

COVER SHEET

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S.E.C. Registration No.

[illegible]

(Company's Full Name)

[illegible]

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

MARK S. GORRICETA (CORPORATE SECRETARY)

Contact Person

(632) 8889-6467

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

20-1S

FORM TYPE

2ND WEDNESDAY OF
AUGUST

Month Day

Annual Meeting

N/A

Secondary License Type, If Applicable

M	S	R	D
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Dept. Requiring this Doc.

N/A

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings

	N/A
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Domestic

N/A

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

[illegible]

Document I.D.

Cashier

STAMPS

STAMPS

NOTICE OF 2026 ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of stockholders of Xurpas Inc. (the “Company”) will be conducted virtually through the Zoom Videoconference facility (**Meeting ID: 864 3779 5418**), on November 10, 2026 at 10 o'clock in the morning with the following agenda:

AGENDA

1. Call to Order
2. Certification of Notice and Quorum
3. Review and approval of Minutes of the Previous Meeting held on August 13, 2025
4. Message of the Chairman
5. Annual Report of the President
6. Approval of the Audited Financial Statements for the Year Ended December 31, 2025
7. Election of Directors, including Independent Directors
8. Appointment of External Auditor
9. Ratification of Previous Acts of the Directors and Management
10. Approval of the Issuance of 200,000,000 common shares to Mr. Fernando Jude F. Garcia by way of subscription; the listing of the Subscription Shares on the Philippine Stock Exchange; and the waiver of public offer requirement pursuant to the PSE Rules
11. Other Matters
12. Adjournment

The Company will not conduct a face-to-face or in person meeting. Subject to validation procedures, stockholders may attend the meeting remotely.

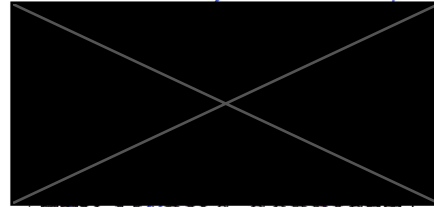
For Registration to participate and/or vote in absentia, please visit: <http://asm2026.xurpas.com>. Registration starts on October 1, 2026. Stockholders may also submit the required forms by sending an email to the Corporate Secretary at corpsec@xurpas.com or by post or courier to the principal office of Xurpas.

For individual stockholders who wish to attend the virtual meeting, you can register through the link provided above. Please also submit a certification from your broker on the number of Xurpas shares you own as of record date. For corporate stockholders who has a representative who will be attending the meeting, you can also register through the link provided above, together with the corresponding certification from your broker on the number of Xurpas shares that the company owns as of record date, and a secretary's certificate attesting to the authority of the representative to attend and vote at the stockholders' meeting.

Stockholders who will join by proxy may also visit and register in the same link.

PSE Trading Participants / Brokers may also submit the following to the Corporate Secretary (corpsec@xurpas.com): (1) the list of stockholders (together with the e-mail addresses of the stockholders) who have indicated that they wish to attend the meeting remotely and/or vote in absentia or through remote communication; and (2) a certification on the number of the shares held by the said stockholders as of Record Date. The Company is not soliciting proxies.

Only stockholders of record at the close of business day on September 30, 2026 (“**Record Date**”) are entitled to notice of meeting, attendance to the live webcast of the meeting, and to vote through remote communication or in absentia. Attendance and voting shall be subject to validation procedures.



ATTY. MARK S. GORRICETA

*Corporate Secretary, Chief Legal Officer and
Chief Compliance Officer*

All submissions shall be subject to validation procedures of Xurpas Inc. The deadline for Registration, Voting in absentia and Proxy Submission is on November 4, 2026. Validation of all submitted ballots for the voting in absentia and proxies shall be done on November 6, 2026. The security code for the virtual stockholders' meeting for each registered stockholder shall be sent via e-mail to the provided e-mail address on November 6, 2026. If you need any assistance, you may contact us at corpsec@xurpas.com.

Access to Xurpas Inc.'s Notice and Agenda, Definitive Information Statement, Proxy and other documents required for the Annual Stockholders' Meeting may be accessed through Xurpas Inc.'s website at <http://www.xurpas.com> and via PSE Edge. You can also request for soft or hard copies of the meeting materials through an email request to corpsec@xurpas.com.

Please submit all questions and comments to corpsec@xurpas.com on or before on November 4, 2026 5:00 p.m.

EXPLANATION OF AGENDA ITEMS

Call to Order

The Chairman of the Meeting will formally open the meeting at approximately 10:00 in the morning. Live webcast of the Meeting will be accessible via Zoom Videoconference facility (**Meeting ID: 864 3779 5418**). Stockholders who have registered via <http://asm2026.xurpas.com> will be given the security code through e-mail on November 6, 2026.

Certification of Notice and Quorum

Xurpas Inc. (the “Company”) shall distribute the Definitive Information Statement through: (a) a disclosure with the Philippine Stock Exchange Electronic Disclosure Generation Technology (“PSE EDGE”); and (b) posting at the Xurpas’ website (<http://www.xurpas.com>).

In accordance with the Corporation’s By-Laws, stockholders’ meetings may be conducted by way of remote communication or in absentia and voting exercised through remote communication or in absentia. Accordingly, the Company shall provide a link which will be accessed by the stockholders to participate and vote in absentia on the matters presented for resolution at the meeting.

Stockholders who will attend the meeting through remote communication or in absentia shall be deemed present for purposes of quorum. The Corporate Secretary shall also certify the existence of a quorum. The following are the rules of conduct and procedure for the meeting:

1. Stockholders may attend the meeting remotely provided that they have submitted the registration requirements via <http://asm2026.xurpas.com> (“Registration”). The deadline for Registration is on November 4, 2026.
2. Stockholders may also submit their proxies through <http://asm2026.xurpas.com>. The deadline for submission of Proxy is on November 4, 2026, 5:00 P.M. The validation of the proxies shall be conducted on November 6, 2026.
3. Questions and comments may be sent prior to or during the meeting at corpsec@xurpas.com and shall be limited to the items in the Agenda. Kindly send questions and comments on or before November 4, 2026, 5:00 P.M.
4. Stockholders who have registered to participate in the meeting by remote communication shall be included in determining the quorum, together with the stockholders who voted in absentia and submitted their proxy.
5. Voting
 - 5.1. Stockholders may cast their votes by submitting their ballots via <http://asm2026.xurpas.com>
 - 5.2. Stockholders may issue a Proxy authorizing the Chairman of the meeting to vote on their behalf via <http://asm2026.xurpas.com>
6. The Company’s Stock and Transfer Agent shall tabulate and validate all votes received on November 6, 2026.
7. The meeting proceedings shall be recorded in audio format and uploaded in the Company’s website within seven (7) business days from the meeting.

Approval of the Minutes of the Previous Meeting

The minutes of the Annual Stockholders’ Meeting held on August 13, 2025 are attached as Annex “A” to the Information Statement and posted at the company website.

Message of the Chairman

The Chairman of the Board, Mr. Fernando Jude F. Garcia, shall deliver his message to the stockholders of the Company.

Annual Report of the President

The President, Mr. Alexander D. Corpuz, shall deliver a report to the stockholders on the performance of the Company in 2025 and for the first half of 2026.

Approval of the Audited Financial Statements for the Year Ended December 31, 2025

The Audited Consolidated Financial Statements of the Company for the year ended December 31, 2025, audited by SyCip, Gorres, Velayo & Co., are attached as Annex “E” to the Information Statement and are posted on the Company’s website. The same shall be submitted to the stockholders for approval.

Election of Directors and Independent Directors

The following have been nominated to be part of the Board of the Company:

1. Fernando Jude F. Garcia
2. Alexander D. Corpuz
3. Jose Vicente T. Colayco
4. Wilfredo O. Racaza
5. Jonathan Gerard A. Gurango
6. Jonathan Jack R. Madrid, Independent
7. Dante M. Briones, Independent
8. Deanna Faye B. Dalisay, Independent

Every stockholder entitled to vote shall have the right to vote *in absentia* or by proxy the number of shares outstanding in his name at the time of the election. The stockholder may vote his shares for as many persons as there are directors to be elected.

Appointment of External Auditor

SyCip, Gorres, Velayo & Co. (“SGV & Co.”) has been nominated as the Company’s external auditor for the fiscal year 2026.

Ratification of the Acts of the Board of Directors and Management

All acts of the Board of Directors and Management from August 13, 2025 to September 6, 2026 are provided in Annex “G” of the Information Statement. The foregoing matters shall be subject to the ratification of the stockholders.

Issuance of Xurpas Shares to Mr. Fernando Jude F. Garcia

On May 13, 2026, the Board of Directors of Xurpas approved the issuance of 200,000,000 common shares to Mr. Fernando Jude F. Garcia (the “**Subscription Shares**”) at par value, for an aggregate subscription price of PHP 20,000,000. The foregoing issuance is subject to the approval of the stockholders.

