sections 17.2 and 17.8 of the Revised Disclosure Rules

For the period ended	Jun 30, 2026
Currency (indicate units, if applicable)	PhP

Balance Sheet

	Period Ended	Fiscal Year Ended (Audited)
	Jun 30, 2026	Dec 31, 2025
Current Assets	14,847,728,242	21,604,061,734
Total Assets	223,090,417,428	199,644,983,143
Current Liabilities	12,717,438,564	18,704,477,698
Total Liabilities	124,671,111,936	102,448,736,141
Retained Earnings/(Deficit)	-294,808,679	-154,356,588
Stockholders' Equity	98,419,305,492	97,196,247,002
Stockholders' Equity - Parent	86,512,281,442	85,722,948,086
Book Value per Share	1.96	1.94

Income Statement

	Current Year (3 Months)	Previous Year (3 Months)	Current Year-To-Date	Previous Year-To-Date
Gross Revenue	905,384,527.54	377,573,036.00	1,333,010,656.62	713,177,719.00
Gross Expense	-562,774,787.55	-192,264,089.00	-917,709,761.96	-436,510,838.52
Non-Operating Income	62,324,398.12	-180,910,452.00	305,590,310.82	-102,190,547.89
Non-Operating Expense	-209,955,312.72	-172,888,245.00	-377,899,774.38	-290,932,381.00
Income/(Loss) Before Tax	194,978,825.39	-168,489,750.00	342,991,431.10	-116,456,049.00
Income Tax Expense	-97,532,409.59	-52,896,789.00	-185,643,227.16	-120,007,667.00
Net Income/(Loss) After Tax	97,446,415.80	-221,386,540.00	157,348,203.94	-236,463,715.00
Net Income Attributable to Parent Equity Holder	-97,374,324.24	-241,866,381.00	-140,452,091.29	-366,118,556.00
Earnings/(Loss) Per Share (Basic)	-0	-0	-0	-0.01
Earnings/(Loss) Per Share (Diluted)	-0	-0	-0	-0.01

	Current Year (Trailing 12 months)	Previous Year (Trailing 12 months)
Earnings/(Loss) Per Share (Basic)	-0.08	-0.04
Earnings/(Loss) Per Share (Diluted)	-0.08	-0.04

Other Relevant Information
Please see attached SEC Form 17-Q.

Filed on behalf by:

Name	Jo Marianni Ocampo-Jalbuena
Designation	Corporate Secretary

COVER SHEET

CS201627300

S.E.C. Registration Number

SP NEW ENERGY CORPORATION

(formerly Solar Philippines

Nueva Ecija Corporation)

(Company's Full Name)

Rockwell Business Center,

Ortigas Avenue, Barangay

Ugong, Pasig City 1604

(Business Address of the Company)

Jo Marianni P. Ocampo-Jalbuena

Contact Person

0917-5607351

Company Telephone Number

12 31

Month Day

Fiscal Year

SEC Form 17-Q

Form Type

1st Monday of May each year

Regular Meeting

Certificate of Permit to Offer Securities for Sale (Pursuant to SEC MSRD Order No. 87, Series of 2021)

Secondary License type, if applicable

MSRD/CMD/ICTD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be Accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

Remarks = Pls. use black ink for scanning purposes.

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-Q

QUARTERLY REPORT PURSUANT TO SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17(2)(b) THEREUNDER

1. For the quarterly period ended **30 June 2026**

2. Commission Identification No. **CS201627300**

3. BIR Tax Identification No. **009-468-103-00000**

SP NEW ENERGY CORPORATION
4. Exact name of issuer as specified in its charter

Metro Manila, Philippines
5. Province, country, or other jurisdiction of incorporation or organization

6. Industry Classification Code: [ ] (SEC Use Only)

Rockwell Business Center, Ortigas Avenue, Barangay Ugong, Pasig City 1604, Philippines
7. Address of Issuer's principal office and postal code

+63 (2) 8464-1630
8. Issuer's telephone number, including area code

N.A.
9. Former name, former address, and former fiscal year, if changed since last report

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	**50,073,050,000***

**Note:* *The Company's voting stock is composed of 50,073,050,000 common shares. Out of the 50,073,050,000 shares, 8,124,350,005 common shares are registered with the Securities and Exchange Commission ("SEC"). The rest of the shares were exempt from the registration requirement under the Securities Regulation Code at the time of their issuance.*

11. Are any or all of the securities listed on a stock exchange?

Yes [√] No [ ]

If yes, state the name of such stock exchange and the class/es of securities listed therein:

The common shares of the Issuer are listed on The Philippine Stock Exchange, Inc.

12. Indicate by checkmark whether the registrant:

a. Has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Section 11 of the RSA and RSA Rule 11(a)-1 thereunder and Sections 26 and

141 of the Corporation Code of the Philippines during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports):

Yes [√] No [ ]

b. Has been subject to such filing requirements for the past ninety (90) days:

Yes [√] No [ ]

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Attached hereto are the following:

- Interim Condensed Consolidated Statements of Financial Position **(Exhibit 1)**
- Interim Condensed Consolidated Statements of Comprehensive Income **(Exhibit 2)**
- Interim Condensed Consolidated Statements of Changes in Equity **(Exhibit 3)**
- Interim Condensed Consolidated Statements of Cash Flows **(Exhibit 4)**
- Notes to Interim Condensed Consolidated Financial Statements **(Exhibit 5)**

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Please see **Exhibit 6**

Item 3. Aging of Accounts Receivable

Please see **Exhibit 7**

Item 4. Schedule of Financial Soundness Indicators

Please see **Exhibit 8**

PART II – OTHER INFORMATION

The Issuer is not in possession of any information which may, at its option, be reported under this item and which would otherwise be required to be filed in a report on SEC Form 17-C.

[Signature page follows]

SIGNATURE

Pursuant to the requirements of the SRC, the Issuer has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

SP NEW ENERGY CORPORATION

By:

ALICIA G. BRION
Treasurer, Chief Financial Officer,
and Chief Risk Officer

Date: **14 August 2026**

EXHIBIT "1"

SP NEW ENERGY CORPORATION AND SUBSIDIARIES

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at June 30, 2026
(Amounts in Thousands, With Comparative Audited Figures as at December 31, 2025)

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
ASSETS		
Current Assets		
Cash and cash equivalents (Note 3)	**₱8,572,883**	₱7,645,664
Trade and other receivables (Note 4)	**5,015,836**	12,793,752
Derivative asset	**648,833**	524,163
Due from related parties	**143,298**	337,390
Other current assets (Note 5)	**466,878**	303,093
Total Current Assets	**14,847,728**	21,604,062
Noncurrent Assets		
Property, plant and equipment (Note 6)		
At cost	**108,251,967**	89,855,352
At revalued amount	**63,519,200**	62,542,331
Deposits for land acquisition (Note 7)	**5,096,670**	3,536,444
Intangible assets	**13,261,892**	13,261,892
Deferred income tax assets - net	**9,291**	32,361
Other noncurrent assets (Note 8)	**18,103,669**	8,812,541
Total Noncurrent Assets	**208,242,689**	178,040,921
TOTAL ASSETS	**₱223,090,417**	₱199,644,983
LIABILITIES AND EQUITY		
Current Liabilities		
Current portions of:		
Long-term debt (Note 10)	**₱199,490**	₱218,380
Lease liabilities	**14,273**	22,428
Short-term loans (Note 10)	**1,037,344**	9,588,250
Trade and other payables (Note 9)	**7,152,499**	4,535,584
Income tax payable	**104,558**	132,228
Due to related parties	**390,059**	387,393
Provisions (Note 17)	**3,819,215**	3,820,215
Total Current Liabilities	**12,717,438**	18,704,478
Noncurrent Liabilities		
Noncurrent portions of:		
Long-term debt (Note 10)	**96,297,840**	68,323,754
Lease liabilities	**367,966**	376,067
Deferred income tax liabilities	**15,206,703**	14,960,169
Other noncurrent liabilities	**81,166**	84,268
Total Noncurrent Liabilities	**111,953,675**	83,744,258
TOTAL LIABILITIES	**₱124,671,113**	₱102,448,736

(Forward)

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Equity Attributable to Equity Holders of the Parent Company		
Common stock	**₱5,007,305**	₱5,007,305
Preferred stock	**194,042**	194,042
Additional paid-in capital	**19,794,017**	19,794,017
Treasury stock (Note 1)	**(194,042)**	–
Equity reserve	**20,053,030**	20,053,030
Revaluation surplus - net (Note 6)	**41,092,851**	40,557,961
Cashflow hedge reserve (Note 14)	**859,887**	270,950
Deficit	**(294,810)**	(154,358)
	86,512,280	85,722,947
Non-controlling interests (NCI; Note 2)	**11,907,024**	11,473,300
Total Equity	**98,419,304**	97,196,247
TOTAL LIABILITIES AND EQUITY	**₱223,090,417**	₱199,644,983

See accompanying Notes to Unaudited Interim Condensed Consolidated Financial Statements.

EXHIBIT “2”

SP NEW ENERGY CORPORATION AND SUBSIDIARIES

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Thousands)

	Three-Month Periods Ended June 30		Six-Month Periods Ended June 30	
	2026	2025	**2026**	2025
REVENUE FROM SALE OF ELECTRICITY (Note 2)	**₱905,385**	₱377,573	**₱1,333,011**	₱713,178
COST OF SALE OF ELECTRICITY (Note 11)	**(314,509)**	(132,929)	**(500,938)**	(257,031)
GROSS PROFIT	**590,876**	244,644	**832,073**	456,147
GENERAL AND ADMINISTRATIVE EXPENSES (Note 12)	**(248,266)**	(59,335)	**(416,772)**	(179,480)
FINANCE COSTS (Note 10)	**(209,956)**	(172,888)	**(377,900)**	(290,932)
OTHER INCOME (CHARGES) - Net (Note 13)	**62,325**	(180,911)	**305,590**	(102,191)
INCOME (LOSS) BEFORE INCOME TAX	**194,979**	(168,490)	**342,991**	(116,456)
PROVISION FOR (BENEFIT FROM) INCOME TAX	**(97,532)**	(52,897)	**(185,643)**	(120,008)
NET INCOME (LOSS)	**₱97,446**	(₱221,387)	**₱157,348**	(₱236,464)
Net income (loss) attributable to:				
Equity holders of the Parent Company	**(₱97,374)**	(₱241,867)	**(140,452)**	(₱366,119)
Non-controlling interests (Note 2)	**194,820**	20,480	**297,800**	129,655
	(₱97,446)	(₱221,387)	**₱157,348**	(₱236,464)
Basic/Diluted Earnings (Loss) Per Share (Note 15)	**(₱0.0019)**	(₱0.0044)	**(₱0.0028)**	(₱0.0073)

See accompanying Notes to Consolidated Financial Statements.

