

MARY MEDIATRIX MEDICAL CENTER  
J.P. Laurel Highway, Lipa City

NOTICE OF 36<sup>th</sup> STOCKHOLDERS' MEETING

Dear Stockholders,

We would like to inform you that a stockholders' meeting of the shareholders of Mary Mediatrix Medical Center, Inc. ("The Company") has been scheduled on **July 3, 2026 at 2:00 p.m.** to be conducted through a **hybrid approach** this year, with a face-to-face event to be held at the 5th Floor, Lillian Magsino Hall, HB Calleja Bldg., Mary Mediatrix Medical Center, and also by remote communication through the online meeting platform, Zoom.

*The agenda for the meeting shall be as follows:*

- I. Call to Order*
- II. Certification of Notice and Determination of Quorum*
- III. Approval of the Minutes of the previous meeting*
- IV. Business arising from the minutes of the previous meeting*
- V. Annual Report*
- VI. Ratification of Board Acts and Management*
- VII. Election of the Board of Directors (including Independent Directors)*
- VIII. Appointment of External Auditor*
- IX. Other Matters*

A brief explanation of each agenda item which requires stockholders' approval is provided herein. Additional information regarding the agenda items particularly those to be voted upon is provided in the Information Statement available at <https://mediatrixmed.com.ph/wp-content/uploads/2026/05/Definitive-Information-Statement-2026.pdf> or through the QR code below. Hard copies of the Information Statement will be provided free of charge, upon request sent to [mmmc.executive@mediatrix.com.ph](mailto:mmmc.executive@mediatrix.com.ph).

If you would be unable to attend the meeting but would like to be represented thereat, you may accomplish the **attached proxy form**. Stockholders intending to attend the Annual Stockholders' Meeting by remote communication, or by proxy, should notify the Corporation or send their proxies by email to [mmmc.executive@mediatrix.com.ph](mailto:mmmc.executive@mediatrix.com.ph) **by June 23, 2026 at 12 noon**. The procedure and further details for attending the meeting through remote communication will be sent by email to each stockholder or his/her proxy.

All proxy forms must be received by the Corporate Secretary for inspection and recording not later than **June 22, 2026**. Proxies shall be validated on **June 26, 2026 at 10:00 A.M.** through the online meeting platform, Zoom. If you wish to attend the validation of proxies, kindly send a request for the link to the Zoom meeting by email to [mmm-cnomelec@gmail.com](mailto:mmm-cnomelec@gmail.com).

Only stockholders of record as of **June 8, 2026** shall be entitled to vote. Since there are only 9 nominees for regular directors and 2 nominees for independent directors to the Board for the year 2026-2027, the election will no longer be held by ballot but by acclamation to be held during the Annual Stockholders' Meeting.

The Organizational Meeting of the Board of Directors will follow soon after the Annual Meeting of the Stockholders with the following agenda:

**AGENDA**

- I. Call to Order*
- II. Secretary's Proof of the Notice of the Meeting and Certification of Quorum.*
- III. Election of Officers*
- IV. Other Matters*
- V. Adjournment*

By order of the Board of Directors,

  
JEROME L. FLOJO  
Corporate Secretary



**ANNUAL STOCKHOLDERS' MEETING  
3 JULY 2026**

**EXPLANATION OF AGENDA ITEMS FOR STOCKHOLDERS' APPROVAL**

Approval of Minutes of the July 4, 2025 Annual Stockholders Meeting

A copy of the minutes is available for viewing by the stockholders at <https://mediatrixmed.com.ph/wp-content/uploads/2026/05/35th-ANNUAL-STOCKHOLDERS-MEETING.pdf> and will be presented to the stockholders for approval at the Annual Meeting.

Report of the President and Audited Financial Statements for 2025

The annual report and the financial statements for the preceding fiscal year will be presented to the stockholders for approval.

Ratification of All Acts and Resolutions of the Board of Directors and Management Adopted During the Preceding Year

The acts of the Board of Directors and its committees, officers and management of the Company since the last annual stockholders' meeting up to the current stockholders' meeting will be presented to the stockholders for ratification.

Election of Directors (including the Independent Directors)

A brief description of the business experience of the incumbent directors is provided in the Information Statement sent to the stockholders, as well as the business experience of new nominees to the Board.

Appointment of External Auditor

The Company's external auditor is Reyes Tacandong & Co. and will be nominated for reappointment for the current fiscal year.

Consideration of Such Other Business as May Properly Come Before the Meeting

The Chairman will open the floor for comments and questions by the stockholders. The Chairman will decide whether matters raised by the stockholders may be properly taken up in the meeting or in another proper forum.

**PROXY FORM**

The undersigned stockholder of **MARY MEDIATRIX MEDICAL CENTER, INC. ("MMMC")** do hereby name, constitute and appoint

- \_\_\_\_\_ CHAIRMAN OF THE BOARD OF MARY MEDIATRIX MEDICAL CENTER
- \_\_\_\_\_ PRESIDENT OF MARY MEDIATRIX MEDICAL CENTER
- \_\_\_\_\_ ANY REPRESENTATIVE (Full Name and Email address of representative)

as my proxy, with right of substitution and revocation, to represent and vote for and in my behalf, all shares registered in my name in the books of MMMC, or owned by me, at the Annual Meeting of the Stockholders on July 3, 2026 and at any and all adjournments or postponements thereof, upon any election or question which may lawfully be brought before such meeting, as fully to all intents and purposes as I might do if present and acting in person, hereby ratifying and confirming all that my said proxy shall lawfully do or cause to be done by virtue of these presents. I direct my proxy to vote shares which I own, or may hereafter own, and such shares as I am authorized to vote in my capacity as Administrator, Executor or Attorney-in-Fact, on the agenda items I have indicated with "X" below. **If I fail to indicate my vote on the items specified below, my proxy shall vote in accordance with the recommendation of Management. Management recommends a "FOR ALL" vote for proposal 1, and a "FOR" vote for proposals 2 through 5.**

PROPOSAL	ACTION		
	FOR ALL	WITHHOLD FOR ALL	EXCEPTION
1. Election of Nominees as Directors			
<p><b>The nominees for Directors are (a) Dr. Robert M. Magsino, (b) Marissa M. Panganiban, (c) Dr. Jaime Songco, (d) Rhais M. Gamboa, (e) Dr. Manuel M. Dayrit, (f) Jose Ronaldo de los Santos, (g) Jose Santiago A. Dela Cruz, Jr. (h) Erika Cheska G. Martirez (i) Manuel L. Montinola.</b></p> <p><b>The nominees for Independent Director are (a) Atty. Francis S. Ganzon, and (b) Clarito D. Magsino.</b></p> <p>INSTRUCTIONS: <i>To withhold authority to vote for any individual nominee(s), please mark Exception box and list the name(s) under.</i></p>			
2. Approval of the Minutes of the 2025 Annual Meeting of the Stockholders			
3. Approval of the Annual Report of the Company for the year ended December 31, 2025			
4. Ratification of all the acts of the Board of Directors and Officers since the 2025 Annual Stockholders' Meeting.			
5. Appointment of Reyes Tacandong & Co. as external auditors of the Company			

**IN CASE OF NON-ATTENDANCE OF MY PROXY NAMED ABOVE, I AUTHORIZE AND EMPOWER THE CHAIRMAN OF THE MEETING TO FULLY EXERCISE ALL RIGHTS AS MY PROXY AT SUCH MEETING.**

This authorization shall continue until such time as the same is withdrawn by me through notice in writing delivered to the Corporate Secretary at least three (3) working days before the scheduled meeting on July 3, 2026 but shall not apply in instances where I personally attend the meeting. The undersigned hereby declares that the issuance of this authorization is within the undersigned's powers and authority, which powers and authority are duly registered in accordance with Philippine laws.

IN WITNESS WHEREOF, I have hereunto signed these presents this \_\_\_\_ day of \_\_\_\_\_, 2026 in \_\_\_\_\_.

\_\_\_\_\_  
PRINTED NAME OF STOCKHOLDER

\_\_\_\_\_  
SIGNATURE OF STOCKHOLDER/AUTHORIZED SIGNATORY

\_\_\_\_\_  
ADDRESS OF STOCKHOLDER

\_\_\_\_\_  
CONTACT TELEPHONE NUMBER

AN AUTHORIZATION SUBMITTED BY A COMPANY SHOULD BE ACCOMPANIED BY A CORPORATE SECRETARY'S CERTIFICATE QUOTING THE BOARD RESOLUTION DESIGNATING A CORPORATE OFFICER TO EXECUTE THE PROXY. THE REPRESENTATIVE'S EMAIL ADDRESS IS NECESSARY SO THAT THE PROCEDURE AND FURTHER DETAILS FOR ATTENDING THE MEETING THROUGH REMOTE COMMUNICATION CAN BE SENT TO YOUR REPRESENTATIVE.