The stockholders will likewise be asked to approve the listing of the Subscription Shares with the Philippine Stock Exchange and, in accordance with the Exchange’s Rules on Additional Listing for related party transactions, the waiver of the requirement to conduct a rights or public offering of the Subscription Shares. The waiver requires the approval of the majority of the outstanding shares held by the minority stockholders present or represented at the meeting.

XURPAS INC.
2026 Annual Stockholders' Meeting
November 10, 2026

Instructions for Attendance to the Stockholders' Meeting in absentia, Voting in Absentia and Submission of Proxy



Please prepare the following:

1. Name, Valid E-mail Address, Contact Number
2. Valid Government-Issued Identification Card (ID)
3. Broker's Certification (if applicable)
4. For Corporate Shareholders, Secretary's Certificate attesting to the authority of the Authorized Representative to act on behalf of the Corporation / Submit the Forms

Stockholders of Record as of September 30, 2026 are entitled to attend the virtual Stockholders' Meeting and Vote in Absentia. Register via <http://asm2026.xurpas.com>

Registration and Voting in absentia starts on October 1, 2026. Deadline for Registration, Voting in absentia and/or Submission of Proxy is on November 4, 2026.



Registered Stockholders of Xurpas Inc. as of Record Date will receive their security code for the virtual Stockholders' Meeting via e-mail on November 6, 2026.

The meeting will be accessible (live) on November 10, 2026, at 10:00 AM via Zoom Videoconference facility (**Meeting ID: 864 3779 5418**).

You may contact us at corpsec@xurpas.com if you need any assistance.

Xurpas Inc. will **not** conduct a face-to-face or in person meeting. The stockholders may attend the meeting *remotely* through a videoconference facility.

**XURPAS INC.
REGISTRATION FORM,
VOTING IN ABSENTIA AND/OR PROXY FORM**

To be accomplished via <http://asm2026.xurpas.com>

Registration Starts on October 1, 2026

I. Registration

For Individual Shareholder	<i>Please fill up</i>	For Corporate Shareholders	<i>Please fill up</i>
Name		Corporate Name	
Contact Number		Name of Authorized Representative	
E-mail Address		Contact Number	
		E-mail Address	

For Individual Stockholder: Valid Government-Issued Identification Card For Corporate Shareholders: Valid Government-Issued Identification Card of the Authorized Representative	<i>Please upload</i>
Broker's Certification (<i>if applicable</i>)	<i>Please upload</i>
Secretary's Certificate (<i>for Corporate Shareholders</i>)	<i>Please upload</i>

(Yes or No)	I hereby certify that I am a stockholder of Xurpas Inc. as of Record Date (September 30, 2026) and I signify my intention to attend the virtual stockholders' meeting on November 10, 2026 at 10:00 AM. The instructions to attend the stockholders' meeting and security code will be sent to you in the e-mail address you have indicated herein on or before November 6, 2026 .
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II. Voting in Absentia or Issuance of Proxy

Please choose one (1)			
Voting in Absentia		Proxy	
<i>Please accomplish Ballot</i>		I, being a stockholder of Xurpas Inc., constitute and appoint the Chairman of the meeting as my proxy, to represent and vote all shares registered in my name, which I beneficially own, at the annual meeting of the stockholders on November 10, 2026 at 10:00 a.m. and any adjournment(s) and postponement(s) thereof, hereby ratifying and confirming any and all actions taken on matters which may properly come before such meeting or adjournment(s) thereof.	

III. Ballot

	Matters for Approval	For*	Against*	Abstain
1.	Approval of the Minutes of the Annual Stockholders' Meeting held on August 13, 2025			
2.	Approval of the 2025 Audited Financial Statements			
3.	<u>Election of Directors and Independent Directors</u>			
	• Jonathan Gerard A. Gurango			
	• Alexander D. Corpuz.			
	• Fernando Jude F. Garcia			
	• Wilfredo O. Racaza			
	• Jose Vicente T. Colayco			
	• Jonathan Jack R. Madrid, Independent			
	• Dante M. Briones, Independent			
	• Deanna Faye B. Dalisay, Independent			
4.	<u>Appointment of External Auditor</u>			
	• SyCip, Gorres, Velayo & Co.			
5.	<u>Ratification of the acts of the board of Directors and Management</u>			
6.	<u>Approval of the issuance of 200,000,000 Xurpas Shares to Mr. Fernando Jude F. Garcia at par value, the listing thereof with the Philippine Stock Exchange, and the waiver of the public offer requirement under the PSE Rules on Additional Listing</u>			

*indicate number of shares; otherwise, we will assume that you are voting for ALL shares registered under your name.

Other Terms and Conditions (You will not be able to proceed with the submission if any item is left blank)	
	I hereby certify that the number of votes covered by this Ballot shall be in accordance with the total number of Xurpas Inc. registered in my name as of record date.
	In case of an account with <i>joint owners</i> , or an account in an <i>and/or capacity</i> , I hereby certify that I have secured the consent of all other owners in the submission of this Ballot.

	In case of a corporate shareholder, I hereby certify that I am an authorized representative of the corporation and I am duly authorized to submit this Proxy.		
	If my shares are lodged with PDTC or registered under the name of a broker, bank or other fiduciary, I hereby authorize Xurpas Inc. or any of its duly authorized representative to request and secure the necessary certification from <i>PDTC or my broker</i> on the number of shares which are registered in my name as of record date and issue the said certification in accordance with this Form.		
	I further hereby certify that my Xurpas Inc. shares are lodged with the following brokers:		
	Name of Broker	Contact Person	Contact Details



	Stockholder's data will be collected, stored, processed and used exclusively for the purposes of electronic registration, voting in absentia and/or submission of Proxy for the Electronic Stockholders' Meeting of Xurpas Inc. In order to meet privacy obligations under the Data Privacy Act of 2012, Stockholder's registrations will be stored in accordance with the statutory retention periods. Detailed information of Xurpas Inc.'s Data Privacy Policy is provided in http://www.xurpas.com .			

Xurpas Inc. reserves the right to request a hard copy of the Registration Form with physical signatures from the stockholder, if necessary.

By signing below, I hereby certify that any and all information contained in this Registration Form, or provided in connection herewith, is true and complete and that Xurpas may rely on the accuracy of any such information.

[Name and Signature of Stockholder]

REMINDER:

This Registration Form shall be accomplished and submitted **on or before November 4, 2026, 5:00 p.m.** Stockholders may also accomplish this Registration Form and submit directly to corpsec@xurpas.com together with a valid government-issued identification card, certification from the Broker (for scripless shares) and Secretary's Certificate (for corporate shareholders). Validation of proxies shall be held on November 6, 2026. Security Code will be sent to the e-mail of the stockholders who have submitted their registration on or before November 6, 2026. Notarization of this Registration Form is not required.

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

1. Check the appropriate box:

☐ Preliminary Information Statement

☒ Definitive Information Statement

2. Name of Registrant as specified in its charter **XURPAS INC.**

3. **PHILIPPINES**

Province, country or other jurisdiction of incorporation or organization

4. SEC Identification Number **A200117708**

5. BIR Tax Identification Code **219-934-330**

6. **Unit 804 Antel 2000 Corporate Center 121 Valero St.**

Salcedo Village, Makati City

Address of principal office

1227

Postal Code

7. Registrant's telephone number, including area code **(02) 8889-6467**

8. Date, time and place of the meeting of security holders:

Date: November 10, 2026, Tuesday

Time: 10:00 a.m.

Place: The meeting shall be held at its principal office -
Unit 804 Antel 2000 Corporate Center 121 Valero St.
Salcedo Village, Makati City, for the presiding officer, and virtually for
the other attendees.

Zoom Videoconference Facility with Meeting ID: 864 3779 5418

Registration and Voting in Absentia and/or Proxy Submission	Registration will start on October 1, 2026	http://asm2026.xurpas.com
Annual Stockholders' Meeting	Live on November 10, 2026	Zoom Videoconference Facility with Meeting ID: 864 3779 5418

9. Approximate date on which the Information Statement is first to be sent or given to security holders **October 14, 2026.**

10. In case of Proxy Solicitations:

Name of Person Filing the Statement/Solicitor: **Not Applicable**
Address and Telephone No. **Not Applicable**

11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the Securities Regulation Code (information on number of shares and amount of debt is applicable only to corporate registrants):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Shares	2,713,603,812

12. Are any or all of registrant's securities listed in a Stock Exchange?

Yes [☒] No [☐]

If yes, disclose the name of such Stock Exchange and the class of securities listed therein:

2,571,752,787 common shares of the Corporation are listed with the Philippine Stock Exchange.

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of security holders.