SP NEW ENERGY CORPORATION AND SUBSIDIARIES

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in Thousands)

	Three-Month Periods Ended June 30		Six-Month Periods Ended June 30	
	2026	2025	**2026**	2025
NET INCOME (LOSS)	**₱97,446**	(₱221,387)	**₱157,348**	(₱236,464)
OTHER COMPREHENSIVE INCOME (LOSS)				
Other comprehensive income (loss) not to be reclassified to profit or loss in subsequent periods				
Revaluation increment on land - net of tax (Note 6)	**534,890**	8,053	**534,890**	8,053
Cashflow hedge reserve (Note 14)	**(44,141)**	(773,813)	**981,562**	(1,462,607)
TOTAL COMPREHENSIVE INCOME (LOSS)	**588,195**	(987,147)	**₱1,673,800**	(₱1,691,018)
Total comprehensive income attributable to:				
Equity holders of the Parent Company	**₱591,664**	(₱1,007,627)	**₱983,375**	(₱1,820,673)
Non-controlling interests	**(3,469)**	20,480	**690,425**	129,655
	₱588,195	(₱987,147)	**₱1,673,800**	(₱1,691,018)

See accompanying Notes to Unaudited Interim Condensed Consolidated Financial Statements

SP NEW ENERGY CORPORATION AND SUBSIDIARIES

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2026, AND 2025

(Amounts in Thousands)

	Equity Attributable to Equity Holders of the Parent Company										
	Common Stock	**Preferred Stock**	**Additional Paid-in Capital**	**Treasury Stock** (Note 1)	**Equity Reserve** (Note 2)	**Revaluation Surplus** (Note 6)	**Cash Flow Hedge Reserve** (Note 14)	**Retained Earnings (Deficit)**	**Total**	**Non-controlling Interests** (Note 2)	**Total**
Balance at January 1, 2026	**₱5,007,305**	**₱194,042**	**₱19,794,017**	**₱–**	**₱20,053,030**	**₱40,557,961**	**₱270,950**	**(₱154,358)**	**₱85,722,947**	**₱11,473,300**	**₱97,196,247**
Payment of a subsidiary's dividends to NCI (Note 2)	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**–**	**(256,700)**	**(256,700)**
Redemption of preferred shares (Note 1)	**–**	**–**	**–**	**(194,042)**	**–**	**–**	**–**	**–**	**(194,042)**	**–**	**(194,042)**
Total comprehensive income for the period	**–**	**–**	**–**	**–**	**–**	**534,890**	**588,937**	**(140,452)**	**983,375**	**690,425**	**1,673,800**
Balance at June 30, 2026	**₱5,007,305**	**₱194,042**	**₱19,794,017**	**(₱194,042)**	**₱20,053,030**	**₱41,092,851**	**₱859,887**	**(₱294,810)**	**₱86,512,280**	**₱11,907,024**	**₱98,419,304**
Balance at January 1, 2025	₱5,007,305	₱194,042	₱19,794,017	–	₱688,903	₱33,051,298	₱–	₱3,942,292	₱62,677,857	₱3,342,926	₱66,020,783
Issuance of shares to non-controlling interests*	–	–	–	–	3,869,983	–	–	–	3,869,983	6,130,017	10,000,000
Change in non-controlling interests	–	–	322,409	–	–	–	–	544,900	867,309	(2,344,900)	(1,477,591)
Total comprehensive income (loss) for the period	–	–	–	–	–	8,053	(1,462,607)	(366,119)	(1,820,673)	129,655	(1,691,018)
Balance at June 30, 2025	₱5,007,305	₱194,042	₱20,116,426	–	₱4,558,886	₱33,059,351	(1,462,607)	₱4,121,073	₱65,594,476	₱7,257,698	₱72,852,174

See accompanying Notes to Unaudited Interim Condensed Consolidated Financial Statem

EXHIBIT “4”

SP NEW ENERGY CORPORATION AND SUBSIDIARIES

UNAUDITED INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE SIX-MONTH PERIODS ENDED JUNE 30, 2026 AND 2025
(Amounts in Thousands)

	Six-Month Periods Ended June 30	
	2026	2025
Income (Loss) before income tax	**₱342,991**	(₱116,456)
Adjustments for:		
Finance costs (Note 10)	**377,900**	290,932
Unrealized foreign exchange loss (gain) (Note 13)	**(246,547)**	152,230
Depreciation and amortization (Notes 6, 11 and 12)	**162,085**	159,029
Interest income (Note 13)	**(49,721)**	(47,516)
Provisions for impairment losses (Notes 8 and 12)	**45,444**	–
Net reversal of provision for probable expenses	**(1,000)**	–
Operating income before working capital changes	**631,152**	438,219
Decrease (increase) in:		
Trade and other receivables (Notes 4, 10 and 14)	**(223,106)**	(210,291)
Other current assets (Notes 5 and 14)	**(163,785)**	(230,013)
Input VAT	**–**	(2,856,644)
Increase (decrease) in:		
Trade and other payables (Notes 9 and 14)	**23,870**	1,967,822
Other noncurrent liabilities	**(3,103)**	–
Cash flows from (used in) operations	**265,028**	(890,907)
Interest received	**102,370**	47,516
Income taxes paid	**(190,243)**	(71,802)
Net cash flows from (used in) operating activities	**177,155**	(915,193)
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to:		
Property, plant and equipment (Note 6)	**(13,315,972)**	(28,738,454)
Deposits for land acquisition (Note 7)	**(1,823,908)**	(1,458,247)
Advances to:		
Suppliers	**(7,349,616)**	–
Related parties	**–**	(10)
Decrease (increase) in:		
Other noncurrent assets (Notes 8 and 14)	**(1,758,075)**	(82,161)
Other noncurrent liabilities	**–**	20,702
Proceeds from:		
Forward contracts	**629,129**	–
Amounts due from related parties	**50**	–
Net cash flows used in investing activities	**(23,618,392)**	(30,258,170)

(Forward)

	Six-Month Periods Ended June 30	
	2026	2025
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from:		
Long-term debts (Note 10)	**₱28,776,053**	₱41,250,150
Subscription of shares by NCI (Note 2)	**8,000,000**	10,000,000
Short-term loan (Note 10)	**462,344**	3,813,250
Amounts due to related parties	**8,263**	63,313
Payments of:		
Short term loan (Note 10)	**(9,013,250)**	(4,200,000)
Interests (Note 10)	**(3,013,534)**	(1,074,585)
Deferred financing cost related to new loan drawdown (Note 10)	**(778,258)**	(312,626)
Long-term debt (Note 10)	**(290,352)**	(1,889,200)
Lease liabilities	**(23,760)**	(4,591)
Amounts due to related parties	**(5,597)**	(64,066)
Redemption of shares of a subsidiary's NCI (Note 2)	**–**	(1,500,000)
Dividends to non-controlling interest	**–**	(300,000)
Net cash flows from financing activities	**24,121,909**	45,781,645
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**246,547**	(152,230)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	**927,219**	14,456,052
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	**7,645,664**	5,539,533
CASH AND CASH EQUIVALENTS AT END OF PERIOD (Note 3)	**₱8,572,883**	₱19,995,585

See accompanying Notes to Unaudited Interim Condensed Consolidated Financial Statements.

SP NEW ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Amounts in Thousands, Unless Otherwise Stated)

1. **Corporate Information**

(a) Organization

SP New Energy Corporation (the “Parent Company” or “SPNEC”) was incorporated and registered with the Philippine Securities and Exchange Commission (“SEC”) on November 23, 2016, primarily to engage in the construction, operation and maintenance of all types of renewable energy plants and related services.

The common shares of the Parent Company are listed on the Philippine Stock Exchange (“PSE”) is traded under the ticker, “SPNEC”.

On November 26, 2025, the Board of Directors of SPNEC approved the redemption of all the Class “B” preferred shares of SPNEC owned by MGen Renewables Energy, Inc. (“MGreen”), their retirement, and the application to decrease the authorized capital stock of SPNEC. As of December 31, 2025, MGreen has a 69.25% voting interest in SPNEC. Subsequently, on January 14, 2026, SPNEC redeemed the 19.4 billion Class “B” preferred shares at total issue price of ₱194.0 million. Thereafter, MGreen’s holding in SPNEC is 57.33%. The remainder of the shares are held by the public and another shareholder group.

MGreen is a wholly-owned subsidiary of MERALCO PowerGen Corporation (“MGen”), which in turn is a wholly-owned by Manila Electric Company (“Meralco”). Meralco, MGen and MGreen are registered with the SEC. The shares of Meralco are listed in the PSE under the ticker, “MER”.

On March 26, 2026, the Board of Directors (BOD) further approved the change of corporate name to “MGEN Renewables Inc.” from “MGEN Renewable Energy Holdings, Inc.”, which had been previously approved on January 21, 2026. In the meantime, the Parent Company has also filed for a change in its ticker to “MGENR”.

(b) Green Energy Auction Program

On June 24, 2022, the Parent Company was awarded as one of the winning bidders by the DOE on its First Green Energy Auction Round (GEA-1). The Parent Company offered to supply 280 MW capacity for GEA-1 from the NE 2 Project, with a commitment to deliver by December 2025. In July 2024, the Parent Company notified the DOE that it is unable to deliver the capacity on time due to force majeure.

On December 23, 2025, SPNEC received a notice of termination of SESC No. 2017-06-404, covering the NE 2 Project. The Parent Company has filed a motion for reconsideration with the Department of Energy (DOE) with regard to the termination of the SESC, citing, among others, its commitment to develop the project with almost 50 MW already installed on the site, and reiterating that it is simply constrained to stop construction due to grid constraint, which is outside of the Parent Company’s control.