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:  
MARY MEDIATRIX MEDICAL CENTER, INC.
3. Province, country or other jurisdiction of in Company or organization:  
REPUBLIC OF THE PHILIPPINES
4. SEC Identification Number:  
76646
5. BIR Tax Identification Code:  
000-958-720-000
6. Address of principal office:  
J.P. Laurel Highway, Mataas na Lupa, Lipa City, 4217
7. Registrant's telephone number, including area code:  
(+043 ) 773-6800
8. Date, time and place of the meeting of security holders:  
July 3, 2026 at 2:00 p.m. through the online platform, Zoom, to be live streamed from the Lillian Magsino Hall, 5<sup>th</sup> Floor, H.B. Calleja Bldg., Mary Mediatrix Medical Center, J.P. Laurel Highway, Mataas na Lupa, Lipa City, 4217
9. Approximate date on which the Information Statement is first to be sent or given to security holders:  
June 8, 2026
10. In case of Proxy Solicitations:  
Name of Person Filing the Statement/Solicitor: Atty. Jerome L. Flojo  
Address and Telephone No. 66 United Street, Mandaluyong City; 0917-5362508
11. Securities registered pursuant to Sections 8 and 12 of the Code or Sections 4 and 8 of the RSA (information on number of shares and amount of debt is applicable only to corporate registrants):
- | Title of Each Class | Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding |
|---------------------|--|
| Common Stock        | 1,116,500 shares as of 30 April 2026                                       |
| Total liabilities   | 1,183,774,185 as of March 31, 2026   |
12. Are any or all of registrant's securities listed on a Stock Exchange?  
Yes [ ] No [X]  
If yes, disclose the name of such Stock Exchange and the class of securities listed therein:  
Philippine Stock Exchange / Common Stock

**INFORMATION REQUIRED IN INFORMATION STATEMENT**

**A. GENERAL INFORMATION**

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

Date, time and place of meeting : **July 3, 2026  
2:00 p.m.  
Through hybrid approach, face-to-face event at the  
Lillian Magsino Hall, 5<sup>th</sup> Floor, H.B. Calleja Bldg., Mary  
Mediatrrix Medical Center, J.P. Laurel Highway, Mataas na  
Lupa, Lipa City, 4217 and a live stream through the  
online platform, Zoom**

Complete mailing address of the Registrant : **MARY MEDIATRIX MEDICAL CENTER, INC.  
J.P. Laurel Highway, Mataas na Lupa, Lipa City, 4217**

Approximate date on which the Information  
Statement is first to be sent or given to  
Security holders : **June 8, 2026 (Monday)**

**Item 2. Dissenters' Right of Appraisal**

Pursuant to Section 80 of the Revised Corporation Code of the Philippines, any stockholder of the Company shall have the right to dissent and demand payment of the fair value of his shares on any matter that may be acted upon such as in the following instances:

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

If, at any time after this information statement has been sent out, an action which may give rise to the right of appraisal is proposed at the meeting, any stockholder who voted against the proposed action and who wishes to exercise such right must make a written demand, within thirty (30) days after the date of the meeting or when the vote was taken, for the payment of the fair market value of his shares. Failure to make a demand within such period shall be deemed a waiver of the appraisal right. The value shall be determined as of the day prior to the date when the vote was taken, excluding any appreciation or depreciation in anticipation of such corporate action. Upon payment, he must surrender his certificate of stock. No payment shall be made to any dissenting stockholder unless the Company has unrestricted retained earnings in its books to cover such payment. Within ten (10) days after demanding payment for his shares, a dissenting stockholder shall submit to the Company the certificate(s) of stock representing his shares for notation that the shares are dissenting shares.

**No corporate action is being proposed or submitted in the meeting that may call for the exercise of a stockholder's right of appraisal under Title X of the Revised Corporation Code.**

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

- (a) None of the incumbent directors and officers of the Company have any undisclosed substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon.
- (b) The Company has not received any information from any director that he/she intends to oppose any matter to be acted upon in the meeting.

**B. CONTROL AND COMPENSATION INFORMATION**

**Item 4. Voting Securities and Principal Holders Thereof**

- (a) The Company has 1,116,500 common shares of stock subscribed and outstanding as of 30 April 2026. The Company does not have any class of shares other than common shares. Each share is entitled to one (1) vote. The 1,116,500, outstanding common shares are all owned by Filipinos. The Company does not have any class of shares other than common shares.
- (b) All stockholders of record as of the close of business on June 8, 2026 are entitled to notice of, and to vote at, the Annual Stockholders' Meeting.
- (c) Action will be taken with respect to the election of directors to which persons solicited have cumulative voting rights. At every meeting of the stockholders of the Company, every stockholder entitled to vote shall be entitled to one vote for each share of stock outstanding in his name in the book of the Company, except with respect to the election of directors, when each stockholder may accumulate his votes, as provided in the Company Code. Every stockholder entitled to vote at any meeting of stockholders may vote by proxy as well as in person.

**(d) NO PROXY SOLICITATION IS BEING MADE.**

Security ownership Certain Record and Beneficial Owners and Management

- (i) Security ownership of certain record and beneficial owners (more than 5% of voting securities) as of April 30, 2026 are as follows:

<b>Title of Class</b>	<b>Name and Address of Record Owner/ Relationship with Issuer</b>	<b>Name of Beneficial Owner/ Relationship with Record Owner</b>	<b>Citizenship</b>	<b>No. of Shares</b>	<b>Percent of Class</b>
Common	Mount Grace Hospitals, Inc.  6F Williams Center Building, Williams St. corner Mayflower St., Highway Hills	UL HealthSERVICES, Inc.  Authorized representatives to vote MGHI Shares: Carlos C. Ejercito, Rhais M. Gamboa, Manuel L. Montinola, Jose Ronaldo H. De los Santos, Erika Go Martirez, Jose Santiago A. De La Cruz, Jr., Garney M. Candelaria, and /or Jerome L. Flojo	Filipino	388,734	34.82 %

Common	Health Delivery System, Inc.  Unit Nos. L2-201 & L3-302 Soho Central, No. 748 Shaw Boulevard, Greenfield District	UL HealthSERVICES, Inc.  Authorized representatives to vote HDSI Shares: Carlos C. Ejercito, Rhais M. Gamboa, Manuel L. Montinola, Jose Ronaldo H. De los Santos, Erika Go Martinez, Jose Santiago dela Cruz, Jr., Garney Candelaria and/or Jerome Flojo	Filipino		184,050	16.48%
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(ii) Security Ownership of Management as of April 30, 2026:

<b>Title of Class</b>	<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Citizen ship</b>	<b>Percent of Class</b>
Common	Robert M. Magsino	35,625 / direct	Filipino	3.19%
Common	Marissa Patricia M. Panganiban	32,646 / direct	Filipino	2.92%
Common	Jaime SD Songco	2,730/ direct	Filipino	0.24%
Common	Clarito D. Magsino	500 / direct	Filipino	0.04 %
Common	Francis S. Ganzon	1 / direct	Filipino	0.00%
Common	Rhais M. Gamboa	1 / direct	Filipino	0.00%
Common	Eduardo S. Esequé	1 / direct	Filipino	0.00%
Common	Jose Ronaldo H. De los Santos	1 / direct	Filipino	0.00%
Common	Manuel L. Montinola	1 / direct	Filipino	0.00%
Common	Jose Santiago A. de la Cruz, Jr.	1 / direct	Filipino	0.00%
Common	Erika G. Martinez	1 / direct	Filipino	0.00%

(iii) Voting Trust Holders of 5% or more

There are no voting trust holders of 5% or more of the common shares.

(iv) Changes in Control

There has been no change in control of the Company since the beginning of its last fiscal year.

## **Item 5. Directors and Executive/Corporate Officers**

### **(a) Directors, Executive Officers, Promoters and Control Persons**

Below is the list of the Company's directors and officers for 2025 – 2026 with their corresponding positions. The directors assumed their directorship during the Company's Annual Stockholders' Meeting in 2025 for a term of one (1) year.

<b>Name</b>	<b>Age</b>	<b>Position</b>	<b>Citizenship</b>
Rhais M. Gamboa	74	Chairman of the Board	Filipino
Dr. Robert M. Magsino	72	Vice-Chair / Director	Filipino
Jose RonaldoH. De los Santos	57	President / Director	Filipino
Jose Santiago A. De la Cruz, Jr.	63	Director	Filipino
Manuel L. Montinola	55	Director	Filipino
Dr. Eduardo S. Esequé	63	Director	Filipino
Dr. Jaime SD. Songco	65	Director	Filipino
Marissa M. Panganiban	69	Director	Filipino
Erika Cheska G. Martinez	41	Treasurer / Director	Filipino
Clarito Alejandro D. Magsino	66	Independent Director	Filipino
Francis S. Ganzon	75	Independent Director	Filipino
Garney M. Candelaria	59	Corporate Secretary	Filipino
Jean Marie L. Uy-Yam	40	Assistant Corporate Secretary & Compliance Officer	Filipino

Greisir E. Baraña	49	Chief Financial Officer	Filipino
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The business experience of the members of the Board and Executive Officers for the last five (5) years is as follows:

**Rhais Gamboa**

Director / Chairman

Term of office: 2002 to present / 11 April 2024 to present

Rhais Gamboa has worked in the health sector for most of his professional career, giving him the depth of perspective in various facets of the sector: private health insurance, social health insurance, health policy formulation and implementation, health policy research, pharmaceutical marketing and distribution, health facility acquisition, health facility management.