The 2026 Annual Stockholders' Meeting of Xurpas Inc. ("Xurpas" or the "Corporation" or the "Company") will be held on the following date at the following address:

Date: **November 10, 2026, Tuesday**
Time: **10:00 a.m.**
Place: **Unit 804 Antel 2000 Corporate Center 121 Valero St.
Salcedo Village, Makati City**

**Stockholders' may attend virtually via Zoom
Videoconference Facility:**

Meeting ID: 864 3779 5418

Registration and Voting in Absentia and/or Proxy Submission	Registration will start on October 1, 2026	http://asm2026.xurpas.com
Annual Stockholders' Meeting	Live on November 10, 2026, 10:00 am	Videoconference Facility Meeting ID: 864 3779 5418 The Security Code will be sent via e-mail on or before November 6, 2026

Complete mailing address
of registrant:

**Unit 804 Antel 2000 Corporate Center 121 Valero
St. Salcedo Village, Makati City, 1227**

Approximate mailing date
of this information statement
and Proxy Form:

October 14, 2026
**Copies of the Information Statement and Proxy
Forms to be physically distributed to the
stockholders as of record date. The Information
Statement will also be available via PSE EDGE will
be posted at <http://www.xurpas.com>**

Item 2. Dissenters' Right of Appraisal

There are no matters or proposed actions as specified in the attached Notice of Annual Meeting that may give rise to a possible exercise by stockholders of their appraisal right under Section 80 of the Revised Corporation Code of the Philippines.

Section 80, Title X: Appraisal Right of the Revised Corporation Code of the Philippines, provides that any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

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

This appraisal right may be exercised by any stockholder who has voted against the proposed corporate action, by making a written demand on the corporation for the payment of the fair value of shares held within thirty (30) days from the date on which the vote was taken: provided, that failure to make the demand within such period shall be deemed a waiver of the appraisal right.

The Corporation shall apply and observe the rules identified in Title X of the Revised Corporation Code on exercise of Appraisal Right.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- a. The incumbent directors and executive officers, those nominated for election as independent director, and their associates, have no substantial interest in any matter to be acted upon at the meeting other than election to the office, except that Mr. Fernando Jude F. Garcia has a direct interest in the proposed issuance of the Subscription Shares in his favor discussed in Item 9 hereof.
- b. No director has informed the Corporation of his opposition to any matter to be acted upon at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

a. Class of voting shares

Number of outstanding shares as
of September 30, 2026 : **2,713,603,812 common shares**

Number of votes per share : **One vote each share of stock held
as of record date of September 30, 2026**

b. Record date

All stockholders of record as of September 30, 2026, are entitled to notice and to vote at the meeting.

c. Election of directors and cumulative voting rights

The election of directors and independent directors should be by ballot and cumulative voting is allowed. A stockholder (a) may vote such number of his/her shares for as many persons as there are directors to be elected, or (b) may cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or (c) may distribute them on the same principle among as many candidates as he/she shall see fit, provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholder.

Every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares outstanding in his name at the time of the election. The stockholder may vote his shares for as many persons as there are directors to be elected.

The stockholder may also cumulate his 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 he may see fit; provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. There is no condition precedent to the exercise of the stockholders' right to cumulative voting.

d. Security ownership of certain record and beneficial owners and management

1. Security ownership of certain record and beneficial owners

As of October 1, 2026, the Corporation is not aware of any person who is directly or indirectly the record or beneficial owner of more than 5% of the Corporation's capital stock except as set forth below:

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 and Nature of Ownership (Direct or Indirect)	Percent of Class
Common	Fernando Jude F. Garcia North Lane, Jem 2 Subd., Tandang Sora, Quezon City (Director, Chief Technology Officer and Treasurer)	Fernando Jude F. Garcia	Filipino	764,803,840 (Direct)	28.18%
Common	Nico Jose S. Nolleto Urdaneta Tower, Ayala Avenue, Makati City (Principal Shareholder)	Nico Jose S. Nolleto	Filipino	730,213,914 (Direct) and 39,169,763 (Indirect) ¹	28.35%
Common	Raymond Gerard S. Racaza One Salcedo Place, Jaime Velasquez St., Salcedo Village, Makati City (Principal Shareholder)	Raymond Gerard S. Racaza	Filipino	375,765,960 (Direct)	13.85%
Common	PCD Nominee Corp. (Filipino)	PCD participants acting for themselves and for their customers ²	Filipino	567,832,581 (Direct)	20.93%

Common	PCD Nominee Corp. (Non-Filipino)	PCD participants acting for themselves and for their customers	Non-Filipino	233,389,222 (Direct)	8.60%
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As of October 1, 2026 , 8.60% of the outstanding shares of the Corporation are held by Non-Filipino.

¹ Shares registered in the name of Eden International Holdings Pte. Ltd.

² Each beneficial owner of shares through a PCD participant is the beneficial owner to the extent of the number of shares in his account with the PCD participant. The Corporation has no record relating to the power to decide how the shares held by PCD are to be voted.

2. Security ownership of directors and management

As of October 1, 2026, the Corporation's current directors and executive officers own the following number of shares:

Title of Class	Name of Owner and Position	Citizenship	No. of Shares and Nature of Ownership (Direct or Indirect)	Percent of Class
Common	Fernando Jude F. Garcia Chairman, Chief Technology Officer and Treasurer	Filipino	764,803,840 (Direct)	28.18%
Common	Alexander D. Corpuz Director, President, Chief Finance Officer and Chief Information Officer	Filipino	1,000 (Direct)	Nil
Common	Jose Vicente T. Colayco Director and Chief Operating Officer	Filipino	10,000 (Direct)	Nil
Common	Wilfredo O. Racaza Director	Filipino	1,060 (Direct)	Nil
Common	Jonathan Gerard A. Gurango Director	Filipino	1,192,499 (Direct)	0.05%
Common	Jonathan Jack R. Madrid Independent Director	Filipino	10,000 (Direct)	Nil
Common	Dante M. Briones Independent Director	Filipino	10,000 (Direct)	Nil
Common	Deanna Faye B. Dalisay Independent Director	Filipino	10,000 (Direct)	Nil
N/A	Mark S. Gorriceta Corporate Secretary, Chief Legal Officer and Chief Compliance Officer	Filipino	0-	Nil-
Total (Directors and Officers as a Group)			766,038,399	28.23%

3. Voting Trust Holders of 5% or More

The Corporation is not aware of any person holding 5% or more of the Corporation's shares under a voting trust or similar agreement.

4. Changes in Control

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

Item 5. Directors and Executive Officers

(i) Board of Directors, Independent Directors and Executive Officers

Effective June 6, 2022, Mr. Nico Jose S. Nollado resigned as Chairman of the Board and as a Director for personal reasons.

On August 13, 2025, the Corporation held its 2025 Annual Stockholders' Meeting wherein seven (7) directors were elected as such for the ensuing year. Two (2) out of the seven (7) directors are independent.

The following independent directors also resigned in 2025 for personal reasons: Mr. Bartolome S. Silayan, Mr. Jonathan Juan DC Moreno, Ms. Imelda Tiongson and Mr. Christopher P. Monterola. Mr. Tewo Huat (Philip) Kwa resigned as Independent Director in 2026, also for personal reasons.

As of date, the following are the directors and officers of the Corporation:

Directors	Nationality	Position	Age	Year Position was Assumed
Fernando Jude F. Garcia	Filipino	Executive Director (Chairman, Treasurer and Chief Technology Officer)	52	2001
Alexander D. Corpuz	Filipino	Executive Director (Chief Finance Officer and Chief Information Officer)	59	2019
Jose Vicente T. Colayco	Filipino	Executive Director (Chief Operating Officer and Chief Business Development Officer)	56	2025
Wilfredo O. Racaza	Filipino	Non-Executive Director	77	2001
Jonathan Gerard A. Gurango	Filipino	Non-Executive Director	68	2026 ⁴
Jonathan Jack R. Madrid	Filipino	Independent Director	65	2025
Dante M. Briones	Filipino	Independent Director	61	2026
Deanna Faye B. Dalisay	Filipino	Independent Director	46	2026

The table below sets forth the Company's executive officers in addition to its executive directors listed above:

Name	Nationality	Position	Age	Year Position was Assumed
Mark S. Gorriceta	Filipino	Corporate Secretary, Chief Legal Officer and Chief Compliance Officer	48	2014

⁴ Mr. Jonathan Gerard A. Gurango was elected as Independent Director of Xurpas Inc. from 2014 to 2022. Currently, he is a Non-executive director of Xurpas.

Background Information

Fernando Jude F. Garcia, Filipino, 52, is the current Chairman of Xurpas. He has also served as Chief Technology Officer and Director of the Corporation since November 2001 and was appointed Treasurer effective February 1, 2019. He previously served as Corporate Secretary of the Corporation until December 2014.