As of August 7, 2026, the motion for reconsideration is awaiting action from the DOE.

(c) Principal Office Address

The Company's principal office is at Rockwell Business Center, Ortigas Avenue, Brgy. Ugong, 1604 Pasig City, Philippines.

2. Basis of Preparation, Statement of Compliance and Basis of Consolidation

Basis of Preparation

The unaudited interim consolidated financial statements of the Group as of June 30, 2026 and for the six-month periods ended June 30, 2026 and 2025 have been prepared in accordance with Philippine Accounting Standard (PAS) 34, *Interim Financial Reporting*. The unaudited interim consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual audited consolidated financial statements as at December 31, 2025.

The unaudited interim condensed consolidated financial statements of the Group have been prepared using the historical cost basis and are presented in Philippine Peso (₱), which is also the Parent Company's functional currency. All amounts are rounded to the nearest ₱, unless otherwise indicated.

Statement of Compliance

The unaudited interim condensed consolidated financial statements of the Group are prepared in compliance with Philippine Financial Reporting Standards (PFRS) Accounting Standards as issued by the Philippine Financial and Sustainability Reporting Standards Council (FSRSC) and adopted by the Philippine SEC.

Basis of Consolidation

The unaudited interim condensed consolidated financial statements comprise the financial statements of the Group as of June 30, 2026 and December 31, 2025 and for the six-month periods ended June 30, 2026 and 2025.

Subsidiaries

The unaudited interim condensed consolidated financial statements comprise the Parent Company and the following subsidiaries of the Group as of June 30, 2026 and December 31, 2025:

Subsidiaries	Nature of Business	Percentage of Ownership (%)
Existing Active Investments		
Solar Philippines Calatagan Corporation (SP Calatagan)[1]	Power Generation	62
Solar Philippines Tarlac Corporation (SP Tarlac)	Power Generation	100
Terra Solar Philippines, Inc. (Terra Solar)	Power Generation	60
Terra Nueva, Inc. (Terra Nueva)	Real Estate	100
SP Holdings, Inc. (SP Holdings)	Investment Holding	100

[1]*Economic interest is 100% after dividends to preferred stock*

As at June 30, 2026 and December 31, 2025, SPNEC investees are limited to five (5), all of which are incorporated in the Philippines.

SP Calatagan

SP Calatagan owns and operates a 63 MW_{dc} solar PV facility built on 105.8 hectares of land in Calatagan, Batangas Province. The voting interest of SP Calatagan is shared 62% and 38% by SPNEC and KEPCO Philippine Holdings, Inc. (KPHI), respectively. KPHI's 38% interest is held through voting, non-participating, cumulative convertible preferred shares. Such preferred shares are convertible at the option of SP Calatagan after December 31, 2035. Unpaid dividends are entitled to a compounded fixed interest rate until fully paid.

Upon execution of the Deed of Accession and Amendment with KPHI, SP Calatagan settled all the unpaid dividends and interests as of December 31, 2025 amounting to ₱866.54 million.

On June 19, 2026, the BOD of SP Calatagan approved the declaration of cash dividends amounting to ₱256.7 million to the holder of preferred shares. The dividends were subsequently paid on June 29, 2026.

As at June 30, 2026, undeclared dividends on the SP Calatagan preferred shares and accumulated interest recorded amounted to ₱128.4 million and nil, respectively.

As of June 30, 2026 and December 31, 2025, the accumulated balance of KPHI in NCI amounted to ₱428.6 million and ₱557.0 million, respectively.

SP Tarlac

SP Tarlac currently operates a 100 MW_{dc} solar PV facility built on 132.8 hectares of land in Barangay Sta. Rosa, Concepcion, Tarlac (Phase 1). The entire plant capacity is contracted under an 85 MW_{ac} Power Supply Agreement (PSA) with Meralco.

In January 2025, SP Tarlac completed the construction of a 15 MW_{dc} expansion PV facility (Phase 2). The output from this expansion is likewise sold to Meralco to fully satisfy the 85 MW_{ac} PSA.

In May 2025, SP Tarlac redeemed the preferred shares held by Prime Metro Holdings Corporation ("Prime Metro") for a total consideration of ₱1,800.0 million. The difference between the redemption price and carrying value of the non-controlling interest was recognized in 2025 interim condensed consolidated statement of changes in equity. Consequently, SP Tarlac is a wholly owned subsidiary of SPNEC since the redemption date.

Terra Solar

Terra Solar is developing a 3500 MW_{dc} (2500 MW_{ac}) solar project with a 4500 MWh battery energy storage system (BESS). In March 2026, Terra Solar started exporting energy to the grid at 85 MW_{ac} and ramped this up to 250 MW_{ac}, as limited by NGCP. In addition, 450 MWh of BESS capacity has been energized. Revenue from sale of electricity arising from the energization of the Terra Solar Project amounted to ₱470.0 million for the six-month period ended June 30, 2026.

On March 17, 2025, Actis Rubyred (Singapore) Pte. Ltd. ("Actis Singapore"), through its wholly-owned subsidiary, Actis Rubyred (Philippines) Holdings, Inc. ("Actis"), completed its subscription equivalent to 40% equity in Terra Solar for a total subscription of ₱29,889.2 million. As of June 30, 2026 and December 31, 2025, the unpaid subscription price amounting to ₱4,109.3 million and ₱ 12,109.3 million was recognized as subscription receivable (see Note 4).

For the six-month period ended June 30, 2026, Actis's share in total comprehensive income amounted to ₱742.7 million while, for the six-month period ended June 30, 2025, Actis's share in total comprehensive loss amounted to ₱73.7 million. As of June 30, 2026 and December 31, 2025, the accumulated balance of NCI pertaining to Actis amounted to ₱11,478.4 million and ₱10,916.3 million, respectively.

The summarized financial information of subsidiaries as of and for the years ended June 30, 2026 and 2025 and December 31, 2025 are disclosed in Note 17, *Operating Segment Information*.

NCI
As of June 30, 2026 and 2025, and December 31, 2025, the NCI in the unaudited interim condensed consolidated financial statements represent mainly the ownership of KPHI in SP Calatagan and Actis in Terra Solar.

New Amendments to Accounting Standards
The accounting policies adopted in the preparation of the unaudited interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended December 31, 2025, except for the adoption of new standards effective as of January 1, 2026. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

- Amendments to Illustrative Examples on PFRS 7, PFRS 18, PAS 1, PAS 8, PAS 26 and PAS 37, *Disclosures about Uncertainties in the Financial Statements*
- Amendments to PFRS 9 and PFRS 7, *Classification and Measurement of Financial Instruments*
- Amendments to PFRS 9 and PFRS 7, *Contracts Referencing Nature-dependent Electricity*

    The amendments are not expected to have any material impact on the Group's financial statements.
- Annual Improvements to PFRS Accounting Standards - Volume 11
    - Amendments to PFRS 1, *Hedge Accounting by a First-time Adopter*
    - Amendments to PFRS 7, *Gain or Loss on Derecognition*
    - Amendments to PFRS 9
        a) Lessee Derecognition of Lease Liabilities
        b) Transaction Price
    - Amendments to PFRS 10, *Determination of a 'De Facto Agent'*
    - Amendments to PAS 7, *Cost Method*

The amendments had no impact on the Group's unaudited interim condensed consolidated financial statements.

New Standards and Interpretations Issued and Effective on or after January 1, 2027
Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Group does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements. The Group intends to adopt the following pronouncements when they become effective.

Effective beginning on or after January 1, 2027
- PFRS 17, *Insurance Contracts*
- PFRS 18, *Presentation and Disclosure in Financial Statements*

    The Group will continue to evaluate and review the requirements of the standard in the presentation of the consolidated financial statements upon its effectivity.
- PFRS 19, *Subsidiaries without Public Accountability*
- Amendments to PAS 21, *Translation to a Hyperinflationary Presentation Currency*

Deferred effectivity
- Amendments to PFRS 10, *Consolidated Financial Statements*, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

3. Cash and Cash Equivalents

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Cash on hand	**₱3,844**	₱1,605
Cash in banks (Note 14)	**5,978,885**	4,721,236
Cash equivalents (Note 14)	**2,590,154**	2,922,823
	₱8,572,883	₱7,645,664

Cash in banks earn interest at the respective bank deposit rates. Total interest earned from the Group's cash and cash equivalents, net of final tax, amounted to ₱49.7 million and ₱47.5 million for the years ended June 30, 2026 and 2025, respectively.

Cash equivalents are placements made for varying periods of up to three (3) months and earn interest at the prevailing short-term deposit interest rates.

4. Trade and Other Receivables

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Trade receivables		
Third parties	**₱765,199**	₱453,404
Related parties	**74,588**	105,735
Non-trade receivables		
Third parties	**5,083**	25,623
Related parties	**58,189**	94,523
Interest receivable	**2,216**	3,906
Subscriptions receivable (Note 2)	**4,110,636**	12,110,636
	5,015,911	12,793,827
Less allowance for expected credit losses	**75**	75
	₱5,015,836	₱12,793,752

Trade receivables are non-interest bearing and are generally collectible within 30 to 60 days.

5. Other Current Assets

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Short-term investments	**₱391,821**	₱244,859
Creditable withholding taxes	**29,462**	2,425
Prepaid real property taxes	**25,607**	39,820
Advances to employees	**4,822**	9,812
Others	**15,166**	6,177
	₱466,878	₱303,093

Short-term investments represent the funds required for the Debt Service Reserve account equal to at least the amount of semi-annual principal repayment and related interest due under the loan agreements of SP Calatagan and SP Tarlac.