Mr. Gamboa is the former President of Mt. Grace Hospitals, Inc., a company investing in hospitals. He is a member of the board of directors of several private-tertiary hospitals and of Manila Southwoods Golf and Country Club.

He was previously a Vice-President of United Laboratories Inc. assigned to the Business Development Group. Prior to said posting, he was successively appointed to the Office of Regulatory Affairs and the Sales & Distribution Division. He likewise oversaw the business operations of a health benefit management company affiliated with Unilab.

He worked with Aetna Philippines as president of its HMO subsidiary. He was also previously President of CARRA Inc., a research outfit that specialized in the areas of health policy, health financing and social health insurance.

He also worked with the government, having been Undersecretary of Health and Vice-Chairman of the Philippine Medical Care Commission, the country's national social health insurance program now transformed into the Philippine Health Insurance Corporation.

Mr. Gamboa obtained his B.S. Management Engineering degree from Ateneo de Manila University and finished his secondary education from the Philippine Science High School.

**Dr. Robert M. Magsino**

President / Director/ Vice Chair

Term of office: 2000 to 2021 / 2000 to present / 2022 to present

Dr. Robert M. Magsino obtained his medical degree in 1979 at the Pontifical University of Santo Tomas. His stellar medical career began as an Intern in Makati Medical Center.

He trained in several prestigious medical centers particularly Raritan Bay Medical Center where he finished his Internal Medicine residency training in New Jersey. His persistence and dedication to his job landed him a coveted position as Chief Resident at Raritan Bay.

He advanced his medical career by passing the rigorous Diplomate exams given by the American Board of Internal Medicine and later pursued his fellowship training in Gastroenterology and Hepatology at the renowned University of Rochester School of Medicine, Strong Memorial Hospital. He is a recognized Fellow of the American College of Physicians and member of the American College of Gastroenterology, and the American College of Physicians Executive.

In 2002, Dr. Magsino passed his Diplomate exams in Internal Medicine and later became a fellow of the Philippine College of Physicians (PCP). He is also a diplomate and fellow of the Philippine Society of Gastroenterology and Philippine Society of Digestive Endoscopy.

Dr. Magsino is the founder and current President of the Private Hospital Association of Lipa City which aims to unite hospital owners and address health concerns to help the local government and the community as well.

**Jose Santiago A. De la Cruz, Jr.**

Chief Operating Officer / President / Director

Term of office: 3 July 2021 to 30 June 2023/ 3 July 2021 to present

Mr. De la Cruz is an experienced President with a demonstrated history of working in the hospital and health-care industry. He is a strong healthcare services professional with a Bachelor of Science (BSC) focused on Economics from the Notre Dame College. His core competencies includes Business Planning, Marketing Management, International Business, Sales Operations and Accounts Management in Pharmaceuticals, Clinical Diagnostics, Biotechnology & Medical Devices.

He served as the General Manager for BSN Medical Philippines, Inc., a German medical device manufacturer and world leader in Wound Care, Vascular and Orthopedic business, where he established and converted the existing representative office to a full-fledged subsidiary in a record time of three months. He served as the President of Tagaytay Medical Center from 2016 to 2018, and as the President of Healthserv Los Baños Medical Center from 2017 to 2018.

Mr. de la Cruz is the president of of Mt. Grace Hospitals, Inc., a company investing in hospitals.

**Jose Ronaldo H. De los Santos**

Director/ President

Term of office: 4 August 2018 to present/ 01 July 2023 to present

Mr. De los Santos was a money market trader of the Treasury Department of China Banking Corporation, and the Head of Research and Licenses Stockbroker of Meridian Securities at the Philippine Stock Exchange. He began his career in the medical field when was appointed to various management positions at the De Los Santos Medical Center, as hospital operations manager, finance director, COO and CFO. He also became the Managing Director of Megaclinic, and a member of the Board of DLS-STI Medical Center and College, as well as a member of the Board and management consultant of Fe Del Mundo Hospital. In 2013, he became the Operations Group Head of Manila Medical Center, Manila, tasked to study the feasibility of businesses and acquisitions while improving organization setups, processes and management team capabilities in profit centers and support services. In 2015 to 2018, Mr. De los Santos was promoted to President, to oversee the financial, operational and Medical success of the hospital in line with annual strategic objectives crafted by the organization and approved by the Board.

Mr. De los Santos is currently the South Cluster Head for the Mount Grace Hospitals, Inc. and is serving as member of the board to three (3) hospitals, namely: Tagaytay Medical Center, Healthserv Los Baños Medical Center and Westlake Medical Center where he is ensuring its advancement, profitability and growth while instilling mount grace quality, safety and culture in the organization.

Mr. De los Santos has a Bachelor of Arts in Economics from the De La Salle University, Masters in Hospital Administration from the Ateneo Graduate School of Business and a Masters in Business Administration from Duke University, Fuqua School of Business.

**Manuel L. Montinola**

Director

Term of office: 11 April 2024 to present

Mr. Manuel L. Montinola is the Vice President of Unilab, Inc. in Manila, Singapore and Ho Chi Minh. He leads the corporate strategy, portfolio management and corporate growth ventures of the United Health Group. He is also the President of UL Health Services, Inc.

He obtained his Bachelor of Arts degree from the University of Pennsylvania in 1994, and earned his Masters in Business Administration from the J.L. Kellogg Graduate School of Management, Northwestern University in 2000. From there he joined the Bristol Myers Squibb Company (BMS) and served in various country and regional leadership management role for BMS in Asia and Latin America. He also served as Regional Commercial Director for Taisho Pharmaceutical Company at its Asia Pacific Regional Officer in Singapore, and later served as Executive Director for Amgen, Inc. for its SEA/India and Asia Pacific Regional Office in Hong Kong.

**Dr. Jaime SD. Songco**

Director

Term of office: 1994-2013; 15 August 2020 to present

Dr. Songco obtained his medical degree in 1984 at the University of Sto. Tomas. He had his clinical internship at Makati Medical Center. He likewise had his residency training for general surgery at the Makati Medical Center, and Urology at the National Kidney and Transplant Institute where he became the Chief Resident. He was a Clinical Observer, Walk in Fellow at the Memorial Sloan Kettering Cancer Center in New York City, and a Research Fellow at the William Beaumont Medical Center in Michigan. He also took a post graduate course in laparoscopic techniques in urology at the New York University. He is a diplomate of the Philippine Board of Urology and a fellow of the Philippine College of Surgeon.

Dr. Songco served as the Secretary of the Philippine Society of Urologic Oncologist from 2002-2011, and as its President from 2012-2014. He was the head of the Urologic-Oncology Cancer Center of Makati Medical Center from 2010 to 2014, and was also the Vice Chairman of the Department of Surgery of Makati Medical Center in 2018. He was the co-founder of Mary Mediatrix Medical Center with Dr. Vicente L. Magsino in 1994, served as its Senior Vice President for Finance and Business Development and was its Chief Operating Officer from 1994 to 2014, He also served as a member of the Board of Directors of Mary Mediatrix Medical Center from 1994-2013.

He also serves on the Advisory Board of several pharmaceutical companies such as Pfizer, Inc., Astra Zeneca, Novartis, GlaxoSmithKline, BiomedisOnco, InvidaMenarini International, Ferring, Phils., and Astellas.

**Erika Cheska G. Martinez**

Treasurer / Director

Term of office: 3 July 2021 to present

Ms. Martinez has been the Finance Director of United Laboratories and the Group CFO of Mount Grace Hospitals, Inc. since July 2015 to present. She was formerly the Head of Finance, Planning & Business Development for Eli Lilly Philippines from 2011 to 2015, and a member of the Business Development and Portfolio Management of the Trust and Investments Department of Unionbank of the Philippines from 2009 to 2010.

She is currently the Chief Finance Officer of Medical Center Manila, Fe del Mundo Medical Center, Westlake Medical Center, and Grace General Hospital. She is also a member of the Board of Directors of Good Samaritan Hospital, Healthserv Los Baños Medical Center, the Treasurer and Director of Tagaytay Medical Center, the Treasurer of Victor R. Potenciano Medical Center and Pinehurst Medical Services, Inc. She is responsible for financial oversight, treasury administration and overall finance and accounting operations across Mount Grace network hospitals and Mount Grace administrative entities (Mount Grace Hospitals Inc. and Mount Grace Resources).

Ms. Martinez obtained her Bachelor of Sciences degree in Management and Applied Chemistry from the Ateneo de Manila University and has an MBA in Finance Concentration from the University of St. Gallen, Switzerland and a Masters in Business Administration from the Asian Institute of Management, Philippines.

**Marissa Patricia M. Panganiban**

Senior Vice President for Administrative Services / Director

Term of office: 2016 to September 2021 / 3 July 2021 to present

Mrs. Panganiban has been with the Company since 1999 as Vice President for Hospital Administration. She was promoted in 2016 to SVP for Administrative Services. She previously worked for Philippine Airlines as SR Controller and Philippine Banking Corporation as a management trainee.