Mr. Garcia is a co-founder of Xurpas and has played a key role in the design and development of the Corporation's technology platforms and systems. He created the Corporation's Griffin Platform, a mobile consumer content gateway and platform supporting its mobile consumer products and services, as well as a modular middleware system designed to integrate with various telecommunications and billing platforms.

As Chief Technology Officer, he has been responsible for the Corporation's software architecture, systems integration, and cloud-based infrastructure. His areas of technical expertise and experience include enterprise software development, ERPNext and enterprise resource planning systems, data engineering, data science and advanced analytics, cloud computing, systems integration, video streaming, and blockchain technologies. Before founding Xurpas, Mr. Garcia worked as a software developer at iAyala.

Mr. Garcia holds a Bachelor of Science degree in Applied Physics from the University of the Philippines Diliman and a Master in Data Science degree from the Asian Institute of Management, which he completed in 2025.

Alexander D. Corpuz, Filipino, 59, was appointed as Director and President of the Corporation effective February 1, 2019. He has also been the Corporation's Chief Finance Officer since 2014 and Chief Information Officer since 2018. Mr. Corpuz has 36 years of experience in the field of finance, ten years of which was in investment and commercial banking. He was Vice President of Bank of America in 2001, before serving as CFO for Liberty Telecoms Holdings Inc., Information Gateway Inc., Mañosa Group of Companies and Hatchd Inc. Mr. Corpuz holds a Bachelor of Science in Business Administration degree from University of the Philippines, Diliman, Cum Laude. He obtained his Masters in Business Management from the Asian Institute of Management, Makati City. He is Director/Treasurer of the Educhild Foundation Inc.

Jose Vicente T. Colayco, Filipino, 56, joined Xurpas in 2011 and is currently the Chief Operating Officer of the Company. Prior to this, he also served as the Chief Business Development Officer and Treasurer of the Company. Before joining Xurpas, Mr. Colayco was the co-founder and co-managing director of Digital Storm, Inc., a developer of online casual game platforms. He was a Managing Director of Information Gateway Inc., from 2004 to 2010, during which time he led the management of relationships with foreign and local licensors from the music, motion picture and game industries.

Before that, he was Managing Director for EMI Music Philippines and Marketing Director for Sony Music Philippines. He holds a Bachelor of Arts degree in Philosophy and Religious Studies from Brown University, Magna Cum Laude. He obtained his Masters in Business Administration from Harvard Business School in Boston, Massachusetts.

Wilfredo O. Racaza, Filipino, 77, has been a Director of the Corporation since November 2001. Mr. Racaza has 49 years of marketing and finance experience under his belt. He worked with Mobil Oil Philippines for 15 years developing New Business through Resale Outlets and servicing Direct Commercial Consumers Accounts. He previously worked as an insurance executive in Manulife Financial Philippines for 33 years. He is a Registered Financial Consultant (Graduated Cum Laude in May 2015). He has garnered numerous accolades and multiple awards such as Branch of the Year recognitions and consistent top agency sales awards. He has been a consistent awardee at GAMA Philippines (General Agents and Managers Association) from 2003 to Present. Mr. Racaza holds a Bachelor of Science in Commerce Degree Major in Accountancy from Xavier University-Ateneo de Cagayan in Cagayan de Oro City. He is a CPA (Certified Public Accountant).

Jonathan Gerard A. Gurango, Filipino, 68, was an independent director of the Corporation in 2014. He was likewise the Chairman of the Board and the Chief Executive Officer of the Corporation in 2022. He is currently a non-executive director of Xurpas.

Mr. Gurango has a solid track record in forming and running successful software companies. He founded Match Data Systems (MDS) in Seattle, USA in 1987, MDS Philippines in 1991, and MDS Australia in 1996. In 1999, he sold MDS to Great Plains Software, which was acquired by Microsoft in 2001. He served as the Asia Pacific Regional Director for Microsoft Business Solutions until his retirement in 2003. He has since co-founded or coached several software technology start-ups and was President of the Philippine Software Industry Association until 2014.

Mr. Gurango currently serves as a Trustee of the Analytics & AI Association of the Philippines and the Reformed Christ Heritage Baptist Church Inc. He is the Chairman of the Capiz ICT Council, SERVIO Technologies, Digital Business Training Center Inc., OfficeGuru.ph, and the Mijares-Gurango Craniofacial Foundation. He also serves as an independent director of the Templetech Corporation and Tonik Digital Bank Inc.

Mr. Gurango studied Industrial Engineering at the University of the Philippines, Diliman, Quezon City. He also studied Electrical Engineering at the University of Washington, Seattle, Washington, USA.

Jonathan Jack R. Madrid, Filipino, 65, serves as an Independent Director for Xurpas, having been appointed on February 11, 2025. Mr. Madrid is a seasoned business leader with over 30 years of executive experience in strategy, digital innovation, and business transformation across various industries in Southeast Asia and Canada.

In addition to serving as Independent Director for Xurpas, he also currently serves as the President and CEO of the IT and Business Process Association of the Philippines (IBPAP), the flagship trade association representing the country's IT-BPM industry. Prior to his role at IBPAP, Mr. Madrid held senior leadership positions at Citicorp, Ayala Corporation, Dell, Yahoo! and MTV Asia.

Dante M. Briones, Filipino, 61, is an Independent Director of Xurpas Inc. He is currently the Chairman and Chief Executive Officer of Sasonbi, Inc., a leading solar photovoltaic systems integrator. He is concurrently an Independent Director of Treasure Island Industrial Corporation and a Board Member of Oronax Development Corporation. He served as an Independent Director of Torre Lorenzo Development Corporation from September 2020 to

May 2023 and as a Board Member of MDI Corporation from 2017 to 2020. He was the President and Chief Executive Officer and a member of the Board of Directors of ABM Global Solutions (formerly BayanTrade) from 2001 to 2011. He is a Teaching Fellow of the Institute of Corporate Directors. He was a member of the faculty of the UP Diliman College of Engineering and of various other universities. He is a Professional Industrial Engineer and a Lifetime Member of the Management Association of the Philippines and of the UP Alumni Association. He was a founding Board member of the UPIE Alumni Association, Vice President and member of the Board of Trustees of the UP Engineering Research and Development Foundation, and Vice President of the UP Alumni Engineers. Mr. Briones holds a Master of Science degree in Mathematics from Northern Illinois University in De Kalb, Illinois and a Bachelor of Science degree in Industrial Engineering, Cum Laude, from the University of the Philippines in Diliman, Quezon City.

Deanne B. Dalisay, Filipino, 46, is an Independent Director for Xurpas Inc. She is currently Country Head of Talentfront, a global gig work and upskilling platform, and a Product Builder at The Lab, where since 2025 she has led product and operations initiatives for BGov and other digital public infrastructure programs. She handled Brand Strategy and Special Projects for DigiPlus Interactive's ArenaPlus from 2024 to 2025, and served as Vice President for Operations of KonsultaMD, the AC Health and 917 Ventures-backed telehealth platform, from 2023 to 2024. From 2020 to 2023, she was Senior Vice President for Operations and for Kumu Play at Kumu, where she led the platform's scaling from approximately 60 to 300 employees. She was previously Head of Product of Everlounge / Aggregated Fun Ltd., an international iGaming operator. She also served the Corporation as Head of Games and concurrently as General Manager of PinoyExchange.com from 2014 to 2018.

Mark S. Gorriceta, Filipino, 48, as served as the Corporate Secretary and Chief Legal Officer of the Corporation since 2014. He was appointed Interim Chief Compliance Officer in 2025, having previously served as the Corporation's Chief Compliance Officer from 2018 to October 12, 2022.

Atty. Gorriceta has been engaged in the practice of law for 22 years and serves as legal counsel to several publicly listed companies, as well as their subsidiaries and affiliates. He likewise serves as Chief Legal Counsel and/or Corporate Secretary of several companies in the Philippines.

He is the Chairman and Managing Partner of Gorriceta Africa Cauton & Saavedra, one of the Philippines' leading law firms. A member of the Philippine Bar, Mark holds a Juris Doctor degree with honors and a Bachelor of Arts degree in Political Science from the Ateneo de Manila University. He has completed executive and certificate programs in corporate finance at the Asian Institute of Management and has attended certificate courses in corporate finance at Harvard University.

Attendance in Board Meetings

The attendance of the directors in the meetings of the Board held in 2025 is as follows:

Directors	Number of Meetings Held and Attended	Percentage
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Jonathan Gerard A. Gurango	11/12	92%
Alexander D. Corpuz	12/12	100%
Fernando Jude F. Garcia	12/12	100%
Wilfredo O. Racaza	12/12	100%
Imelda C. Tiongson ⁶	5/5	100%
Bartolome S. Silayan, Jr. ⁷	0/0	0.0%
Christopher P. Monterola ⁸	7/7	100%
Jonathan Juan DC Moreno ⁹	2/2	100%
Jonathan Jack R. Madrid ¹⁰	11/11	100%
Philip Teow Huat Kwa ¹¹	5/5	100%
Jose Vicente T. Colayco ¹²	5/5	100%
Total Number of Meetings	12	-

⁶ Ms. Tiongson resigned as Independent Director effective May 31, 2025.