6. **Property, Plant and Equipment**

At cost

June 30, 2026

	Solar Power Plants	Leasehold Improvements	Transportation Equipment	Office and Warehouse Equipment	Furniture and Fixtures	ROU Assets	Building	Construction in Progress	Total
Cost									
Balance at beginning of year	₱8,545,521	₱2,414	₱54,348	₱27,466	₱1,576	₱534,654	₱1,794	₱82,979,731	₱92,147,504
Additions	–	–	2,147	13,486	1,032	67,931	–	18,479,729	18,564,325
Balance at end of year	8,545,521	2,414	56,495	40,952	2,608	602,585	1,794	101,459,460	110,711,829
Accumulated depreciation and amortization									
Balance at beginning of year	2,146,473	1,446	9,800	9,164	725	124,399	145	–	2,292,152
Depreciation and amortization (Notes 11 and 12)	145,324	169	3,957	3,789	195	8,595	56	–	162,085
Amortization capitalized to construction in progress	–	–	1,536	1,241	12	2,836	–	–	5,625
Balance at end of year	2,291,797	1,615	15,293	14,194	932	135,830	201	–	2,459,862
Net book value	₱6,253,724	₱799	₱41,202	₱26,758	₱1,676	₱466,755	₱1,593	₱101,459,460	₱108,251,967

December 31, 2025

	Solar Power Plants	Leasehold Improvements	Transportation Equipment	Office and Warehouse Equipment	Furniture and Fixtures	ROU Assets (see Note 19)	Building	Construction in Progress (see Note 12)	Total
Cost									
Balance at beginning of year	₱8,545,521	₱2,414	₱21,713	₱12,690	₱1,089	₱534,654	₱1,544	₱11,236,718	₱20,356,343
Additions	–	–	32,635	14,776	487	–	250	71,813,033	71,861,181
Reclassification	–	–	–	–	–	–	–	(70,020)	(70,020)
Balance at end of year	8,545,521	2,414	54,348	27,466	1,576	534,654	1,794	82,979,731	92,147,504
Accumulated depreciation and amortization									
Balance at beginning of year	1,855,824	1,108	2,026	2,676	457	101,188	83	–	1,963,362
Depreciation and amortization (Notes 11 and 12)	290,649	338	7,774	6,488	268	15,422	62	–	321,001
Amortization capitalized to construction in progress	–	–	–	–	–	7,789	–	–	7,789
Balance at end of year	2,146,473	1,446	9,800	9,164	725	124,399	145	–	2,292,152
Net book value	₱6,399,048	₱968	₱44,548	₱18,302	₱851	₱410,255	₱1,649	₱82,979,731	₱89,855,352

Solar Power Plants
Solar power plants consist of the total costs of two (2) operating solar power plants namely: (a) 100 MW_{dc} SP Tarlac plant in Concepcion, Tarlac and (b) 63 MW_{dc} SP Calatagan plant in Batangas. The capacity of SP Tarlac is contracted by Meralco while the output of SP Calatagan is a committed capacity under the Feed-in Tariff (FIT) program.

As of June 30, 2026 and 2025, solar power plant of SP Calatagan is pledged as collateral for its long-term debt (see Note 10).

CIP
Construction-in-progress pertains to the development costs incurred to date by: (i) Phase 1 of the 3500 MW_{dc} Terra Solar Project in Nueva Ecija, (ii) 37 MW_{dc} solar expansion project of SP Tarlac and (iii) Phase 1 of the 500 MW_{dc} of the Sta. Rosa Nueva Ecija 2 (NE 2) Project of SPNEC. For the six-month periods ended June 30, 2026 and 2025, the total capitalized borrowing costs amounted to ₱2.9 billion, net of interest income from short-term placements of ₱52.65 million, and ₱2.7 billion, net of interest income from short-term placements of ₱328.1 million, respectively. Additions also include capitalized construction costs amounting to ₱4.1 billion and ₱2.9 billion which remain unpaid as of June 30, 2026 and December 31, 2025, respectively (see Note 9).

Land - At revalued amount

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Balance at beginning of year	**₱62,542,331**	₱49,362,804
Additions	–	250,580
Reclassifications from deposits for land acquisition (Note 7)	**263,682**	2,920,063
Revaluation surplus	**713,187**	10,008,884
	₱63,519,200	₱62,542,331

The Company adopts appraisal accounting for the land held, consistent with the provisions of PFRS 13, *Fair Value Measurement*. Consequently, an independent firm of appraiser conducts asset revaluation of the consolidated land value. The valuation undertaken uses the market value approach to determine the fair value which represents the price that would be received to sell the property in an orderly transaction between market participants at the measurement date.

Key unobservable inputs (Level 2) used to measure the fair value of the land is the price per square meter from ₱1,700.0 to ₱5,100.0 per square meter as of June 30, 2026 and December 31, 2025.

Significant increases (decreases) in estimated price per square meter in isolation would result in a significantly higher (lower) fair value on a linear basis.

For the years ended June 30, 2026 and December 31, 2025, there were no transfers into and out of Level 2 fair value measurements.

The balance of the revaluation surplus amounting to ₱54,790.5 million and ₱54,077.3 million as of June 30, 2026 and December 31 2025, respectively, is restricted from distribution to shareholders.

The cost of the land as of June 30, 2026 and December 31, 2025 amounts to ₱8,728.7 and ₱8,465.0 million, respectively.

7. **Deposits for Land Acquisition**

Following is a summary of deposits for land acquisition:

	June 30, 2026 (Unaudited)		December 31, 2025 (Audited)	
Land Owner	Land Area (in actual hectares)	Amount	Land Area (in actual hectares)	Amount
Lupang Hinirang Holdings Corporation	**56.81**	**₱270,000**	56.81	₱270,000
Provincia Investments Corporation	**68.62**	**267,000**	68.62	267,000
Individual Shareholder	**87.50**	**421,618**	87.50	421,618
Various landowners*	**2,014.32**	**4,138,052**	1,278.74	2,577,826
	2,227.25	**₱5,096,670**	1,491.67	₱3,536,444

**Includes land acquisition-related costs*

Following are the movements in the Group's deposits for land acquisition with various landowners:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Balance at beginning of the year	**₱2,577,826**	₱1,996,913
Additions	**1,823,908**	3,430,956
Reclassifications from (to):		
Land (Note 6)	**(263,682)**	(2,920,063)
Construction in progress (Note 6)	**–**	70,020
Balance at end of the year	**₱4,138,052**	₱2,577,826

The remaining balance of deposits for land acquisition as of June 30, 2026 and December 31, 2025 amounting to ₱1,895.9 million and ₱1,616.0 million, respectively, shall be payable when the conditions under the contracts to sell are satisfied.

8. **Other Noncurrent Assets**

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Input VAT	**₱8,855,880**	₱7,106,046
Advances to suppliers	**7,413,334**	63,717
Prepaid financing cost (Note 10)	**1,463,800**	1,234,920
Long-term receivables	**407,614**	407,614
Plant construction materials	**57,845**	50,850
Bonds	**20,297**	20,285
Others	**42,053**	40,819
	18,260,823	8,924,251
Allowance for impairment losses (Note 12)	**(157,154)**	(111,710)
	₱18,103,669	₱8,812,541

Advances to suppliers pertain to advance payments made by the Group to third-party suppliers for the purchase of materials for the construction of the power plants. These shall be offset against payable upon billing of materials.

Bonds pertain to cash deposits with the Department of Agrarian Reform (DAR) for the conversion of land from agricultural to industrial use. The total amount of cash bond deposit will be refundable upon compliance with the conditions set forth in the DAR Conversion Order.

9. Trade and Other Payables

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Accounts payable		
Third parties	**₱3,033,736**	₱673,743
Related parties	**9,174**	59,174
Interest payable (Note 10)	**669,187**	323,873
Withholding tax payable	**301,668**	163,521
Retention payable	**2,295,067**	1,675,740
Current portion of replacement energy costs payable	**7,232**	7,032
Accrued expenses:		
Purchases	**304,258**	1,115,755
Payroll	**240,759**	189,611
Financial advisor fee	**167,751**	167,751
Regulatory fees	**24,232**	16,994
Legal and other professional fees	**550**	1,380
Others	**98,885**	141,010
	₱7,152,499	₱4,535,584

Accounts payable are non-interest bearing and settled within one (1) year in the normal course of business.

Retention payable pertains to amounts owed to subcontractors arising from the construction of power plant and are normally settled after project completion.

Accrued regulatory fees pertain to unbilled liabilities for costs of benefits to host communities provided under Department of Energy ("DOE") Energy Regulations No. 1-94.

10. Borrowings

a. Short-term loans

Following are the details of the short-term loans obtained from local banks:

Borrower	**June 30, 2026 (Unaudited)**	December 31, 2025 (Audited)	Terms
SP Calatagan	**₱1,037,344**	₱575,000	○ Unsecured and is payable within one year ○ Interest is fixed at 6.43% and is payable monthly
Terra Nueva	–	5,500,000	○ Interest based on 3-month peso-denominated domestic government bonds plus a spread, payable monthly ○ Secured by Parent Company's Terra Nueva shares
SP Tarlac	–	3,513,250	○ Interest at 1-month BVAL plus a spread, payable monthly
	₱1,037,344	₱9,588,250	

Interest rates on the foregoing short-term debts range from 5.17% to 6.94%.

Total interest expense on short-term loans presented as part of "Finance Costs" in the unaudited interim condensed consolidated statement of income amounted to ₱152.7 million and ₱106.4 million for the six-month periods ended June 30, 2026 and 2025, respectively.

Total borrowing costs incurred on short-term loan capitalized as part of construction in progress amounted to nil on June 30, 2026 and ₱130.4 million on June 30, 2025.