She has been a member of the Philippine Hospital Association since 1999, and the Philippine College of Hospital Administrators, Inc. since 2000.

She obtained her Bachelor of Arts and Sciences degree in Commerce in Business Administration from the University of Sto. Tomas in 1978, and received her Master of Health Administration from the Ateneo Graduate School of Business in 1999.

**Eduardo S. Esequé**

Director

Term of office: 4 July 2025 to present

Dr. Esequé is a General and Laparoscopic Surgeon. He obtained his medical degree from the University of Sto. Tomas and took his post-graduate internship at The Medical City. He took his residency training program at Manila Med and was the Chief Resident of the Department of Surgery.

Since then he has served Manila Med in various capacities as Chair of the CME, Therapeutics Committee, Training Officer for the Dept. of Surgery, Head of the Data Management System of Manila Med, Chairman of the CPD Committee, President of the Medical Staff Association, Chairman of the Department of Surgery, Deputy Medical Director for Professional Services, Medical Director from 2020 to 2022 and currently as President of Manila Med since August 1, 2022. He also served as President and member of the Board of Trustees of the Philippine Society of General Surgeons, Metro Manila Chapter.

**Clarito Alejandro D. Magsino**

Independent Director

4 August 2018 to August 14, 2020 / 4 July 2025 to present

Mr. Clarito Alejandro D. Magsino was a former independent director of MMMC from 2018 to 2020. He spent more than two decades of his professional life as an IT Professional. He was the Chief Information Officer (CIO) of the Development Bank of the Philippines from 1993 until his early retirement as Senior Vice President and CIO in 2012. Since 2002, he was concurrently President and CEO of the DBP Data Center, Inc., the Bank's IT Subsidiary until 2012. He then headed the CIOF Foundation, Inc, composed of former government CIOs in their advocacy to promote eGovernance and the efficient use of information and communications technology in government.

In 2013, he also served as Independent Management and IT Consultant, Information Systems Support for the Bureau of Treasury. In 2017, he was appointed as Independent Management Consultant of the National Irrigation Authority. In 2017, he again joined Government and was appointed Assistant Secretary, ICT Management Group of the Department of Budget and Management. He then served as the Functional Group Head of the Internal Management Group overseeing Corporate Planning, Finance and Administration in 2019 and in 2024 he supervised the Internal Audit Service of DBM until his mandatory retirement in 2025.

He also previously served as a member of the Boards of Directors of the Philippine Dealing and Exchange Company (PDEX), the Philippine Central Depository, Inc. (PCD), and the Development Academy of the Philippines (DAP).

He obtained his MBA degree from the Ateneo Graduate School of Business, Regis Program, in 2015 and his Bachelor of Science in Mechanical Engineering from the University of the Philippines under a National Science Development Board (NSDB) Scholarship in 1981.

**Francis S. Ganzon**

Independent Director

Term of office: 4 July 2025 to present

Atty. Francis S. Ganzon served as a law professor at the University of Batangas for more than two decades from 2001 to 2024. He was the President of Bangko Kabayan, a private development bank from 1989 to 2020. He served as a member of the Executive Finance Council of the Archdiocese of Lipa from 2004 to 2023. He is currently the President of Friends of Community Cenacolo, Inc., the Chairman of the Board of Megan Foundation, Inc. and a member of the Focolare Movement from 1977 to present.

Atty. Ganzon passed the 1977 bar examinations and has been a member in good standing of the Integrated Bar of the Philippines (IBP). He received his Juris Doctor degree from the Ateneo de Manila School of Law in 1976 and obtained a Bachelor of Arts degree in Political Science from University of St. Lasalle (Bacolod) where he graduated Magna Cum Laude in 1972. He finished his primary education in Immaculate Concepcion Elementary School (Bacolod) and secondary education from St. Joseph La Salle High School.

**Garney M. Candelaria**

Corporate Secretary

Term of office: 3 July 2021 to 7 April 2026

Atty. Garney M. Candelaria is a seasoned lawyer with over 25 years of experience in various fields of law: healthcare, labor, civil, criminal, real estate, tax, agrarian and corporate law, among others. Currently, he is an Assistant Vice President/Legal Counsel of UL Health Services, Inc., a subsidiary of United Laboratories, Inc., assigned to the Office of the Corporate Secretary of Mount Grace Hospitals, Inc. ("Mount Grace") and RelianceCARE Group of Companies ("Reliance").

He provides transactional support for mergers and acquisitions and other partnering activities of Mount Grace and Reliance. He also acts as counsel to Mount Grace and Corporate Secretary/Asst. Corporate Secretary of its 20 partner hospitals and other corporations under Reliance.

Atty. Candelaria passed the 1998 bar examinations and has been a member in good standing of the Integrated Bar of the Philippines (IBP). He received his Juris Doctor degree from the Ateneo de Manila School of Law in 1998 and obtained a Bachelor of Arts degree in Philosophy from the Ateneo de Manila University in 1987. He finished his primary and secondary education from Lourdes School of Mandaluyong.

**Jerome L. Flojo**

Corporate Secretary

Term of office: 7 April 2026 to present

Atty. Jerome Flojo joined Mount Grace Hospitals, Inc. in 2017 and presently serves as its Corporate Secretary, as well as the Corporate Secretary for MGH's partner-hospitals, including Mary Mediatrix Medical Center, Inc. He is involved in the group's mergers and acquisitions, handling legal work from due diligence through post-closing compliance, and provides legal advisory support to partner hospitals on litigation, acquisitions, regulatory compliance, labor, contracts, tax, and intellectual property.

Before joining Mount Grace, he was a Senior Associate in a medium-sized law firm where he handled a broad range of matters, including civil, criminal, and administrative litigation, labor, contracts, tax, acquisitions, and intellectual property.

**Jean Marie L. Uy-Yam**

Assistant Corporate Secretary / Compliance Officer

Term of office: 19 September 2016 to present

Atty. Uy is a Senior Partner of Peralta Jimenez San Luis Uy Ulibas & Guinigundo Law Firm (formerly Calleja Law Office). She obtained her Bachelor of Arts degree in Political Science from Ateneo de Manila University in 2007. She received her Juris Doctor degree from the Ateneo de Manila School of Law in 2011 where she graduated with Second Honors. She is a Certified Compliance Officer from the Center for Global Best Practices (CGBP), and a trained arbitrator and tribunal secretary of the Philippine Dispute Resolution Center, Inc. (PDRCI).

**Greisir E. Baraña**

Chief Financial Officer

Term of office: April 2025 to present

Mr. Baraña is a certified public accountant with more than 25 years of experience, specializing in audit, corporate finance and advisory services. He served as Strategic Finance Manager and Financial Modeler for local and international investments of Manila Water Company, Inc from 2014 to 2024. He served as Financial Advisory Services Manager of Deloitte Philippines. He participated in valuation, financial due diligence and M&A advisory engagements across diverse industries.

Mr. Baraña obtained his Bachelor of Sciences degree in Accountancy from Saint Louis College. He obtained his certification as a public accountant in 1998.

All Directors shall hold office until a new Board of Directors is elected during the Company's Annual Stockholders' Meeting to be held on July 3, 2026.

In April 2026, Atty. Garney M. Candelaria resigned to join public service. On April 7, 2026, Atty. Jerome L. Flojo was elected by the Board to replace Atty. Candelaria as Corporate Secretary to serve his unexpired term.

The Annual Stockholders' Meeting as provided in the By-Laws of the Company is scheduled on the 1<sup>st</sup> Saturday of June of each year. At the 7 April 2026 Special Board Meeting, the Board resolved to hold the Annual Stockholders' Meeting on July 3, 2026 through a hybrid set up, partly by remote communication through an online platform and through a face-to-face event at the principal office of the Company.

### **Nominations for Independent and Regular Directors and Procedure for Nomination**

The procedure for the nomination and election of Independent and Regular Directors, which is embodied in the Rules for Nomination and Election of Directors by Remote Communication 2022 as promulgated by the Nomination and Election Committee, is in accordance with SEC Memorandum Circular No. 24, series of 2019.

The Nomination and Election Committee is composed of Atty. Francis S. Ganzon (independent director), the Chairman, and its members, Dr. Lilibeth Manguera, Atty. Joel Macalino, and Ciara Catherine Cheng.

The nomination of all directors shall be conducted by the Committee prior to a stockholders' meeting and the Committee shall pre-screen the qualifications and prepare a final list of all candidates, which shall contain all the information about all the nominees for independent directors, as required under Part IV(A) and (C) of Annex "C" of SRC Rule 12, which list shall be submitted to the Corporate Secretary, and shall be made available to the Commission and to all stockholders through the filing and distribution of the Company's Definitive Information Statement. No other nominations shall be entertained after the Final List of nominees has been prepared. No other nominations for both Independent and Regular Directors shall be accepted at the floor during the Annual Stockholders' Meeting. The name of the person or group of persons who nominates an Independent Director shall be identified in such report including any relationship with the nominee.