⁷ Mr. Silayan resigned as Independent Director effective February 10, 2025.

⁸ **Mr. Monterola resigned as Independent Director effective July 31, 2025.**

⁹ Mr. Moreno resigned as Independent Director effective May 1, 2025.

¹⁰ Mr. Madrid was appointed as Independent Director effective February 11, 2025.

¹¹ Mr. Kwa was appointed as Independent Director effective August 13, 2025. He has resigned since effective May 12, 2026.

¹² Mr. Colayco was appointed as Director effective August 13, 2025.

Attendance in Committee Meetings

In compliance with its Manual on Corporate Governance, the Corporation has established committees to perform certain management functions and achieve sound corporate governance. The following are the current members of the committees as of September 1, 2026:

Director	Executive	Corporate Governance	Board Risk Oversight	Nomination	Audit and RPT	Personnel and Compensation
Fernando Jude F. Garcia	C			M		
Alexander D. Corpuz	M					M
Jose Vicente T. Colayco	M					C
Wilfredo O. Racaza				C	M	
Jonathan Gerard A. Gurango			M			M
Jonathan Jack R. Madrid		C	M	M	C	
Dante M. Briones		M	C		M	
Deanna Faye B. Dalisay						

C- Chairman

M- Member

Note: With the recent appointment of Ms. Dalisay (Independent Director), the Board has not yet appointed her to the corresponding committees. She will be appointed in due course.

Record of Attendance in Corporate Governance Committee Meetings (2025)

Directors	Number of Meetings Held and Attended	Percentage
Imelda C. Tiongson	2/2	100%
Bartolome S. Silayan	1/1	100%
Christopher P. Monterola	2/2	100%
Jonathan Juan DC Moreno	2/2	100%
Jonathan Jack R. Madrid	3/3	100%
Philip Teow Huat Kwa	2/2	100%

Record of Attendance in Nomination Committee Meetings (2025)

Directors	Number of Meetings Held and Attended	Percentage
Wilfredo O. Racaza	8/8	100%
Jonathan Gerard A. Gurango	8/8	100%
Christopher P. Monterola	5/5	100%
Philip Teow Huat Kwa	3/3	100%

Record of Attendance in Audit Committee Meetings (2025)

Directors	Number of Meetings Held and Attended	Percentage
Bartolome S. Silayan, Jr.	1/1	100%
Imelda C. Tiongson	4/4	100%
Jonathan Juan DC Moreno	3/3	100%
Jonathan Jack R. Madrid	5/5	100%
Philip Teow Huat Kwa	2/2	100%
Wilfredo O. Racaza	3/3	100%

Record of Attendance in Personnel and Compensation Committee Meetings (2025)

Directors	Number of Meetings Held and Attended	Percentage
Alexander D. Corpuz	3/3	100%
Fernando Jude F. Garcia	3/3	100%
Christopher P. Monterola	3/3	100%

Record of Attendance in Board Risk Oversight Committee Meetings (2025)

Directors	Number of Meetings Held and Attended	Percentage
Christopher P. Monterola	3/3	100%
Imelda C. Tiongson	2/2	100%
Wilfredo O. Racaza	4/4	100%

Jonathan Juan DC Moreno	2/2	100%
Philip Teow Huat Kwa	0/0	N/A
Jonathan Jack R. Madrid	2/2	100%

Nomination of Directors

The Corporation's Nomination Committee pre-screened and accepted the nominations for the following directors:

- Alexander D. Corpuz
- Fernando Jude F. Garcia
- Wilfredo O. Racaza
- Jonathan Gerard A. Gurango
- Jose Vicente T. Colayco
- Jonathan Jack R. Madrid, *Independent*
- Dante M. Briones, *Independent*
- Deanna Faye B. Dalisay, *Independent*

The Nomination Committee evaluated the qualifications of the nominees and prepared the final list of nominees in accordance with the criteria provided in the Securities Regulation Code ("SRC"), the Corporation's Manual on Corporate Governance and the Corporation's By-Laws.

The Nomination Committee is headed by Mr. Wilfredo O. Racaza

Only nominees whose names appear on the final list of candidates are eligible for election as directors. No nominations will be entertained or allowed on the floor during the Annual Stockholders' Meeting.

The Board elects the officers of the Corporation annually during its organizational meeting.

Independent Directors

The following are the nominees to act as Independent Directors:

- Jonathan Jack R. Madrid
- Dante M. Briones
- Deanna Faye B. Dalisay

Mr. Alexander D. Corpuz nominated Mr. Madrid and Ms. Dalisay. Mr. Fernando Jude F. Garcia nominated Mr. Briones. Mr. Corpuz, Mr. Garcia, and each of the nominated independent directors are not related by consanguinity or affinity up to the fourth civil degree.

The certifications signed by the Independent Directors are attached herein as Annex "B1-B3".

(ii) Significant Employees

The Corporation values the contribution of each employee no matter how big or small and considers all its employees significant. There is no "significant employee" as defined in the SRC.

(iii) **Family Relationships**

Mr. Wilfredo O. Racaza, a non-executive director of Xurpas, is the father of Mr. Raymond Gerard S. Racaza, a principal shareholder of the Company.

There are no other family relationships between the current members of the Board and the key officers/principal shareholders other than the above.

(iv) Involvement in Certain Legal Proceedings

There are no material legal proceedings, bankruptcy petition, conviction by final judgment, order, judgment or decree or any violation of a securities or commodities law for the past five years to which the Corporation or any of its subsidiaries or affiliates or its directors or executive officers is a party or of which any of its material properties is subject in any court or administrative government agency.

As of this report, the Corporation is not a party to any litigation or arbitration proceedings of material importance, which could be expected to have a material adverse effect on the Corporation or on the results of its operations. No litigation or claim of material importance is known to be pending or threatened against the Corporation or any of its properties.

(v) Certain Relationships and Related Transactions

The Company has regularly disclosed its related party transactions such as acquisition of shares in corporations in which the Company has interlocking directors or common stockholders, with the Securities and Exchange Commission and the Philippine Stock Exchange. In the conduct of its day-to-day business, the Company engages in related party transactions such as service and licensing agreements, always at arms-length and taking into consideration the best interest of the Company.

The Corporation has secured loans from its key shareholders. On February 20, 2019, the Board of Directors approved the execution of a loan agreement wherein the key shareholders of the Corporation agreed to extend an aggregate Php150.00 million loan to be used to fund enterprise projects and for general corporate purposes.

On March 30, 2020, the Corporation also disclosed that it will sell 80% of CTX Technologies Inc. to Mr. Fernando Jude F. Garcia, one of Xurpas' Founders, at Php4.00 million. The sale price was mutually agreed upon by the parties, taking into account CTX's 2019 book value which is only at Php1.01 million. On September 20, 2020, Xurpas sold the remaining 20% of CTX to Mr. Garcia.

See Note 19 of the Corporation's Consolidated Financial Statements as of December 31, 2025 for a detailed discussion of the related party transactions entered into by the Corporation.

On January 20, 2022, the Corporation entered into a Subscription Agreement with Mr. Nico Jose S. Nollado wherein the Corporation will issue new Xurpas Shares at a purchase price of Php100.00 million.

On September 15, 2023, Mr. Fernando Jude F. Garcia and Mr. Nico Jose S. Nollado also converted their advances in Xurpas into equity. On October 10, 2023, Xurpas received the Certificate of Approval of Valuation from the SEC. Accordingly, the Company issued 455,068,753 common shares to Mr. Nollado and Mr. Garcia. On January 22, 2026, the Corporation received notice from the Exchange that the 180-day lock-up period covering the Escrow shares shall end on February 2, 2026. Consequently, the shares were made eligible for trading through the Exchange starting February 3, 2026.

On May 13, 2026, the Board approved the issuance of 200,000,000 common shares to Mr.

Fernando Jude F. Garcia at a subscription price of Php0.10 (based on par value). The shares were recorded in the Company's Stock and Transfer Book on August 28, 2026. The transaction shall form part of the agenda for the 2026 Annual Stockholders' Meeting, wherein the Board shall secure stockholders approval on this matter.

For further information on the Corporation's related party transactions, see Note 19 to the Corporation's financial statements as of and for the calendar year ended December 31, 2025.