On January 9, 2026 and May 21, 2026, the outstanding short-term loans of SP Tarlac and Terra Nueva, respectively, were settled.

b. Long-term debts

Long-term debts consist of the following:

Entity	**June 30, 2026 (Unaudited)**	December 31, 2025 (Audited)
	(In millions)	
Terra Solar	**₱86,596.8**	₱68,596.8
Terra Nueva	**7,018.0**	–
SP Tarlac	**3,758.1**	–
SP Calatagan	**471.6**	762.1
	97,844.5	69,358.9
Unamortized debt financing cost	**(1,347.2)**	(816.7)
	96,497.3	68,542.2
Current portion	**199.5**	218.4
Noncurrent portion	**₱96,297.84**	₱68,323.8

The movement of the debt financing costs is as follows:

	June 30, 2026 (Unaudited)	December 31, 2025 (Audited)
Balance at beginning of year	**₱816,726**	₱31,987
Additions	**177,459**	865,910
Reclassification from prepaid financing cost (Note 8)	**371,918**	–
Amortization charged under financing costs	**(4,268)**	(29,348)
Capitalized in construction in progress (Note 6)	**(14,603)**	(51,823)
Balance at end of year	**₱1,347,232**	₱816,726

i. Terra Solar

The balance of the Terra Solar Loan represents the amount drawn out of a ₱150.0 billion project financing covered by a 15-year Omnibus Loan and Security Agreement (OLSA). The loan is payable in 50 equal quarterly installments commencing after the grace period, which shall be the earliest among (i) the 27^{th} month after first drawdown, (ii) May 26, 2027, or (iii) date when the final construction payment is made to contractors under the terms of the EPC contracts on or before February 29, 2028.

The loan shall be subject to interest determined using a 5 to 8-year benchmark rate plus a pre-agreed spread. An initial stepdown on the pre-agreed interest rate shall be effective on the commercial operation date of Phase 1 of the project. Such spread shall be subject to a further step-down upon commercial operations of Phase 2 of the project. Interest rates in 2026 and

2025 range from 6.99% to 8.85% and 7.07% to 7.33% determined on each debt drawdown date, respectively.

The OLSA is secured by the real and personal properties owned by Terra Solar, Actis and SPNEC's shares of stock in Terra Solar, and the project account.

As of June 30, 2026 and December 31, 2025, Terra Solar incurred prepaid financing costs amounting to ₱1,331.3 million and ₱1,024.6 million presented under "Other noncurrent assets" in the interim condensed consolidated statement of financial position, respectively (see Note 8).

The OLSA contains covenants on maintenance of debt service coverage and debt-to-equity ratio. As of June 30, 2026, Terra Solar is in compliance with the terms of the OLSA.

On July 27, 2026, Terra Solar made an additional ₱3,000.0 million drawdown from its loan facility.

ii. SP Calatagan

SP Calatagan drew a 12-year term loan amounting to ₱3,400.0 million to finance the 63 MW_{dc} Project. The loan is subject to 5-year benchmark plus a pre-agreed spread and is payable in 22 equal installments from October 3, 2018 to April 3, 2029.

The OLSA requires maintenance of debt-to-equity ratio of 70:30 and DSCR of at least 1.20x. SP Calatagan is compliant with the covenants of the OLSA as of the required date of compliance testing.

The loan is secured by the project asset and land where the power plant is constructed and the shares held by SPNEC and KPHI in SP Calatagan (see Note 6).

iii. SP Tarlac

On December 9, 2025, SP Tarlac executed a 14-year OLSA with a local bank for ₱3,770.0 million to finance the construction of an additional 37 MW_{dc}. The loan is payable in 54 installments, maturing 14 years from the first borrowing date. Interest is payable quarterly and is subject to repricing dependent on the interest rate structure that will be selected upon initial drawdown. The entire ₱3,770.0 million was fully drawn on January 9, 2026.

The OLSA is subject to compliance with financial ratios which is assessed annually every December.

The loan is secured by the real and personal properties owned by SP Tarlac, SPNEC's shares in SP Tarlac, and the project account.

As of June 30, 2026 and December 31, 2025, SP Tarlac incurred prepaid financing costs amounting to nil and ₱33.8 million presented under "Other noncurrent assets" in the consolidated statement of financial position, respectively (see Note 8).

iv. Terra Nueva

On November 15, 2025, Terra Nueva entered into a 15-year OLSA with three (3) local banks for an aggregate amount of ₱15.0 billion to finance the acquisition of land for the 3,500 MW_{dc} Terra Solar project and pay the bridge loan drawn.

Interest rate is based on a 5-year benchmark plus a pre-agreed spread, with repricing dependent on the interest rate structure that will be selected upon initial drawdown.

As of June 30, 2026 and December 31, 2025, Terra Nueva incurred prepaid financing costs amounting to ₱132.5 and ₱176.5 million which is included in "Other noncurrent assets" in the 2026 interim condensed consolidated statement of financial position, respectively (see Note 8).

The loan is secured by the real and personal properties owned by Terra Nueva, SPNEC's shares in Terra Nueva, and the project account.

Interest expense on long-term debt amounted to ₱3,206.1 million and ₱3,028.2 million for the six-month periods ended June 30, 2026 and 2025, respectively (Note 6).

11. Cost of Sale of Electricity

	For the Six-Month Periods Ended June 30 (Unaudited)	
	2026	2025
Depreciation and amortization (Note 6)	**₱153,920**	₱153,035
Purchased power	**125,005**	19,497
Salaries, wages and employee benefits	**36,246**	11,901
Insurance	**35,221**	31,316
Contracted services	**17,993**	13,660
Consumables, parts and repairs (Note 5)	**2,556**	14,713
Others	**129,997**	12,909
	₱500,938	₱257,031

Others include distribution and wheeling charges, transmission and ancillary charges.

12. General and Administrative Expenses

	For the Six-Month Periods Ended June 30 (Unaudited)	
	2026	2025
Professional services	**₱158,130**	₱6,242
Contracted services	**71,845**	8,280
Taxes and licenses	**66,253**	61,431
Depreciation and amortization (Note 6)	**8,165**	5,994
Rental	**5,041**	3,697
Others	**107,338**	93,836
	₱416,772	₱179,480

Professional services include expenses incurred arising from the conversion of land from agricultural to industrial.

Contracted services include management fees which pertain to Terra Solar's service fees under service level agreement.

Taxes and licenses in 2026 and 2025 include fees for registration of lease agreements and registration/reclassification of land.

Others include employee-related costs, notarial fees, trust fees, utilities, representation, travel and transportation, bid-related costs, insurance costs and other miscellaneous expenses.

13. Other Income (Charges)

	For the Six-Month Periods Ended June 30 (Unaudited)	
	2026	2025
Net foreign exchange gain (loss)	**₱252,188**	(₱149,707)
Interest income (Notes 3 and 5)	**49,721**	47,516
Gain on sale of scrap	**2,681**	–
Net reversal of provision (Note 17)	**1,000**	–
	₱305,590	(₱102,191)

14. Fair Value Measurement

Fair Value and Category of Financial Instruments
The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate such value:

Cash and cash equivalents (excluding cash on hand), Trade and other receivables, Short-term investments (under other current assets), Bonds (under other noncurrent assets), Trade and other payables (excluding statutory liabilities), Short-term loans, and Due to and from related parties.
The carrying amounts of these financial instruments approximate their fair values due to their short-term maturities.

Long-term Receivables
The fair value of long-term receivables was computed by discounting the expected cash flows using the applicable rate.

Derivatives Designated as Cash Flow Hedges
The fair values of derivative instruments designated as cash flow hedges are based on the forward rate calculated as foreign exchange spot rate plus swap points agreed with the counterparty banks (Level 2 of the fair value hierarchy).

Long-term Debt
The fair value of long-term debt was calculated based on the discounted value of future cash flows using the applicable risk-free rates for similar types of loans adjusted for credit risk (Level 3 of the fair value hierarchy).

Derivative Financial Instruments
The Group entered into derivative transactions such as foreign exchange forward contracts to hedge its exposure to fluctuations in foreign currency exchange rates arising from forecasted and firm commitments denominated in foreign currencies.

Foreign exchange forward contracts are designated as hedging instruments in cash flow hedges of forecast purchases in US dollars in accordance with applicable accounting standards. These forecast transactions are highly probable. The foreign exchange forward contract balances vary with the level of expected foreign currency purchases and changes in foreign exchange forward rates.

In 2026 and 2025, the Group entered into foreign exchange forward contracts and recognized a gain of ₱1,433.1 million and of ₱451.6 million, respectively. The Group recognized deferred income tax liabilities of ₱99.6 million in 2026 and ₱31.4 million in 2025. As of June 30, 2026 and

December 31, 2025, the Group capitalized cost of hedging amounting to ₱128.0 million and ₱88.7 million, respectively, to construction work in progress (see Note 6).

15. Basic/Diluted Loss Per Share

The basic/diluted loss per share amounts were computed as follows:

	For the Six-Month Periods Ended June 30 (Unaudited)	
	2026	2025
(a) Net loss attributable to equity holders of the Parent Company	₱140,452	₱366,119
(b) Weighted average number of common shares outstanding	50,073,050,000	50,073,050,000
Basic/diluted loss per share (a/b)	₱0.0028	₱0.0073

The Group does not have any dilutive potential common shares for the six-month periods ended June 30, 2026 and 2025.

16. Operating Segment Information

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment revenue and segment expenses are measured in accordance with PFRS Accounting Standards. The classification of segment revenue and expenses are consistent with the unaudited interim condensed consolidated statement of income. Segment expenses pertain to the costs and expenses presented in the unaudited interim condensed consolidated statement of income excluding interest expense and financing charges, depreciation and amortization expense and income taxes which are managed on a per company basis.

As of June 30, 2026 and December 31, 2025, the Group's operating businesses are organized and managed separately on a per company basis, with each company representing a strategic business segment. The Group has only one geographical segment as all of its operating assets are currently located in the Philippines. The Group operates and derives principally all of its revenue from domestic operations. Thus, geographical business information is not required.