In approving the nominations for directors, the Committee considered the qualifications and disqualifications prescribed in the Company's Manual on Corporate Governance, SEC Memorandum Circular No. 24, series of 2019 and SRC Rule 38.

As conveyed to the Committee, the following are the qualified nominees for Independent Directors for 2026 – 2027:

1. Clarito D. Magsino (Nominated by Marissa M. Panganiban. They are first cousins.)
2. Atty. Francis S. Ganzon (Nominated by Marissa M. Panganiban)

Copies of the qualified Independent Director nominees' Certification of Qualification of Independent Director are attached hereto.

As conveyed to the Committee, the following are the nominees for Regular Directors 2026 - 2027:

1. Dr. Robert M. Magsino
2. Marissa M. Panganiban
3. Dr. Jaime SD Songco
4. Rhais M. Gamboa
5. Dr. Manuel M. Dayrit
6. Jose Ronaldo de los Santos
7. Jose Santiago A. Dela Cruz, Jr.
8. Erika Cheska G. Martinez
9. Manuel L. Montinola

Below are the profiles of the nominees who are not incumbent Board members or former executive officers:

**Manuel M. Dayrit**

Nominated as Regular Director

Dr. Manuel M. Dayrit is currently a Senior Research and Innovation Fellow at the Center for Research and Innovation of the Ateneo School of Medicine and Public Health. He serves as a member of the Board of several organizations including the Georgetown-Lancet Commission for Faith, Trust and Health, Zuellig Family Foundation (ZFF), Mapua University School of Medicine, Philippine Center for Population Development (PCPD), Commission on Higher Education CHED Technical Panel for Medical Education, Healthy Philippines Inc., Ayala Health Care Holdings, Inc., Divine Grace Hospital, Cavite and Global Accreditation Board, TEPHINET.

He served as the Secretary of Health from 2001 to 2005. He was the Dean of the Ateneo School of Medicine and Public Health for 6 years, and also worked at the World Health Organization (WHO) Headquarters for 7.5 years as its Directors for Human Resources for Health and Cluster of Health Systems and Innovation.

He obtained his medical degree from the University of the Philippines, College of Medicine and his Master of Science (Mark of Distinction) from the London School of Hygiene and Tropical Medicine.

**Significant Employees**

The Company considers the contribution of every employee important to the fulfillment of its goals.

**Family Relationships**

Dr. Robert M. Magsino and Marissa M. Panganiban are siblings, while Dr. Jaime Songco is their brother-in-law.

There are no other family relationships within the fourth degree of consanguinity known to the registrant other than those that have been disclosed above.

**Involvement in Certain Legal Proceedings**

To the best of the Company's knowledge and belief and after due inquiry, and except as otherwise disclosed, none of the directors or the executive officers has, during the last five years and to date, been subject to any of the following:

1. Any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. Any conviction by final judgment, including the nature of the offense, in a criminal proceeding, domestic or foreign, or being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;
3. Being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities, commodities or banking activities; and
4. Being found by a domestic or foreign court of competent jurisdiction (in a civil action), the Commission or comparable foreign body, or a domestic or foreign Exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation, and the judgment has not been reversed, suspended, or vacated.

**Interest of Certain Persons in Matters to be Acted Upon**

No director or officer of the Company has undisclosed substantial interest, direct or indirect, in any matter to be acted upon in the meeting.

**Certain Relationship and Related Transactions**

The Company's related party transactions pertain to dividends declared as disclosed under the Management Report attached to this Information Statement.

## **Item 6. Compensation of Directors and Executive Officers**

The following summarizes the executive compensation received by the President and the top four (4) most highly compensated officers of the Company for 2024 and 2025 and estimated amount of compensation for 2026, namely Jose Ronaldo De los Santos, Greiser Baraña, Rommel Lojo and Edna Cuasay. It also summarizes the aggregate compensation received by all the officers and directors, unnamed.

<b>Name and Position</b>	<b>Year</b>	<b>Salaries</b>	<b>Bonuses</b>	<b>Others</b>	<b>Total</b>
President and the top four (4) officers	2026	8,636,519	816,628	152,372	9,605,519
	2025	9,533,232	870,436	352,000	10,755,668
	2024	9,875,327	611,007	155,556	10,641,890
Aggregate compensation paid to all officers and directors as a group unnamed	2026	8,636,519	816,628	1,808,341	11,261,488
	2025	9,533,232	870,436	2,453,537	12,857,205
	2024	11,046,040	642,436	2,101,538	13,790,014

### **Compensation of Directors**

The directors of the Company do not receive any compensation as director except for per diem for attendance at board meetings.

### **Standard Arrangements and Other Arrangements**

Other than the per diem as stated above, as of December 31, 2025, 2024, and 2023, the Company has no existing arrangements with members of the Board of Directors, executive officers, and employees.

### **Employment Contracts, Termination of Employment, and Change in Control of Arrangements**

There are no special employment contracts between the Company and its executive officers. There is also no arrangement for compensation to be received from the Company in case of resignation or any other termination of employment or from a change in the management or control of the Company.

### **Warrants and Options Outstanding**

There are no outstanding warrants or options held by directors and officers nor are there any adjustments in the exercise price of said warrants or options.

## **Item 7. Independent Public Accountants**

The appointment, approval or ratification of the Company's independent public auditor will be submitted to the shareholders for approval at the Annual Stockholders' Meeting on July 3, 2026.

The Board of Directors has approved the reappointment of the auditing firm of Reyes Tacandong & Co. Ms. Michelle M. Cruz is expected to be appointed for the audit of the financial statements for the year 2026.

Ms. Cruz has extensive years of experience in providing audit services to multinational and local clients in various industries such as healthcare, real estate, call centers, manufacturing, retail and services. She has handled financial audits in accordance with Philippine and United States Generally Accepted Auditing Standards, SOX 404 engagements, due diligence reviews, and various agreed upon procedures engagements. She also worked with an auditing firm in New York for three years. She placed fifth in the October 1998 Philippine Certified Public Accountant Licensure Examination, and graduated cum laude from the University of Santo Tomas with a bachelor's degree in accountancy. She also attended the Executive MBA Program of the Asian Institute of Management.

The Company's Audited Financial Statements for 2025 as certified by Ms. Michelle M. Cruz, is attached to this Information Statement as an Exhibit. The Company has been advised that the Reyes Tacandong & Co. auditors assigned to render audit related services have no shareholdings in the Company, or a right, whether legally enforceable or not, to nominate persons or to subscribe to the securities of the Company, consistent with the professional standards on independence set by the Board of Accountancy and the Professional Regulation Commission.

Representatives of Reyes Tacandong & Co. are expected to be present at the scheduled stockholders meeting. They will have the opportunity to make a statement should they desire to do so and will be available to respond to appropriate questions.

### ***External Audit Fees and Services***

#### ***Audit and Audit-Related Fees***

The total external audit fees amounted to ₱3.6 million for the three years 2025, 2024, and 2023. The fees are exclusive of value-added tax and inclusive of out-of-pocket expenses.

#### ***All Other Fees***

The external auditors provided a regular tax consultancy services to the Company in 2025, 2024 and 2023. Fees related to these aggregated to P1.6 million which are exclusive of value-added tax and out-of-pocket expenses.

#### ***Audit Committee's Approval Policies and Procedures***

The stockholders approve the appointment of the Company's external auditors annually during the Stockholders' Meeting. The Audit Committee reviews the scope and engagement of the audit services for the approval of the Board and ensures that the services will not affect the independence of the external auditors or violate and SEC regulations. The Audit Committee also reviews and approves the non-audit work performed by the auditors such as tax consultancy services including the fees therefor, before any engagement is entered into by the Company with the external auditors, to ensure that such other work does not conflict with the External Auditor's independence in the conduct their audit.

#### ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosures***

There have been no disagreements on accounting and financial disclosures between the Company and its current and past external auditors.

SRC Rule 68 in relation to the IESBA Code provides that "[I]n respect of an audit of a public interest entity, an individual shall not act in any of the following roles, or a combination of such roles, for a period of more than seven cumulative years (the "time-on" period): (a) The engagement partner;; (b) The individual appointed as responsible for the engagement quality control review; or (c) Any other key audit partner role. After the time-on period, the individual shall serve a "cooling-off" period in accordance with the provisions in R540.11 to R540.19." The Company is compliant with this rule.

## **Item 8. Compensation Plans**

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

## **C. ISSUANCE AND EXCHANGE OF SECURITIES**

### **Item 9. Authorization or Issuance of Securities other than for Exchange**

There is no action is to be taken during the Annual Stockholders' Meeting with respect to authorization or issuance of any securities other than for exchange for outstanding securities.

### **Item 10. Modification or Exchange of Securities.**

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

### **Item 11. Financial and Other Information**

There is no action is to be taken during the Annual Stockholders' Meeting with respect to any matter specified in Items 9 or 10.