(vi) **Ownership Structure and Parent Corporation**

As of date, Mr. Fernando Jude F. Garcia owns 28.18% of the Corporation. He actively manages the Corporation's business activities, and is currently a director and officer in the Corporation

Mr. Nico Jose S. Nollado collectively owns 28.35% of the Corporation's issued and outstanding shares as of date. He previously resigned as Chairman and Non-Executive Director.

Mr. Raymond Gerard S. Racaza owns 13.85% of the Corporation's issued and outstanding shares. He does not hold any management role in the Corporation since 2019.

Xurpas Inc. has no parent company.

(vii) **Resignation of directors**

Mr. Bartolome S. Silayan Jr. resigned as Independent Director effective February 10, 2025. Mr. Jonathan Juan DC Moreno resigned as Independent Director effective May 1, 2025. Ms. Imelda C. Tiongson resigned as Independent Director effective May 31, 2025. Mr. Christopher P. Monterola resigned as Independent Director effective July 31, 2025. Mr. Philip Kwa resigned in May 2026.

Mr. Silayan, Mr. Moreno, Ms. Tiongson, Mr. Monterola and Mr. Kwa do not have any known disagreement with the Corporation's affairs and they resigned for personal reasons.

Item 6. Compensation of Directors and Executive Officers

a. Executive Compensation

Year	Position	Salary	Bonus	Other	Total
2026 (Projected)	Chief Executive Officer, President/ Chief Finance Officer, Treasurer/ Chief Technology Officer, Chief Operations Officer, Head of Technical Operations	₱18,286,381	N/A	N/A	₱18,286,381
	All other officers and members of the Board of Directors	1,254,220	N/A	1,519,736	2,773,956
2025 (Actual)	Chief Executive Officer, President/ Chief Finance Officer, Treasurer/ Chief Technology Officer, Chief Operations Officer, Head of Technical Operations	20,991,190	N/A	N/A	20,991,190

	All other officers and members of the Board of Directors	1,990,900	N/A	1,519,736	3,510,636
2024 (Actual)	Chief Executive Officer, President/ Chief Finance Officer, Treasurer/ Chief Technology Officer, Chief Operations Officer, Head of Technical Operations	22,252,270	N/A	N/A	22,252,270
	All other officers and members of the Board of Directors	2,772,672	N/A	1,932,500	4,705,172
2023 (Actual)	Chief Executive Officer, President/ Chief Finance Officer, Treasurer/ Chief Technology Officer, Chief Operations Officer, Head of Technical Operations	25,022,199	N/A	N/A	25,022,199
	All other officers and members of the Board of Directors	2,683,720	N/A	2,300,000	4,983,720

Total	2026 (Estimate)	₱19,540,601	N/A	₱1,519,736	₱21,060,337
	2025	₱22,982,090	N/A	₱1,519,736	₱24,501,826
	2024	₱25,024,942	N/A	₱1,932,500	₱26,957,442
	2023	₱27,705,919	N/A	₱2,300,000	₱30,005,919

The annual compensation of the executive officers and members of the Board of Directors is presented on an aggregate basis, as set forth below:

Position / Group	2026 (Projected)	2025 (Actual)	2024 (Actual)	2023 (Actual)
Chief Executive Officer and other highly compensated executive officers	₱18,286,381	₱20,991,190	₱22,252,270	₱25,022,199
All other officers and members of the Board of Directors	₱2,773,956	₱3,510,636	₱4,705,172	₱4,983,720
Total	₱21,060,337	₱24,501,826	₱26,957,442	₱30,005,919

The total annual compensation consists of basic pay and other taxable income.

The Corporation's executive officers have no other remuneration aside from the compensation described above.

b. Compensation of Directors

The directors receive a standard per diem of Php20,000.00 for every meeting attended, which may be adjusted, as decided by the Personnel and Compensation Committee. Non-executive directors have no compensation aside from their per diem.

c. Other Arrangements

The Corporation has no other existing arrangements such as bonus, profit sharing, stock options, warrants, rights, or other compensation plans or arrangements with its directors.

d. Employment Contracts, Termination of Employment, Change-in-Control Arrangements

The Executive Officers have entered into employment contracts with the Corporation which identifies their job functionalities. The Corporation does not have any compensatory plan or arrangements such as bonus, profit sharing, stock options, warrants, rights or other compensation plans or arrangements that results from the resignation, retirement of employment, or any other termination of an executive officer's employment with the Corporation, or from a change in control of the Corporation.

e. Warrants and Options Outstanding

The Corporation does not have any stock options, warrants or similar plans for any of its directors or officers.

Item 7. Independent Public Accountants

SyCip, Gorres, Velayo & Company ("SGV & Co.") has been the Corporation's external auditor since 2008.

Under Rule 68 of the Securities Regulation Code (amended in 2019), the rule on the rotation of external auditors shall be based on the Code of Ethics for Professional Accountants in the Philippines as adopted by the Board of Accountancy and Professional Regulation Commission and such other standards as may be adopted by the SEC. **The "time-on" period for the signing partner/auditor is 7 years.**

The handling partner who conducted the audit for the calendar year 2025 is Ms. Jane Carol U. Chiu.

The Board approved the re-appointment of SGV & Co. as the Corporation's external auditor for 2026. The re-appointment of SGV will be presented to the stockholders for their approval at the annual stockholders' meeting.

The Corporation has no disagreements with SGV & Co. on accounting principles and practices, financial statement disclosures, or auditing scope or procedures.

Representatives of SGV & Co. will attend the annual stockholders' meeting and 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.

The aggregate fees billed for each of the last two calendar years for professional services rendered by the external auditor were ₱4.91 million and ₱4.48 million for 2025 and 2024, respectively. The audit fees for 2026 are estimated to be at ₱5.40 million. Services rendered include the audit of the financial statements and supplementary schedules for submission to SEC, tax consultancy and assistance in the preparation of annual income tax returns

Item 8. Compensation Plans

There are no matters or actions to be taken up with respect to any stock option, warrants, or rights plan.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

On May 13, 2026, the Corporation's board of directors approved the issuance and listing of 200,000,000 common shares from its authorized capital stock in favor of Mr. Fernando Jude F. Garcia at a subscription price of Php0.10 per share (par value).

The corresponding shares were recorded in the Company's Stock and Transfer Book, and accordingly issued to Mr. Garcia on August 28, 2026. The Subscription Shares were taken from the Corporation's unissued authorized capital stock.

Description of the Subscription Shares

The Corporation issued new common shares to Mr. Garcia from the unissued authorized capital stock. There are no special rights attached to the shares issued to the Subscriber. Similar to all other holders of common shares, each holder of common share shall be entitled to such dividends as may be declared by the Board and on the basis of the outstanding stock held by them. The Board is authorized to declare dividends that shall be declared and paid out of the Corporation's unrestricted retained earnings. A cash dividend declaration does not require any further approval from the stockholders. A stock dividend approval shall require the further approval of the stockholders representing at least 2/3 of the Corporation's outstanding capital stock.

Each common share entitles the holders to one vote. At each meeting of the stockholders, each stockholder entitled to vote on a particular question or matter involved shall be entitled to vote for each share of stock standing in his name in the books of the Corporation as of record date. Voting shall be in accordance with the voting procedure described below.

Under the Corporation's articles of incorporation, holders of common stock have waived their preemptive right. There is no provision in the Corporation's amended articles of incorporation or by-laws that would delay, defer or prevent a change in control of the Corporation.

Transaction

The total subscription price is Php20,000,000.00 and has been fully received by the Corporation as of date. The transaction is also subject to the approval of the shareholders and the Philippine Stock Exchange.

The proceeds will be used for the Company's general corporate purposes and working capital requirements.

Waiver of Public Offer

Under the Exchange's Rules on Additional Listing, for related party transactions, in addition to the stockholders approval of the transaction, the Issuer must secure a waiver of the requirement to conduct a rights or public offering of the shares subscribed from the majority of the outstanding shares held by the minority stockholders present or represented in the meeting.

Regulatory Approval

The listing of the shares will be subject to the approval of the Philippine Stock Exchange.

Item 10. Modification or Exchange of Securities

There are no matters or actions to be taken up for the modification of any class of the Corporation's securities or the issuance or authorization for issuance of one class of the Corporation's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

- a. Management Report (includes Management's Discussion and Analysis) is attached as Annex "D";
- b. 2025 Annual Report is attached as Annex "E"; and
- c. Unaudited Consolidated Financial Statements as of June 30, 2026 is attached as Annex "F"

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

The proposed acquisition of shares in Wavemaker Group Inc. was terminated in December 20, 2021. Accordingly, there are no matters or actions to be taken up in the meeting with respect to mergers, consolidations, acquisitions and similar matters.

Item 13. Acquisition or Disposition of Property

There are no matters or actions to be taken up in the meeting with respect to acquisition or disposition of any property requiring stockholders' approval.

Item 14. Restatement of Accounts

There are no matters or actions to be taken up in the meeting with respect to the restatement of any asset, capital or surplus account of the Corporation.