Financial information on the business segments are summarized as follows:

	June 30, 2026 (Unaudited)					
	SPNEC	**SP Calatagan**	**SP Tarlac**	**Others**	**Adjustments***	**Total**
Segment revenue	**₱53,921**	**₱412,066**	**₱458,488**	**₱470,011**	**(₱61,475)**	**₱1,333,011**
Segment expenses	**(73,038)**	**(67,233)**	**(207,202)**	**(469,627)**	**61,475**	**(755,625)**
Segment results	**(19,117)**	**344,833**	**251,286**	**384**	**–**	**577,386**
Interest income	**26,659**	**16,954**	**1,964**	**4,144**	**–**	**49,721**
Finance costs	**(2,068)**	**(45,713)**	**(129,782)**	**(200,337)**	**–**	**(377,900)**
Depreciation and amortization	**(2,605)**	**(61,723)**	**(90,750)**	**(7,007)**	**–**	**(162,085)**
Other income (charges)	**(645)**	**2,182**	**10,027**	**1,471,068**	**(1,226,763)**	**255,869**
Net income (loss) before tax	**2,224**	**256,533**	**42,745**	**1,268,252**	**(1,226,763)**	**342,991**
Benefit from (provision for) income tax	**–**	**(24,583)**	**–**	**(161,060)**	**–**	**(185,643)**
Net income (loss)	**₱2,224**	**₱231,950**	**₱42,745**	**₱1,107,192**	**(₱1,226,763)**	**₱157,348**

**Pertains to eliminating entries and other consolidation adjustments*

	June 30, 2025 (Unaudited)					
	SPNEC	SP Calatagan	SP Tarlac	Others	Adjustments*	Total
Segment revenue	₱–	₱463,265	₱249,913	₱–	₱–	₱713,178
Segment expenses	(27,576)	(101,994)	(74,432)	(73,480)	–	(277,482)
Segment results	(27,576)	361,271	175,481	(73,480)	–	435,696
Interest income	27,934	12,455	5,267	1,860	–	47,516
Finance costs	(1,829)	(39,465)	(143,201)	(106,437)	–	(290,932)
Depreciation and amortization	(2,605)	(61,240)	(90,014)	(5,170)	–	(159,029)
Other income (expense)	(330)	45	1,855	547,135	(698,412)	(149,707)
Net income (loss) before tax	(4,406)	273,066	(50,612)	363,908	(698,412)	(116,456)
Benefit from (provision for) income tax	–	(15,246)	–	(104,762)	–	(120,008)
Net income (loss)	(₱4,406)	₱257,820	(₱50,612)	₱259,146	(₱698,412)	(₱236,464)

**Pertains to eliminating entries and other consolidation adjustments*

	June 30, 2026					
	SPNEC	**SP Calatagan**	**SP Tarlac**	**Others**	**Adjustments***	**Total**
Current assets	**₱2,014,490**	**₱1,113,334**	**₱523,133**	**₱11,941,958**	**(₱745,187)**	**₱14,847,728**
Noncurrent assets	**22,963,292**	**5,947,767**	**7,461,142**	**188,268,333**	**(16,397,845)**	**208,242,689**
Total	**₱24,977,782**	**₱7,061,101**	**₱7,984,275**	**₱200,210,291**	**(₱17,143,032)**	**₱223,090,417**
Current liabilities	**₱3,630,669**	**₱1,374,611**	**₱212,910**	**34,696,526**	**(₱27,197,278)**	**₱12,717,438**
Noncurrent liabilities	**276,424**	**770,860**	**4,278,406**	**124,485,865**	**(17,857,881)**	**111,953,674**
Total	**₱3,907,093**	**₱2,145,471**	**₱4,491,316**	**₱159,182,391**	**(₱45,055,159)**	**₱124,671,112**

**Pertains to eliminating entries and other consolidation adjustments*

	December 31, 2025					
	SPNEC	SP Calatagan	SP Tarlac	Others	Adjustments*	Total
Current assets	₱1,852,833	₱1,114,394	₱572,113	₱18,424,067	(₱359,345)	₱21,604,062
Noncurrent assets	22,962,522	5,760,743	7,523,899	131,184,676	10,609,082	178,040,921
Total	₱24,815,355	₱6,875,137	₱8,096,012	₱149,608,743	₱10,249,737	₱199,644,983
Current liabilities	₱3,589,888	₱912,263	₱4,058,882	₱14,115,525	(₱3,972,080)	₱18,704,478
Noncurrent liabilities	285,370	1,022,492	586,917	96,554,072	(14,704,593)	83,744,258
Total	₱3,875,258	₱1,934,755	₱4,645,799	₱110,669,597	(₱18,676,673)	₱102,448,736

**Pertains to eliminating entries and other consolidation adjustments*

17. **Other Matters**

Seasonality of Operations
Operations of solar power plants are generally affected by seasonality. Solar power plants are expected to generate their highest output during summer months.

Repurchases, and Repayments of Debt and Equity Securities
There are no repurchases and repayments of debt and equity securities during the current period.

Changes in Estimates and Amounts Reported in Prior Financial Years
The key assumptions concerning the future and other key sources of estimation uncertainty used in preparation of the unaudited interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's audited consolidated financial statements as of December 31, 2025.

Changes in Contingent Liabilities or Contingent Assets Since the Last Annual Reporting Date
There are no material changes in the contingent liabilities or contingent assets since the last annual reporting date.

The Group determines whether it has a present obligation to recognize a provision arising from the difference in interpretation of regulatory provisions (including contested local/national tax claims/assessments) and contractual obligations. Management exercises judgement in determining whether it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. On the basis of the evaluation, management determines that provisions are recognized in accordance with the criteria of PAS 37, *Provisions, Contingent Liabilities, and Contingent Assets.* Limited disclosure is provided as allowed in PFRS Accounting Standards.

The provision for other liabilities and expenses, in relation to contractual obligations, local/national tax claims/assessments, and other probable expenses which remain unresolved and are being contested, is established based on the Group's best estimate of the amount necessary to settle future or existing obligations, taking into account the risks and uncertainties surrounding the obligation. Management assesses at each reporting date the estimates used in computing for the provisions.

Changes in the Composition of the Group During the Interim Period
There were no material changes in the composition of the Group during the period.

EXHIBIT "6"

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Item 6. Management's Discussion and Analysis and Plan of Operation

The summary of financial information is based on the Unaudited Interim Condensed Consolidated Financial Statement as of 30 June 2026 (with Comparative Audited Figures as of 31 December 2025) and for the Six-Month Periods Ended 30 June 2026 and 2025, which were prepared in accordance with the Philippine Financial Reporting Standards ("PFRS") and should be read in conjunction with the financial statements and notes contained in this report.

Material Changes to the Consolidated Statements of Financial Position as of June 30,2026, compared to the Consolidated Statements of Financial Position as of December 31, 2025

Horizontal and Vertical Analysis of Financial Position June 30, 2026 vs. December 31, 2025						
Amounts in ₱0.00	June 30, 2026	December 31, 2025	Horizontal Analysis Increase/(Decrease)		Vertical Analysis	
			Amount	*Percentage*	June 30, 2026	December 31, 2025
Assets						
Cash and cash equivalents	8,572,883,498	7,645,663,636	927,219,862	12.13%	4.03%	3.83%
Trade receivables	5,015,835,893	12,793,751,574	(7,777,915,681)	-60.79%	2.36%	6.41%
Due from related parties	143,298,193	337,390,219	(194,092,026)	-57.53%	0.07%	0.17%
Derivative Asset	648,832,811	524,163,244	124,669,567	23.78%	0.31%	0.26%
Other current assets	466,877,847	303,093,060	163,784,787	54.04%	0.22%	0.15%
TOTAL CURRENT ASSETS	**14,847,728,242**	**21,604,061,734**	**(6,756,333,491)**	**-31.27%**	**6.98%**	**10.82%**
Property, plant and equipment			-			
At cost	108,251,966,923	89,855,352,383	18,396,614,540	20.47%	50.91%	45.01%
At Revalued Amount	63,519,200,365	62,542,331,390	976,868,975	1.56%	29.87%	31.33%
Deposits for land acquisition	5,096,670,057	3,536,444,175	1,560,225,882	44.12%	2.40%	1.77%
Intangible assets	13,261,891,642	13,261,891,642	-	0.00%	6.24%	6.64%
Deferred Tax Asset	9,291,007	32,360,867	(23,069,860)	-71.29%	0.00%	0.02%
Other noncurrent assets	18,103,669,192	8,812,540,955	9,291,128,236	105.43%	8.51%	4.41%
TOTAL NONCURRENT ASSETS	**208,242,689,186**	**178,040,921,410**	**30,201,767,773**	**16.96%**	**97.94%**	**89.18%**
TOTAL ASSETS	**223,090,417,428**	**199,644,983,143**	**23,445,434,282**	**11.74%**	**104.92%**	**100.00%**
Liabilities and Equity						
Trade and other payables	7,152,498,685	4,535,583,802	2,616,914,882	57.70%	3.36%	2.27%
Short Term Loans	1,037,343,963	9,588,250,000	(8,550,906,037)	-89.18%	0.49%	4.80%
Due to related parties	390,058,914	387,392,536	2,666,377	0.69%	0.18%	0.19%
Current portion of notes payable	199,490,112	218,379,744	(18,889,632)	-8.65%	0.09%	0.11%
Current portion of lease liabilities	14,273,414	22,428,480	(8,155,066)	-36.36%	0.01%	0.01%
Income Tax Payable	104,558,185	132,227,842	(27,669,657)	-20.93%	0.05%	0.07%
Provision for Other Liabilities	3,819,215,292	3,820,215,292	(1,000,000)	-0.03%	1.80%	1.91%
TOTAL CURRENT LIABILITIES	**12,717,438,564**	**18,704,477,698**	**(5,987,039,133)**	**-32.01%**	**5.98%**	**9.37%**
Notes payable - net of current portion	96,297,839,703	68,323,753,722	27,974,085,981	40.94%	45.29%	34.22%