### **Item 12. Mergers, Consolidations, Acquisitions and Similar Matters**

There is no stockholders' action to be taken with regard to the following: (1) the merger or consolidation of the Company into or with any other person or of any other person into or with the Company; (2) the acquisition by the Company or any of its security holders of securities of another person; (3) the acquisition by the Company of any other going business or of the assets thereof; (4) the sale or other transfer of all or any substantial part of the assets of the Company; and (5) the liquidation or dissolution of the Company.

### **Item 13. Acquisition or Disposition of Property**

There is no action to be taken with respect to the acquisition or disposition of any property.

### **Item 14. Restatement of Accounts**

There is no action to be taken with respect to the restatement of any asset, capital, or surplus account of the Company.

## **D. OTHER MATTERS**

### **Item 15. Action with Respect to Reports**

The following matters are included in the agenda of the Annual Stockholders' Meeting for the approval of the stockholders:

- a) Approval of Minutes of the July 4, 2025 Annual Stockholders' Meeting
- b) Report of the President
- c) Approval of the Annual Report and the Audited Financial Statements for 2025
- d) Ratification of All Acts and Resolutions of the Board of Directors and Management Adopted From July 3, 2025 to July 2, 2026
- e) Election of Directors (including the Independent Directors)

f) Appointment of External Auditor

A brief description of material matters approved by the Board of Directors and Management since the last Annual Meeting of Stockholders on July 4, 2025 for ratification by the stockholders:

Board Resolution No. 2025-11	<b>“RESOLVED AS IT IS HEREBY RESOLVED</b> , that Dr. Norberto Montalbo is hereby designated as buyer for the 500 shares of Dr. Juan Acosta at P1.2 Million.
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Board Resolution No.  
2025-12

"RESOLVED, that the following Execom Resolutions for the period December 6, 2024 to March 21, 2025, are hereby ratified:

**a) EXECOM RESOLUTION NO. 2025-013**

Policy of Performance Incentive Guideline

**b) EXECOM RESOLUTION NO. 2025-014**

3% Service Charge for Advance Crediting of Reader's Fee Guaranteed by HMO

**c) EXECOM RESOLUTION NO. 2025-015**

Additional Out Patient Dialysis Unit

**d) EXECOM RESOLUTION NO. 2025-016**

Additional Telemetry Machine

**e) EXECOM RESOLUTION NO. 2025-017**

Additional Equipment at Cul De Sac Building

**f) EXECOM RESOLUTION NO. 2025- 018**

Approval of New Medical Consultants

***Status Change (From Visiting to Associate Active Consultant)***

Busilak Grace Politico Verceles – Evangelista, MD, DFM, DPSCOT

Family Medicine- Clinical Toxicology

Visiting Consultant since March 2024

Reason for Status Change: She is the sole Clinical Toxicology at MMMC. The establishment of her clinics is intended to augment the Family Medicine Residency Training Program and to cater to a larger patient base.

Christian Julius Patero Mendoza, MD, FPOA

Orthopedic Surgery and Sports Medicine

Visiting Consultant since August 2024

Reason for Status Change : Based on his Privileging Point System, he achieved a passing grade of 70% (August – December 2024 : 79% and January – May 2025 successfully passing the evaluation. He will be holding clinics both at the Main Hospital and LIMA Satellite.

***Department of Medicine***

Edward Philip Igle Villanueva, MD, DPCP

Internal Medicine – Pulmonology

Stockholder ; Active Consultant

Ma. Regina Del Castillo Dimaculangan, MD, DPCP

Internal Medicine – Gastroenterology

Stockholder ; Active Consultant

Jhobeleen Delas Llagas De Leon, MD, DPCP, DPCC

Internal Medicine – Cardiology/ Cardiac Electrophysiology and

Associate Active Consultant

Charlyn Mae Reyes Escalona, MD, FPCP, FPCC

Internal Medicine- Cardiology

Associate Active Consultant

Graduate of MMMC Cardiology Fellowship Training Program

Karla Denyse Dimayuga Bueno, MD, FPCP, DPCCP

Internal Medicine – Pulmonology

Associate Active Consultant

***Department of Pediatrics***

Maria Catherine Joyce Domingo Garcia, MD, DPPS, DPRA

Pediatric Rheumatology

Associate Active Consultant

Marcia Angelica Landicho Ricalde- Valdez, MD, DPPS

General Pediatrics

Associate Active Consultant

Board Resolution No. 2025-13	"RESOLVED, that Corporation shall lease from the Magsino family the land where Jollibee is currently situated, upon the expiration of their lease with Jollibee in 2027."
Board Resolution No. 2025-14	"RESOLVED, that the plantilla ratio of 1:8 for nurses in Station 15 with a total requirement of 15 nurses; and the ratio of 1:3 for nurses at the dialysis center a total requirement of 10 nurses is hereby approved."
Board Resolution No. 2025-15	"RESOLVED, that the Internal Audit Charter as presented and recommended by the Audit Committee is hereby approved."
Board Resolution No. 2025-16	<p>"RESOLVED, that the following medical applicants are hereby approved:</p> <p><b><u>Associate Active</u></b>  Paul Anthony Alad, MD, FPCP, FPCC - Internal Medicine, Adult Interventional Radiology  Ana Avelene Mendoza-Castillo, MD, DPCP - Internal Medicine  Donna Aurea Maderazo, MD - Internal Medicine, Cardiology and Vascular Medicine  Christine Ysabelle Garcia Roman, MD, FPCP, DPCC - Internal Medicine, Cardiology  Hazzel Mey Razon, MD - Internal Medicine, Nephrology  Anna Patricia B. Tan, MD, DPDS - Internal Medicine, Dermatology  Jayson Moreto Villavicencio, MD, DPCP, DPSN - Internal Medicine, Nephrology  Jean Hansel Mendoza-Abaca - Maternal and Fetal Medicine  Maria MArgarita Franchesca Concepcion Logo, MD, DPOGS - Urogynecology and Pelvic Reconstructive Surgery  Margarita R. Cantor, MD, FPOGS, FPSGE - OB-Gyne, Hysteroscopy and Laparoscopy  Rachel Felix Diomampo-Wico, MD, FPOGS, FPSMFM - OB-Gyne, Perinatology  Abigail Patron Chavez-Alday, MD, DPSP - Anatomic and Clinical Pathology  May Leen Luna-Yoon, MD - General Pediatrics  Micah Joy L. Villalobos, MD, DPPS - General Pediatrics  Adeodatus Vito Nicanor, MD - Central Nervous System Oncology &amp; Brain Metastases  Jan Krizzela Cabote Cabbab, MD, FPCR, FUSP, FCTMRI - Diagnostic Radiology - CT/MRI, Ultrasound  Nigel Rosch Madrigal Carabbacan, MD, FPCR, FPSVIR - Vascular &amp; Interventional Radiology  Marvin Castillo, MD - Urology</p> <p><b><u>Visiting</u></b>  Maria Darlene Lea Gnilo-Dimaculangan, MD, DPCP, DPCC - Internal Medicine, Non-Invasive Cardiology  Joseph Justin Hipolito Regalado, MD, DPCP, DPCC - Internal Medicine, Cardiology/Cardiac MRI  Jocelyn Ulitin Calaolao, MD, DPSP - Anatomic Pathology  RTH Mattias Sandrino Mendenilla, RN, MD, DPSP - Anatomic and Clinical Pathology  Enrique Luis D. Fontanilla, MD, DPBO - Ophthalmology  Carlos Hernandez Acuña, MD - Orthopedic Surgery</p> <p><b><u>Status Change from Visiting to Associate Active</u></b>  Joy Mangubat Flores, MD - Internal Medicine, Endocrinology  Ninfa Larcia Bautista, MD - Obstetrics &amp; Gynecology."</p>
Board Resolution No. 2025-17	RESOLVED, that a meeting be immediately set with Arch. Marty to discuss and review the Hospital Masterplan in consideration of the Hospital's rapid growth and projection that it will be operating at capacity by 2026."