D. OTHER MATTERS**Item 15. Action with Respect to Reports**

The following matters will be considered and acted upon at the meeting:

- a. Approval of the Minutes of the Previous Stockholders' Meeting held on August 13, 2025

The Minutes of the 2025 Annual Stockholders' Meeting held on August 13, 2025 is attached as Annex "A" herein and is available in the Corporation's

website.

Requirements under Section 49 of the Revised Corporation Code of the Philippines

- i. Appraisals and performance report for the board and the criteria and procedure for assessment

The Company observes its Manual on Corporate Governance and various committee charters in determining the effectiveness of the Board and the Committees. The Manual on Corporate Governance and Committee Charters can be accessed in the Company's website.

The Board conducts an annual self-assessment of its performance, including the performance of the Chairman, and individual directors. Each Committee shall also conduct a self-assessment of its performance.

The Board has in place a system that provides criteria and process to determine the performance of the Board, individual directors, and committees. The Corporate Governance Committee oversees the periodic performance of the Board and its committees as well as executive management and conducts an annual self-evaluation of its performance.

- ii. Directors' disclosures on self-dealing and related party transactions

The Company has implemented a policy wherein within three (3) trading days upon change in ownership of securities, the board of directors (the "Board") and key officers are required to inform the Chief Compliance Officer and/or Corporate Secretary of such trades and accordingly submit SEC Form 23-B. The Chief Compliance Officer and/or Corporate Secretary shall submit the said form with the regulatory bodies (Securities and Exchange Commission and Philippine Stock Exchange).

The Company also observes its Material Related Party Transactions (RPT) Policy and Guidelines which is in compliance with SEC MC No. 10, series of 2019. The RPT Policy covers all RPTs including the Material RPTs meeting the materiality threshold as defined therein, between the Company and a Related Party or between a subsidiary/affiliate of the Company and a Related Party. Related Party shall pertain to an entity or person as defined by this policy.

Related Parties has been defined to refer to the Company's directors, officers, substantial shareholders and their spouses and relatives within the 4th civil degree of consanguinity or affinity, legitimate or common-law, if these persons have control, joint control or significant influence over the Company. It also covers the Company's parent, subsidiary, fellow subsidiary, associate,

affiliate, joint venture or an entity that is controlled, jointly controlled or significantly influenced or managed by a person who is a related party.

b. Approval of 2025 Audited Financial Statements

The 2025 Consolidated Audited Financial Statements is attached as Annex “E”.

c. Ratification of the Acts of the Board of Directors and Management

The Schedule of Acts of Directors / Management for Ratification is attached as Annex “G”.

There are no other items to be submitted for approval or consideration.

Item 16. Other Matters

1. The Corporation will present its Audited Financial Statements for the year ended December 31, 2025 and the Interim Report as of June 30, 2026 to inform the stockholders on the current business operations of the Corporation. The following shall likewise be included in the discussion:
 - a. An assessment of the corporation's performance;
 - b. A discussion on the corporation's internal controls or risk management systems, and a statement of all external audit and non-audit fees;
 - c. An explanation of the dividend policy and the reasons for nonpayment thereof; and
 - d. Discussion on related party transactions.
2. Prior to election of directors, their profiles, which shall include, among others, their qualifications and relevant experience, length of service in the corporation, trainings and continuing education attended, and their board representations in other corporations shall be presented to the stockholders. The attendance report of the Board shall likewise be included in the discussion. Furthermore, the discussion will also include the results of the appraisal and performance reports of the Board and the criteria and procedure for the assessments.

Item 17. Amendment of Charter, By-Laws or Other Documents

There are no proposed amendments of the Corporation’s Charter, By-Laws or Other Documents.

Item 18. Other Proposed Action

These are the following proposed actions to be taken during the meeting on November 10, 2026:

1. Approval of the Minutes of the Annual Stockholders’ Meeting held on August 13, 2025
2. Approval of 2025 Audited Financial Statements
3. Election of Directors and Independent Directors
4. Appointment of External Auditor

-
5. Ratification of previous acts of the Directors and Management
 6. Approval of the issuance of 200,000,000 common shares to Mr. Fernando Jude F. Garcia at a total subscription price of Php20,000,000. The stockholders shall also approve the listing of the Subscription Shares with the Philippine Stock Exchange and, accordingly, the waiver of the public offer requirement for this transaction.
(Please refer to Item 9)

There are no other matters to be taken up during the meeting.

Item 19. Voting Procedures

- i. Vote Required
 - Majority vote of the outstanding capital stock present and represented at the meeting where a quorum exists shall be sufficient.
- ii. Method of Voting
 - The Board has approved that the conduct of the Annual Stockholders' Meeting on November 10, 2026 shall be through remote communication or in absentia (Virtual Meeting). Consequently, the Board also approved that a stockholder shall be allowed to vote by remote communication or in absentia. The stockholder may also appoint the Chairman of the meeting as his proxy.
- iii. Cumulative Voting
 - The election of directors and independent directors should be by ballot and cumulative voting is allowed. A stockholder (a) may vote such number of his/her shares for as many persons as there are directors to be elected, or (b) may cumulate said shares and give one
(1) candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or (c) may distribute them on the same principle among as many candidates as he/she shall see fit, provided, that the total number of votes cast shall not exceed the number of shares owned by the stockholder.
 - Every stockholder entitled to vote shall have the right to vote in person or by proxy the number of shares outstanding in his name at the time of the election. The stockholder may vote his shares for as many persons as there are directors to be elected.
 - The stockholder may also cumulate his 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 he may see fit; provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected. There is no condition precedent to the exercise of the stockholders' right to cumulative voting.

A stockholder may register, vote *in absentia* or submit his proxy via <http://asm2026.xurpas.com>. Deadline for registration, voting in absentia and proxy submission is on November 4, 2026, 5:00 PM. A stockholder voting electronically or in *absentia* shall be deemed present for purposes of quorum. Proxies may also be submitted via e-mail at corpsec@xurpas.com. Deadline for submission of Proxies is on November 4, 2026, 5:00 p.m. Validation of proxies shall be done on November 6, 2026.

Item 20. Participation of Shareholders by Remote Communication

The Corporation will dispense with the physical attendance of stockholders at the meeting and will only allow attendance via remote communication and voting *in absentia*.

- To register, vote *in absentia* and submit proxies for the stockholders' meeting, please visit <http://asm2026.xurpas.com>. Deadline for registration is on November 4, 2026, 5:00 pm.
- The live webcast of the meeting shall be accessible through **Zoom Meeting ID: 864 3779 5418**. The stockholders who have registered through Xurpas' Registration Link shall receive the security code via e-mail on November 6, 2026. Only stockholders who have successfully registered on or before November 4, 2026, 5:00 PM shall be allowed to attend the virtual stockholders' meeting on November 10, 2026.

Undertaking to Provide Annual Report

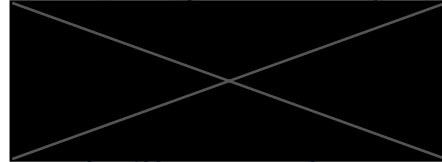
Upon written request of a stockholder, the Corporation undertakes to furnish said stockholder, without charge, a copy of its Annual Report or SEC Form 17-A. Such written request may be addressed to:

MR. ALEXANDER D. CORPUZ
President
Xurpas
Inc.
Unit 804 Antel 2000 Corporate Center 121 Valero St.
Salcedo Village, Makati City

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 Pasig City on 05 October 2026..

By:



ATTY. MARK S. GORRICETA
Corporate Secretary, Chief Legal Officer
and Chief Compliance Officer

ANNEXES

ANNEX A	Minutes of Annual Stockholders' Meeting
ANNEX B1– B3	Certifications from Independent Directors
ANNEX C	Certification from Corporate Secretary
ANNEX D	Management Report (includes Management's Discussion and Analysis)
ANNEX E	2025 Annual Report (with Consolidated Audited Financial Statements)
ANNEX F	Quarterly Report (Unaudited Consolidated Financial Statements) as of June 30, 2026
ANNEX G	Schedule of Acts of Directors / Management for Ratification

**ANNEX “G”
PREVIOUS ACTS OF THE BOARD OF DIRECTORS AND MANAGEMENT
OF XURPAS INC.**

DATE OF MEETING	MATTERS APPROVED
August 13, 2025	The Board of Directors elected the officers of the Company for the year 2025.
August 14, 2025	The Board of Directors approved the release and submission of the Financial Statements of the Company as of September 15, 2025. The Quarterly Report (SEC Form 17-Q) was disclosed on the same day.
August 29, 2025	The Corporation disclosed on July 22, 2025, that the Company's Management executed and implemented the continuous sale of treasury shares to raise capital and improve financial position.
September 1, 2025	The Corporation disclosed on July 22, 2025, that the Company's Management executed and implemented the continuous sale of treasury shares to raise capital and improve financial position.
September 2, 2025	The Company submitted its amended General Information Sheet following the Annual Stockholder’s Meeting held on August 13, 2025
September 3, 2025	The Corporation disclosed on July 22, 2025, that the Company's Management executed and implemented the continuous sale of treasury shares to raise capital and improve financial position.
September 8, 2025	The Corporation disclosed on July 22, 2025, that the Company's Management executed and implemented the continuous sale of treasury shares to raise capital and improve financial position.
September 10, 2025	The Corporation disclosed on July 22, 2025, that the Company's Management executed and implemented the continuous sale of treasury shares to raise capital and improve financial position.
September 15, 2025	The Corporation disclosed on July 22, 2025, that the Company's Management executed and implemented the continuous sale of treasury shares to raise capital and improve financial position.
September 17, 2025	The Corporation disclosed on July 22, 2025, that the Company's Management executed and implemented the continuous sale of treasury shares to raise capital and improve financial position.