Horizontal and Vertical Analysis of Financial Position June 30, 2026 vs. December 31, 2025						
Amounts in ₱0.00	June 30, 2026	December 31, 2025	Horizontal Analysis		Vertical Analysis	
			Increase/(Decrease)		June 30, 2026	December 31, 2025
			Amount	*Percentage*		
Lease liabilities - net of current portion	367,965,564	376,067,317	(8,101,753)	-2.15%	0.17%	0.19%
Deferred Tax Liabilities	15,206,702,603	14,960,168,928	246,533,675	1.65%	7.15%	7.49%
Other noncurrent liabilities	81,165,498	84,268,476	(3,102,978)	-3.68%	0.04%	0.04%
TOTAL NONCURRENT LIABILITIES	**111,953,673,368**	**83,744,258,443**	**28,209,414,925**	**33.69%**	**52.65%**	**41.95%**
TOTAL LIABILITIES	**124,671,111,933**	**102,448,736,141**	**22,222,375,792**	**21.69%**	**58.63%**	**51.32%**
Common stock	5,007,305,000	5,007,305,000	-	0.00%	2.35%	2.51%
Preferred stock	194,042,026	194,042,026	-	0.00%	0.09%	0.10%
Additional Paid-in Capital	19,794,017,013	19,794,017,013	-	0.00%	9.31%	9.91%
Equity reserve	20,053,030,447	20,053,030,447	-	0.00%	9.43%	10.04%
Cashflow hedge reserve	859,886,911	270,949,651	588,937,259	217.36%	0.40%	0.14%
Treasury Stock	(194,042,026)	-	(194,042,026)	100.00%	-0.09%	0.00%
Revaluation Surplus	41,092,850,751	40,557,960,538	534,890,213	1.32%	19.33%	20.32%
Retained earnings (Deficit)	(294,808,676)	(154,356,588)	(140,452,088)	90.99%	-0.14%	-0.08%
TOTAL EQUITY	**86,512,281,445**	**85,722,948,086**	**789,333,358**	**0.92%**	**40.69%**	**42.94%**
Non-Controlling Interest	11,907,024,051	11,473,298,916	433,725,135	3.78%	5.60%	5.75%
TOTAL LIABILITIES AND EQUITY	**223,090,417,428**	**199,644,983,143**	**23,445,434,285**	**11.74%**	**104.92%**	**100.00%**

<u>Cash</u>

As of June 30, 2026, the SPNEC Group held cash and cash equivalents totaling ₱8,572.9 million, an increase of ₱927.2 million or 12.13% from December 31, 2025. The increase was primarily driven by additional net debt from ACTIS and continued investment activities for the Terra Solar project. Net cash generated from operations was ₱1,208.4 million, while proceeds from long-term debt availments amounted to ₱28,776.1 million and a subsidiary's issuance of shares to a non-controlling interest totaled ₱8,000.0 million. These inflows were offset by significant cash outflows for additions to property, plant and equipment of ₱14,347.2 million and deposits for land acquisition of ₱1,823.9 million, as well as the settlement of short-term loans of ₱9,013.3 million.

<u>Trade Receivables</u>

This account declined from ₱12,794 million as of December 31, 2025, to ₱5,015.8 million as of June 30, 2026, mainly due to the receipt of cash against subscription receivables.

It arises from revenue from the sale of electricity, and sale of goods and services of the subsidiaries. These are either interest or non-interest bearing depending on the clause indicated in the contract and generally collectible within 30 to 60 days.

Outstanding receivables as of June 30, 2026, increased to ₱839.8 million from ₱559.1 million as of December 31, 2025. The increase is mainly due to additional accounts receivable recognized during the commissioning phase of the Terra Solar Project.

Due from Related Parties

As of June 30, 2026, the balance of due from related parties decreased to ₱143.3 million from ₱337.4 million as of December 31, 2025.

Other Current Assets

This account consists mainly of prepayments in insurance, taxes, rent, short-term investments and trust fees. As of June 30, 2026, the SPNEC group has ₱446.9 million in other current assets, an increase of ₱163.8 million or 54.04% from December 31, 2025. The significant increase is primarily due to the application or reclassification of restricted cash and short-term investment.

Property, Plant, and Equipment

At Cost

During the period, the SPNEC group incurred a total amount of ₱18,396.6 million of capitalizable costs, bringing the net book value of assets at cost to ₱108,252 million as of June 30, 2026. The increase is related mainly to the ongoing construction and initial energization of the Terra Solar project, which successfully energized its first 250 megawatts of solar capacity in March 2026.

The total net book value of Right of Use Assets as of June 30, 2026, is ₱602.6 million.

At Fair Value

This pertains to the parcels of land currently owned by the Group, reported at their fair market value. As of June 30, 2026, the Group's land at revalued amount stood at ₱63,519.2 million, a marginal increase from ₱62,542.3 million as of December 31, 2025. The stable valuation indicates no material changes in fair value during the quarter.

As of June 30, 2026, the Group has a total of 3,352.65 hectares of land.

Deposits for Land Acquisition (DFLA)

For the six-month period ended June 30, 2026, the Group made deposits for various landowners and land acquisition costs amounting to ₱1,560.2 million reflecting the continued land banking efforts primarily for the Terra Solar project.

Intangible Assets

The intangible assets recorded as of June 30, 2026, pertain to the Power Supply Agreement of TSPI that was existing at the time of the acquisition amounting to ₱13,261.9 million.

Other Noncurrent Assets

This account mainly consists of Input VAT of ₱8,793 million, advances to suppliers of ₱7,413.3 million, debt transaction cost of ₱1,463.8 and long-term receivables of ₱407.6 million. The increase to ₱18,103.7 million from ₱8,812.5 million is mainly due to an increase in Input VAT from construction-related purchases for the Terra Solar project.

Trade and Other Payables

This account mainly consists of payables to suppliers and employees, accrued expenses, withholding tax payables, and other liabilities. The increase to P7,152.5 million from P4,535.5 million is mainly due to higher retention payables and payables to suppliers.

Short Term Loans

As of June 30, 2026, short-term loans amounted to ₱1,037.3 million, a decrease of 89.18% from December 31, 2025, due to the settlement of the SP Tarlac short-term loan of ₱3.5 billion on January 9, 2026 and ₱6,200.0 million loan under TNI on May 21, 2026. The remaining balance consists of loans from SP Calatagan.

Due to Related Parties

As of June 30, 2026, due to related parties remained relatively stable at ₱390.1 million.

Income Tax Payable

Income tax payable decreased to ₱104.6 million as of June 30, 2026, from ₱132.2 million as of December 31, 2025, primarily due to the settlement of annual income tax payable and the first quarter income tax payment during the first half of 2026.

Lease Liabilities

As of June 30, 2026, the total outstanding lease liabilities, current and noncurrent, decreased slightly to ₱368 million from ₱376.1 million.

Notes Payable

As of June 30, 2026, notes payable net of current portion increased to ₱96,297.8 million from ₱68,323.8 million. The increase is primarily attributable to additional drawdowns on the Terra Solar ₱150 billion Omnibus Loan and Security Agreement and the new ₱3.8 billion OLSA for SP Tarlac. In March 2026, Terra Solar successfully energized the first 250 MW of its capacity, marking a significant operational milestone. As of June 30, 2026 and December 31, 2025, Terra Nueva incurred prepaid financing costs amounting to ₱132.5 and ₱176.5 million.

- SPCC: Outstanding balance as of June 30, 2026, was ₱471.6 million.
- SPTC: Outstanding balance as of June 30, 2026, was ₱3,758.1 million following the drawdown on its new OLSA with PNB.
- TSPI: As of June 30, 2026, Terra Solar had an outstanding balance of ₱86,596.8 million.
- TNI: Outstanding balance as of June 30, 2026, was ₱7,018.0 million.

Deferred Tax Liabilities

This account arises from the recognition of ROU Assets, lease liabilities, and fair value measurement of the Group's land. The balance increased slightly to ₱15,206.7 million as of June 30, 2026.

Other Noncurrent Liabilities

This account decreased slightly to ₱81.2 million from ₱84.3 million.

Capital Stock

On 15 May 2023, SPPPHI and the Parent Company entered into a Subscription Agreement, whereby SPPPHI agreed to subscribe to 24,373,050,000 common shares at par value of ₱0.10 per share from the Parent Company's increase in authorized capital stock upon its approval by the SEC.

On 31 May 2023, the Parent Company filed with the SEC its application for an increase of the authorized capital stock and the corresponding Amended Articles of Incorporation of SPNEC increasing the authorized capital stock from One Billion Pesos (₱1,000,000,000.00) divided into 10 billion common shares at par value of P0.10 per share to Five Billion Pesos (PhP5,000,000,000.00) divided into 50 billion common shares at par value of ₱0.10 per share.

On 1 June 2023, the SEC approved the Parent Company's application for an increase in its authorized capital stock.

On January 17, 2024, the SEC approved the Parent Company's application for increase in authorized capital stock from 50 billion common shares with par value of ₱0.10 per share to 75 billion common shares with par value of ₱0.10 per share and 25 billion preferred shares with par value of ₱0.01 per share, divided into Class A preferred shares and Class B preferred shares. As a result of the above transactions, the outstanding capital stock of SPNEC increased from ₱3,437.3 million as of December 31, 2023 to ₱5,201.3 million as of December 31, 2024.

As of June 30, 2026, the Parent Company's capital stock remained unchanged from December 31, 2025, consisting of common stock of ₱5,007.3 million and preferred stock of ₱194.0 million, for a total outstanding capital stock of ₱5,201.3 million.

Additional Paid-In Capital

On January 17, 2024, upon the SEC's approval of the application for an increase in authorized capital stock, the subscribed shares were issued to MGreen. Upon approval of the SEC of the Parent Company's application for increase in authorized capital stock, the Parent Company reclassified the "Deposits for future stock subscription" and issued 15.7 billion common shares with par value of ₱1.0 per share and 19.4 billion preferred shares with par value of ₱0.01 per share. The amount in excess of par value totaling to ₱14.1 billion is presented as additional paid-in capital, net of stock issuance costs amounting to ₱50.0 million.

There were no additional paid-in capital transactions during the six-month period ended June 30, 2026. As of June 30, 2026, the balance of Additional Paid-in Capital stood at ₱19,794.0 million, unchanged from December 31, 2025.

Equity Reserve

This represents the impact of the common control business combination as a result of the Parent Company's modified acquisition of 100% of the outstanding shares of SPPPHI in various entities (i.e., Solar Philippines Assets), as well as adjustments arising from transactions with non-controlling interests. As of June 30, 2026, the equity reserve balance remained at ₱20,053.0 million, unchanged from December 31, 2025.

Cashflow Hedge Reserve

The Group entered into foreign exchange futures contracts to hedge its foreign currency exposure. During the six-month period ended June 30, 2026, the Group recognized a total gain of ₱981.6 million in Other Comprehensive Income ("OCI"), consisting of a ₱981.6 million gain from the settlement of matured contracts designated as cash flow hedges. There was no mark-to-market loss on outstanding contracts during the period. As a result, the cash flow hedge reserve increased from ₱270.9 million as of December 31, 2025 to ₱859.9 million as of June 30, 2026.