Board Resolution No. 2025-18	RESOLVED, that the 2026 CAPEX Budget for the revenue generating Capex in the amount of Php196 Million is hereby approved.”
Board Resolution No. 2025-19	“RESOLVED, that the proposed manpower plantilla for 2026 in the total of 1,338 heads or an additional 263 employees is hereby approved.”
Board Resolution No. 2025-20	<p>“RESOLVED, that the proposed MMMC macro table of organization as presented by the President is hereby approved;</p> <p>“RESOLVED FURTHER, that the heads of the four departments under the Functional side of the organization be promoted to Director level.”</p>
Board Resolution No. 2025-21	<p>“RESOLVED, that the President is hereby authorized to negotiate and enter into a lease agreement over the 50 sqm. property beside the cul de sac to utilize it as the UHC Konsulta Yakap Clinic under the ff. terms: 10 years lease term, a rental fee of Php60,000.00 per month with 1 year advance payment and 10% escalation every 5 years, provided that pretermination clause without any penalty and right of first refusal provisions are included in the lease contract.”</p> <p>“RESOLVED FURTHER, that the President is authorized to negotiate with Jet Hotel for the lease of the adjacent property for possible parking area or expansion of the clinic as may be needed.”</p>
Board Resolution No. 2025-22	“RESOLVED, that the Board hereby approves the grant of 14th Month Bonus for officers, residents and employees equivalent to 100% of their basic salaries; while employees under probation shall receive Php3,000 each; and project based workers shall received Php2,000 each. The cut-off date for employees entitled to the bonus shall be those regularized as of December 10, 2025.”
Board Resolution No. 2025-23	<p>“RESOLVED, that the policy on the application and coverage of the employees’ productivity incentive is hereby approved with the clarification that the incentive amount shall be the lower of: 50% of the incremental net income over the target, OR one month of <u>ALL</u> of the employees’ base salary.”</p> <p>“RESOLVED FURTHER, that those with Management positions but are not regular employees of the Hospital like the Medical Director and Chief of Clinics, shall likewise be eligible for the productivity incentive program.”</p>
Board Resolution No. 2025-24	“RESOLVED, that the additional operating expense requested for the completion and beautification of Hospital facilitates as presented to the Board in the amount of Php3,873,060 is hereby approved.”
Board Resolution No. 2025-25	<p>“RESOLVED, that the cash prize for Pareto Doctors in the amount of Php1,100,000 is hereby approved.</p> <p>“RESOLVED FURTHER, that the raffle prizes for employees - 1,275 rubber shoes, 3 motorbikes equal to Php 150,000, tickets to Boracay for 2, all-in worth Php 300,000, are hereby approved.</p> <p>“RESOLVED FURTHER, that the raffle prizes for the doctors - tickets to Vietnam for 2, all in worth Php 280,000, 65 scrub suits for residents &amp; Physicans on Duty, 420 white smock gowns are hereby approved.</p> <p>“RESOLVED FURTHER, that the thanksgiving gifts for Management staff and leaders - 48 jackets and 43 white blazers for ancillary and NSO managers, are hereby approved.”</p> <p>“RESOLVED FINALLY, that the Christmas Party budget for the 200 residents in the amount of Php150,000 is hereby approved.”</p>

Board Resolution No. 2025-26	“RESOLVED, that the proposed budget for 2026 without the CAPEX is approved, subject to the adjustment to remove the price increase.”
Board Resolution No. 2025-27	“RESOLVED, that the declaration of cash dividends from the available retained earnings of the Corporation for the period ending December 31, 2025 in the amount of Php 100 Million, for distribution to all stockholders as of December 15, 2025, payable no later than December 30, 2025, is hereby approved.”
Board Resolution No. 2025-28	“RESOLVED, that the per diem of the Board of Directors for the December 15, 2025 meeting be doubled or increased to Php 40,000.00 each, in appreciation of the guidance they have provided to the Corporation.”
Board Resolution No. 2025-29	“RESOLVED, that Management Committee Officers, including consultants such as the Medical Director, shall receive Php 20,000.00 each in recognition of their outstanding performance.”
Board Resolution No. 2025-30	“RESOLVED, that the Php 500 Million appropriated retained earnings for CAPEX is hereby approved.”
Board Resolution No. 2025-31	“RESOLVED, that Management is hereby allowed to negotiate with any Primary Care Clinic as service provider for the Hospital’s Yakap Philhealth Primary Care Clinic.”
Board Resolution No. 2026-01	<p>“RESOLVED, that the resignation of Atty. Garney Candelaria as Corporate Secretary is hereby accepted;”</p> <p>“RESOLVED FURTHER, that Atty. Jerome L. Flojo is hereby appointed as the Corporation’s new Corporate Secretary to serve the unexpired term of Atty. Candelaria.”</p>
Board Resolution No. 2026-02	<p>“RESOLVED, that the following Execom Resolutions for the period March 6, 2026 are hereby ratified:</p> <p>a) EXECOM RESOLUTION NO. 2026-001 Guidelines for Investing Excess Cash</p> <p>b) EXECOM RESOLUTION NO. 2026-002 Approval of New Medical Consultants</p> <p>c) EXECOM RESOLUTION NO. 2026-003 Additional 2 Contractual Programmers</p> <p>d) EXECOM RESOLUTION NO. 2026-004 Acceptance of Atty. Garney Candelaria’s Resignation as Corporate Secretary</p>
Board Resolution No. 2026-03	“RESOLVED, that the Financial Statements for the year 2025, as presented by its external auditor, Ms. Michelle Mendoza-Cruz from Reyes Tacandong & Co. is hereby approved by the Board of Directors by unanimous vote.”
Board Resolution No. 2026-04	“RESOLVED, that the recommendation from the Finance Team to write off Php11.7 Million representing long-outstanding advances to contractors is hereby approved.”

Board Resolution No. 2026-05	<p>“RESOLVED, that the cash placements of Php 95 Million for 60 days at 3.7% with BDO and Php 64 Million for 180 days at 4% with Metrobank are approved in principle with the qualification that Management shall wait for a week and will try to look for better placements with higher rates;”</p> <p>“RESOLVED FURTHER, that the proposal to acquire Php 60 Million worth of US dollars is hereby approved;”</p> <p>“RESOLVED FINALLY, that the Php 15 Million to be allocated for employee 3-year refinancing is hereby approved, provided that the interest rate to be applied to the employees loan shall be whatever rates are eventually secured by the Corporation for its cash placements of the Php 95 Million and Php 64 Million previously mentioned above.”</p>
Board Resolution No. 2026-06	<p>“RESOLVED, that the following proposals are hereby approved:</p> <ol style="list-style-type: none"> <li>1. Increase in the salary of residents from Php39,000.00 to Php50,000.00 with an impact of additional Php 8.4 Million for 11 months;</li> <li>2. Adjustment of prices for selected lab procedures (i.e. lab culture, sensitivity tests) to match DOH prices with an impact of Php 1.1 Million increase in monthly revenue;</li> <li>3. Rehabilitation Medicine rates to increase by 10% to recover lost revenues and to align with HMO Walk-in rates with an impact of an increase in monthly revenue of Php 280,000.00; and</li> <li>4. Revision of CABG costing by increasing the co-pay limit from Php 400,000.00 to Php 960,000.00 for CABG to get a higher collection in case of patient complications.”</li> </ol>
Board Resolution No. 2026-07	<p>“RESOLVED, that the Audit Committees’ recommendation to establish an independent assurance function (Internal Audit Office), which is independent of operational management and with solid line to the Board and a dotted line to the President &amp; CEO are hereby approved;”</p> <p>“RESOLVED FURTHER, that the Internal Auditor shall no longer participate in the Management Committee and will be assessed or evaluated directly by the Board.”</p>
Board Resolution No. 2026-08	<p>“RESOLVED, that Management is directed to treat as a priority the Corporation’s compliance with the EOPT Act, and to ensure 100% invoice issuance, completion of system updates, and to conduct close monitoring on the matter until full compliance is achieved.”</p>
Board Resolution No. 2026-09	<p>“RESOLVED, that the authorized signatories for all insurance claims of the Hospital shall either be the incumbent President or Chief Financial Officer of the Corporation.”</p>
Board Resolution No. 2026-10	<p>“RESOLVED, that the Annual Stockholders’ Meeting for 2026 shall be held on July 3, 2026 at 2:00 p.m. and the corresponding record date for the closing of the transfer books shall be on June 8, 2026.”</p>
Board Resolution No. 2026-11	<p>“RESOLVED, that the declaration of cash dividends from the available retained earnings of the Corporation for the period ending December 31, 2025 in the amount of Php 200 Million, equivalent to Php 179.13 per share for distribution to all stockholders as of April 7, 2026, is hereby approved, payable on or before the Annual Stockholders’ Meeting on July 3, 2026.”</p>

**Item 19. Voting Procedures**

- (a) Every shareholder shall be entitled to one (1) vote for each share of stock standing in his name on the books of registrant, unless the law provides otherwise. Cumulative voting may be used in the election of the members of the Board of Directors.
- (b) The votes required for (1) ratification of reports, acts, and resolutions of the Board of Directors and Management, and (2) appointment of external auditor shall be the majority vote of the shareholders.
- (c) Voting shall be done by secret ballots and counting of votes shall be conducted by the Nomination and Election Committee.

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

**JEROME L. FLOJO**  
Corporate Secretary

**MARY MEDIATRIX MEDICAL CENTER, INC.**  
J.P. Laurel Highway, Mataas na Lupa, Lipa City, Batangas

**PART III.**

**SIGNATURE PAGE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Mandaluyong on 5 June 2026.

**MARY MEDIATRIX MEDICAL CENTER, INC.**

By:

  
**JEROME L. FLOJO**  
Corporate Secretary

**MARY MEDIATRIX MEDICAL CENTER, INC.  
MANAGEMENT REPORT**

## MANAGEMENT REPORT

### A. General Information

Mary Mediatrix Medical Center, Inc. (MMMCI or the Company) was originally incorporated and registered with the Philippine Securities and Exchange Commission (SEC) as a close Company under the name Magsino General Hospital, Inc. on November 16, 1977.

The Company's primary purpose was to establish, operate, own and/or maintain a hospital or hospitals, medical and clinical laboratories and such other enterprises which may have similar or analogous undertaking or dedicated to services in connection therewith.