September 19, 2025	The Corporation disclosed on July 22, 2025, that the Company's Management executed and implemented the continuous sale of treasury shares to raise capital and improve financial position.
September 22, 2025	The Corporation disclosed on July 22, 2025, that the Company's Management executed and implemented the continuous sale of treasury shares to raise capital and improve financial position.
September 25, 2025	The Corporation disclosed on July 22, 2025, that the Company's Management executed and implemented the continuous sale of treasury shares to raise capital and improve financial position.
September 29, 2025	The Corporation disclosed on July 22, 2025, that the Company's Management executed and implemented the continuous sale of treasury shares to raise capital and improve financial position.
September 2, 2025	The Company submitted its amended General Information Sheet following the Annual Stockholder's Meeting held on August 13, 2025
October 14, 2025	The Company submitted its Public Ownership Report as of September 30, 2025
October 14, 2025	The Company submitted its List of Top 100 stockholders as of September 30, 2025
October 27, 2025	The Company disclosed that Atty. Ann Camille S. Ecleo has tendered her resignation as Interim Chief Compliance Officer and Chief Risk Officer effective November 16, 2025
November 7, 2025	The Company submitted the Certificate of Attendance in Corporate Governance Seminar for Mr. Jose Vicente T. Colayco and Atty. Ann Camille S. Ecleo.
November 13, 2025	The Company submitted the Certificate of Attendance in Corporate Governance Seminar for the following directors and officers: 1. Mr. Alexander D. Corpuz; 2. Mr. Fernando Jude F. Garcia; and 3. Atty. Mark S. Gorriceta
November 14, 2025	The Company disclosed its equity restructuring plan wherein it will use the Additional Paid-in Capital to wipe out its deficit.
November 18, 2025	The Company disclosed the changes in Beneficial Ownership of Securities reflecting the resignation of Atty. Ann Camille S. Ecleo.
November 26, 2025	The Company submitted its updated General Information Sheet

November 27, 2025	Amendment: The Company disclosed approval of the amendments to adopt the recommendation provided under the Code of Corporate Governance for Publicly-Listed Companies for the Company to require as minimum quorum of at least 2/3 for board decisions.
December 9, 2025	The Company submitted the Certificate of Attendance in Corporate Governance Seminar for the following directors and officers: 1. Mr. Jonathan Gerard A. Gurango; and 2. Mr. Wilfredo O. Racaza
December 19, 2025	The Company submitted the Certificate of Attendance in Corporate Governance Seminar for Mr. Jonathan Gerard A. Gurango
December 23, 2025	The Company submitted the Certificate of Attendance in Corporate Governance Seminar for the following directors and officers: 1. Mr. Jonathan Jack R. Madrid; and 2. Mr. Philip Teow Huat Kwa.
January 15, 2026	The Company submitted its Public Ownership Report as of December 31, 2025
January 15, 2026	The Company disclosed the issuance and listing of 100,000,000 Xurpas Shares ("Subscription Shares") to PPARR MANAGEMENT & HOLDING CORP.
January 15, 2026	The Company submitted the Secretary's Certificate on the attendance of the Board of Directors of Xurpas Inc. in board meetings for the year 2025.
January 16, 2026	The Company submitted List of Top 100 stockholders as of December 31, 2025
January 28, 2026	The Company disclosed the approval of the sale of its 49% equity interest in PT Sembilan Digital Investama (PT SDI), which it acquired in 2015.
April 15, 2026	The Company submitted a request for an extension of time to file the Company's Annual Report (SEC Form 17-A).
April 15, 2026	The Company submitted List of Top 100 stockholders as of March 31, 2026
April 15, 2026	The Company submitted its Public Ownership Report as of March 31, 2026
May 14, 2026	The Company disclosed the results of the Board of Directors meeting held on May 13, 2026.

May 14, 2026	The Company disclosed the resignation of Mr. Teow Huat (Philip) Kwa as Independent Director, effective May 18, 2026, and the appointment of Mr. Fernando Jude F. Garcia as new Chairman of the Board. Mr. Jonathan Gerard A. Gurango resigned as Chairman but remains as Non-Executive Director.
May 14, 2026	The Company amended its January 14, 2026 disclosure on the Board's approval of Subscription Shares to PPARR Management & Holding Corp., disclosing that the Board cancelled the issuance on May 13, 2026 as PPARR did not pay the subscription price and no shares were issued.
May 14, 2026	The Company submitted a request for an extension of time to file the Company's Annual Report (SEC Form 17-A) for fiscal year ended December 31, 2025.
May 14, 2026	The Company submitted a request for an extension of time to file its Quarterly Report (SEC Form 17-Q) for the period ended March 31, 2026.
May 14, 2026	The Company submitted its Reply to the Exchange's Query on the Board's approval of the issuance of 200,000,000 Subscription Shares to Mr. Fernando Jude F. Garcia at par value, for a total subscription price of ₱20,000,000.00.
May 19, 2026	The Company submitted the Notice of its 2026 Annual Stockholders' Meeting.
May 21, 2026	The Company submitted an Amended 2025 General Information Sheet (GIS) reflecting the resignation of Mr. Teow Huat (Philip) Kwa.
May 26, 2026	The Company submitted the Statement of Changes in Beneficial Ownership of Securities (SEC Form 23-B) of Mr. Teow Huat (Philip) Kwa in connection with his resignation.
May 26, 2026	The Company disclosed the results of a Special Board of Directors Meeting appointing Mr. Dante M. Briones as Independent Director, replacing Mr. Kwa for the remainder of his unexpired term.
May 29, 2026	The Company submitted its Integrated Annual Corporate Governance Report (I-ACGR) for fiscal year ended December 31, 2025.
June 11, 2026	The Company submitted the Initial Statement of Beneficial Ownership of Securities (SEC Form 23-A) of Mr. Dante M. Briones, in connection with his appointment as Independent Director effective May 26, 2026.
June 15, 2026	The Company submitted an amended (SEC-accepted) version of its Integrated Annual Corporate Governance Report (I-ACGR) for fiscal year ended December 31, 2025.

July 1, 2026	The Company disclosed the postponement of its Annual Stockholders' Meeting.
July 15, 2026	The Company submitted its Public Ownership Report as of June 30, 2026.
July 15, 2026	The Company disclosed changes to its Board Committee Memberships arising from the appointment of Mr. Dante M. Briones as Independent Director, approved at the July 14, 2026 Board meeting.
July 15, 2026	The Company submitted its List of Top 100 Stockholders as of June 30, 2026.
July 20, 2026	The Company submitted its Quarterly Report (SEC Form 17-Q) for the period ended March 31, 2026.
July 20, 2026	The Company submitted its Annual Report (SEC Form 17-A, as amended) for fiscal year ended December 31, 2025, together with the Parent and Consolidated 2025 Audited Financial Statements.
August 13, 2026	The Company disclosed the results of a Regular Board of Directors Meeting, including the appointment of Ms. Deanna Faye B. Dalisay as Independent Director effective August 12, 2026.
August 17, 2026	The Company submitted its Quarterly Report (SEC Form 17-Q) for the period ended June 30, 2026.
August 17, 2026	The Company submitted the Initial Statement of Beneficial Ownership of Securities (SEC Form 23-A) of Ms. Deanna Faye B. Dalisay, in connection with her appointment as Independent Director effective August 12, 2026.
August 28, 2026	The Company disclosed the issuance of an additional 200,000,000 common shares to Mr. Fernando Jude F. Garcia.
September 1, 2026	The Company submitted an amended Notice of its 2026 Annual Stockholders' Meeting.
September 15, 2026	The Company submitted an amended Notice of its 2026 Annual Stockholders' Meeting, with the new date: November 10, 2026; Record date has been adjusted to September 30, 2026.