Revaluation Surplus

The Group's land is comprised of parcels of land with a total land area of 3,352.65 hectares as of June 30, 2026, which was recorded at fair value. An increase of ₱534.9 was recognized in the fair value of the land during the six-month period ended June 30, 2026. The revaluation surplus increased to ₱41,092.9 million from ₱40,558 as of December 31, 2025.

Retained Earnings

The Group's Retained Earnings decreased by ₱140.5 million during the six-month period ended June 30, 2026, from a deficit of ₱154.4 million as of December 31, 2025 to a deficit of ₱294.8 million as of June 30, 2026. This decrease was driven by a net loss attributable to equity holders of the Parent Company of ₱140.5 million for the period.

On June 19, 2026, the BOD of SP Calatagan approved the declaration of cash dividends amounting to ₱256.7 million to the holder of preferred shares. The dividends were subsequently paid on June 29, 2026.

As of June 30, 2026, undeclared dividends on the SP Calatagan preferred shares and accumulated interest recorded amounted to ₱128.4 million and nil, respectively.

Material Changes to the Consolidated Statements of Comprehensive Income for the Six-months ended June 30, 2026, compared to the Statements of Comprehensive Income for the Six-months ended June 30, 2025.

Horizontal and Vertical Analysis of Comprehensive Income June 30, 2026 vs. June 30, 2025						
Amounts in ₱0.00	June 30, 2026 (6 months) (Unaudited)	June 30, 2025 (6 months) (Unaudited)	Horizontal Analysis		Vertical Analysis	
			Increase/(Decrease)		Jun 30, 2026 (6 months) (Unaudited)	Jun 30, 2025 (6 months) (Unaudited)
			Amount	*Percentage*		
Revenue	1,333,010,657	713,177,719	619,832,938	86.91%	312%	212.51%
Cost of Sales	(500,938,166)	(257,030,574)	(243,907,592)	94.89%	-117%	-76.59%
GROSS PROFIT	**832,072,491**	**456,147,145**	**375,925,346**	**82.41%**	**195%**	**135.92%**
General and Administrative Expenses	(416,771,596)	(179,480,265)	(237,291,331)	132.21%	-97%	-53.48%
Finance Costs	(377,899,774)	(290,932,381)	(86,967,393)	29.89%	-88%	-86.69%
Interest Income	49,721,083	47,516,448	2,204,634	4.64%	12%	14.16%
Other Income (Expense)	255,869,228	(149,706,996)	405,576,224	-270.91%	60%	-44.61%
INCOME (LOSS) BEFORE TAX	**342,991,431**	**(116,456,049)**	**459,447,480**	**-394.52%**	**80%**	**-34.70%**
Provisions for Income Tax	(185,643,227)	(120,007,667)	(65,635,560)	54.69%	-43%	-35.76%

Horizontal and Vertical Analysis of Comprehensive Income June 30, 2026 vs. June 30, 2025						
Amounts in ₱0.00	June 30, 2026 (6 months) (Unaudited)	June 30, 2025 (6 months) (Unaudited)	Horizontal Analysis		Vertical Analysis	
			Increase/(Decrease)		Jun 30, 2026 (6 months) (Unaudited)	Jun 30, 2025 (6 months) (Unaudited)
			Amount	*Percentage*		
NET INCOME (LOSS) AFTER TAX	**157,348,204**	**(236,463,715)**	**393,811,920**	**-166.54%**	**37%**	**-70.46%**

Revenue

For the six-month period ended June 30, 2026, the Group recorded a total of ₱1,333.0 million in revenue, a 86.91% increase compared to ₱713.2 million in the same period last year. This increase is primarily due to higher energy sales from SP Calatagan and SP Tarlac, coupled with initial revenue contributions from the first 250 MW of the Terra Solar project which was energized in March 2026. Revenue from sale of electricity arising from the energization of the Terra Solar Project amounted to ₱470.0 million for the six-month period ended June 30, 2026

Cost of Sales

Cost of Sales increased by 94.89% to ₱500.9 million for the six-month period ended June 30, 2026. The increase is due to slightly higher depreciation and amortization, and the inclusion of "Purchased power" costs of ₱125 million as the Group began commercial activities. Other significant increases were seen in salaries and wages of ₱36 million, insurance of ₱35 million, and contracted services of ₱17.9 million.

Horizontal and Vertical Analysis of Comprehensive Income June 30, 2026 vs. June 30, 2025						
Amounts in ₱0.00	June 30, 2026 (6 months) (Unaudited)	June 30, 2025 (6 months) (Unaudited)	Horizontal Analysis		Vertical Analysis	
			Increase/(Decrease)		June 30, 2026 (6 months) (Unaudited)	June 30, 2025 (6 months) (Unaudited)
			Amount	*Percentage*		
Depreciation and amortization.	153,919,528	153,035,318	884,211	0.58%	82.56%	123%
Purchased Power.	125,005,148	19,496,964	105,508,184	541.15%	67.05%	16%
Contracted Services.	17,992,493	13,660,032	4,332,461	31.72%	9.65%	11%
Insurance.	35,221,433	31,315,733	3,905,700	12.47%	18.89%	25%
Salaries and wages.	36,245,932	11,900,515	24,345,417	204.57%	19.44%	10%
Consumables, parts and repairs	2,556,297	14,712,574	(12,156,277)	-82.63%	1.37%	12%
Others	129,997,334	12,909,438	117,087,897	906.99%	69.73%	10%
Cost of Sales	**500,938,166**	**257,030,574**	**243,907,593**	**94.89%**	**268.70%**	**207%**

General and Administrative Expenses

General and Administrative Expenses increased by 132.31% to ₱416.8 million for the six-month period ended June 30, 2026. The increase is driven by contracted services of ₱66,253.2 million and professional fees of ₱158,129.8 million associated with the expanded operations and project management of the Terra Solar project.

Horizontal and Vertical Analysis of Comprehensive Income June 30, 2026 vs. June 30, 2025						
Amounts in ₱0.00	June 30, 2026 (6 months) (Unaudited)	June 30, 2025 (6 months) (Unaudited)	Horizontal Analysis		Vertical Analysis	
			Increase/(Decrease)		Jun 30, 2026 (6 months) (Unaudited)	Jun 30, 2025 (6 months) (Unaudited)
			Amount	*Percentage*		
Professional fees	158,129,825	6,242,316	151,887,509	2433.19%	119.39%	5.20%
Taxes, licenses and registration	66,253,168	61,431,475	4,821,693	7.85%	50.02%	51.13%
Contracted Services	71,844,658	8,280,000	63,564,658	767.69%	54.24%	6.89%
Depreciation and amortization	8,165,221	5,993,565	2,171,656	36.23%	6.16%	4.99%
Rental	5,041,345	3,696,953	1,344,392	36.36%	3.81%	3.08%
Others	107,337,380	93,835,956	13,501,424	14.39%	81.04%	78.10%
General and Administrative Expenses	**416,771,596**	**179,480,265**	**237,291,331**	**132.21%**	**314.66%**	**149.39%**

Other Income

During the period, the group recognized a net foreign exchange loss of ₱255.9 million, which comprised the majority of Other Income, compared to a gain of ₱149.7 million in the same period last year. The loss is due to unfavorable exchange rate movements on the Group's foreign currency-denominated payables and hedging activities.

Finance Costs

Finance costs increased by 29.89% to ₱377.9 million for the six-month period ended June 30, 2026. The increase is primarily due to higher interest expense from the substantial long-term debt availed for the Terra Solar project and short-term borrowings by Terra Nueva.

Interest Income

Interest income remained relatively stable at ₱49.7 million for the six-month period ended June 30, 2026, compared to ₱47.5 million in the prior year.

Net Income (Loss)

For the six-month period ending June 30, 2026, the Group reported a net loss after tax of ₱157.3 million, a significant turnaround from a net income of ₱236.5 million in the same period last year. The deterioration is primarily driven by higher purchased power, distribution and wheeling charges, management and professional fees, and interest expense arising from the availed long-term debt, as well as unfavorable exchange rate movements.

EXHIBIT “7”

AGING OF RECEIVABLES AS OF JUNE 30, 2026 (IN PHP)

Aging Category	Trade	Non-Trade	Total
CURRENT	416,418,298.68	-	416,418,298.68
30 DAYS	75,665,381.44	-	75,665,381.44
60 DAYS	45,722,433.27	-	45,722,433.27
90 DAYS	-	-	-
120 DAYS	-	-	-
OVER 120 DAYS	301,981,052.92	4,176,048,726.34	4,478,029,779.26
Total	**839,787,166.31**	**4,176,048,726.34**	**5,015,835,892.65**

EXHIBIT “8”

KEY PERFORMANCE INDICATORS

The key financial ratios show the Group’s transition from development to initial operations. The current ratio increased to 1.17 from 1.16 as of December 31, 2025, indicating a stable liquidity position. The debt-to-equity ratio increased to 1.27 from 1.05, reflecting the significant debt drawdowns for Terra Solar. The return on equity and return on assets for the six-month period ended June 30, 2026, turned positive at 0.17% and 0.08%, respectively. Full-year 2025 ratios are not presented as they are not directly comparable to the interim period results.

Financial Ratios	Formula	Jun-26	Dec-25
Current Ratio	Dividing total current assets over total current liabilities	1.17	1.16
Quick Ratio	Dividing total current assets less inventories over current liabilities	1.17	1.16
Solvency Ratio	Dividing net income excluding depreciation and non-cash provisions over debt obligations	0.01	0.05
Debt-to-Equity Ratio	Dividing total liabilities over stockholders' equity	1.27	1.05
Asset-to-Equity Ratio	Dividing total assets over total stockholders' equity	2.27	2.05
Interest Coverage Ratio	Dividing earnings before interest and taxes of one period over interest of the same period	0.06	0.35
Net Debt-to-Equity Ratio	Dividing total interest-bearing debts less cash and cash equivalents over total stockholders' equity	1.14	0.94
Return on Equity (ROE)	Dividing the net income (YTD) by the total stockholders' equity (average)	0.17%	-5.03%
Return on Assets (ROA)	Dividing the net income (YTD) by the total assets (average)	0.08%	-2.82%