The Company started operations of the Hospital in the 1960's as Magsino General Hospital, a two-storey facility with 30 bed capacity and adequate basic needs. In 1994, the Company amended its name to Mary Mediatrix Medical Center, Inc. and increased its bed capacity to 100 and offered advanced diagnostic services to cater to its large patient base.

In 2013, the Company received the ISO 9001:2008 certification, which attests to international quality standards of the Hospital, enhancing customer satisfaction. In 2014, the Company added an annex building housing its new dialysis center, more patient rooms, and a larger emergency room, and eventually increased its bed capacity to 200 beds. This symbolizes the relentless commitment of the Company to provide healthcare of the highest standards to the people of the region.

The Company's principal place of business is located at J.P. Laurel Highway, Mataas na Lupa, Lipa City and presently operates as a tertiary level hospital with 210 bed capacity.

In February 2016, the Company and Mount Grace Hospitals, Inc. (MGHI), a stock Company whose main purpose is to invest in the medical and healthcare industry, entered into a Share Acquisition Agreement wherein MGHI subscribed to at most twenty percent (20%) of the Company's total issued and outstanding capital stock when taken together with Health Delivery Systems, Inc. (HDSI), which is a related party of MGHI and an already existing stockholder of the Company.

In February 2019, the SEC approved the Company's increase in authorized capital stock from 750,000 shares at 100 par value to 1,500,000 shares at 100 par value, and the corresponding stock dividends were distributed to the stockholders of record as of December 31, 2016.

Due to the Covid-19 pandemic, the Company was constrained to decrease its bed capacity from 200 to 120 in 2021. The bed capacity increased to 168 and 210, in April 3, 2025 and January 01, 2026, respectively.

On 9 June 2021, Mount Grace Hospitals, Inc. (MGHI) entered into a Share Purchase Agreement with Lillian Magsino, Jaime Amado Magsino, Robert Magsino, Vicente Magsino, Jr., Maria Teresa Manalo and Marissa Patricia M. Panganiban for the purchase of a total of 242,687 shares of the Corporation thereby increasing MGHI's total shares to 385,737 shares, or 35% of voting securities in the Corporation.

On the same date, Health Delivery System, Inc. (HDSI) also entered into a Share Purchase Agreement for the purchase of 104,051 shares of the Corporation from Marissa Patricia M. Panganiban, Mary Ann Frances M. Panganiban and Marilou M. Songco, thereby increasing HDSI's total shares to 184,050 shares, or 16% of voting securities in the Corporation.

As of December 31, 2022, these transfers were already recorded in the Company's books.

In 2024, MGHI purchased 3,000 shares from Mary Ann Hidalgo. This transfer was recorded in the Company's books in 2025.

## **Status of Operations**

The principal services offered by the Hospital are divided into ancillary services and nursing services. Ancillary services include the cardiovascular center, food and nutrition, robocare in the physical medicine & rehabilitation center, weight management, skin center, industrial corporate center, hearing and balance center, eye center, radiology, pulmonary center, nuclear medicine center, neuroscience center, dental clinic, laboratory medicine, clinical pharmacy, aesthetix surgicenter, fertility clinic, and breast center. Nursing services include cardiovascular operating room, catheterization laboratory, dialysis services, surgical services, emergency medicine, nursery & well baby facilities, neonatal intensive care unit, cardiac care unit, chemotherapy & blood transfusion unit, bone competence center, intensive care unit, infection control, diagnostic & therapeutic endoscopy unit and diabetes educational clinic, wound care center, continuity of care, dementia clinic, and neuro-ICU. The Hospital also caters to the growing industrial and corporate sector of the Calabarzon region for preventive and therapeutic health care.

MMMC can effectively compete with the other hospitals in the area because of its high-quality patient care with the most number of medical specialists on its roster at 551 doctors actively practicing in the institution. MMMC also has accredited training programs in Internal Medicine, Pediatrics, Surgery, Cardiology Fellowship training, Adult Neurology, Family Medicine, and Gastroenterology. MMMC has the most modern and updated equipment with the widest range of ancillary services available in the area, and has the highest number of accredited HMOs and Insurances. Furthermore, MMMC's organizational and functional structure results in very efficient operations and financial management which makes it a consistent market leader.

The Company's primary suppliers of medicines are Zuellig Pharma Corp., United Laboratories, Inc. and Metro Drug, Inc. while medical supplies are sourced from Niles Company, AMHSCO and FAS Diagnostic Group Inc,

The Company is not dependent on any single or few patients within the locality. It is widely spread among both the locals and foreigners in Lipa City and other nearby towns and cities within the Calabarzon Region.

In July 2020, the Company opened a satellite clinic in Poblacion, Ibaan, Batangas. In 2021, the Company added the Cancer Center and Parking Building. In July 2022, the Company started the operation of the satellite clinic in The Outlets at Lima Technology Center, San Lucas, Lipa City.

The company officially opened the five-story Annex 2 (Cul de Sac) Building in July 2025. It also started the design and construction of the six-story Support Services Building in June 2025 which is expected to be completed by 3<sup>rd</sup> quarter of 2026.

The Company is not involved in any bankruptcy, receivership, or any similar proceedings; and there is no material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

### **B. Market Price of and Dividends required by Part II of Annex C, as amended**

#### **Market Information**

The common stock of the Company is not listed in any stock exchange nor is it actively traded.

#### **Stockholders**

As of April 30, 2026, the Company has 304 stockholders. Below is the list of the top 20 stockholders.

<b>No.</b>	<b>Stockholder</b>	<b>No. of Shares</b>	<b>%</b>
1	MOUNT GRACE HOSPITALS, INC.	388,734	34.82%
2	HEALTH DELIVERY SYSTEM, INC.	184,050	16.48%
3	PARRENAS, HEDDA	40,000	3.58%
4	MAGSINO, VICENTE M. JR.	37,376	3.35%
5	PANGANIBAN, MARY ANN FRANCES M.	36,626	3.28%
6	MAGSINO, ROBERT M.	35,625	3.19%
7	MAGSINO, JAIME AMADO	34,876	3.12%
8	PANGANIBAN, MARISSA PATRICIA M.	32,646	2.92%
9	MANALO, MA. TERESA	22,166	1.99%
10	SONGCO, MARILOU M.	18,186	1.63%
11	HIDALGO, MARY ANN A.	10,000	0.90%
12	WINSINO HOLDING CO. INC	10,000	0.90%
13	WOLCOTTHOLDINGS INC.	8,000	0.72%
14	MERCADO, PATRICK DAVID	5,000	0.45%
15	VILLANUEVA, JOSE TEODORO	5,000	0.45%
16	MERCADO, DENNIS M.	5,000	0.45%
17	REYES, ROSA	4,000	0.36%
18	SONGCO, JULIE ANNE PATRICIA M.	4,000	0.36%
19	COMIA, MA. CRISTINA T.	3,000	0.27%
20	SONGCO, JAIME SD.	2,730	0.24%

### ***Dividends***

The Company has declared the following dividends:

<b>Date of Declaration</b>	<b>Record Date</b>	<b>Type</b>	<b>Payment Date</b>	<b>Amount</b>
7 April 2026	31 December 2025	Cash	To be paid no later than 4 July 2026	₱179.13 per share
15 December 2025	31 December 2025	Cash	To be paid no later than December 30, 2025	₱89.57 per share
7 April 2025	31 December 2024	Cash	To be paid no later than 4 July 2025	₱76.13 per share
11 April 2024	31 December 2023	Cash	To be paid no later than July 2, 2024	₱53.69 per share

### ***Recent Sales of Unregistered Securities***

The Company does not have any unregistered securities.

C. The financial statements for the fiscal year ended 31 December 2025 and Interim financial statements as of March 31, 2026 are attached to this Information Statement.

D. Management's Discussion and Analysis (MD&A) or Plan of Operation

The following discussion and analysis should be read in conjunction with the accompanying financial statements and the related notes. The financial statements, and the financial information below, have been prepared in accordance with the Philippine Financial Reporting Standards (PFRS).

Below are the financial highlights of the Company's operation for the three months ended March 31, 2026, and 2025 and financial position as of March 31, 2026, and December 31, 2025.

	<b>For the Period Ended March 31</b>	
	<b>2026</b>	<b>2025</b>
<b>REVENUES</b>	<b>713,506,740</b>	625,639,887
<b>COST OF SALES AND SERVICES</b>	<b>373,022,751</b>	322,557,621
<b>GROSS PROFIT</b>	<b>340,483,989</b>	303,082,266
<b>GENERAL AND ADMINISTRATIVE EXPENSES</b>	<b>154,456,537</b>	117,795,493
<b>INTEREST EXPENSE</b>	<b>97,957</b>	106,948
<b>OTHER INCOME</b>	<b>5,173,298</b>	6,862,456
<b>INCOME BEFORE INCOME TAX</b>	<b>191,102,793</b>	192,042,281
<b>PROVISION FOR INCOME TAX</b>		
Current	<b>50,645,231</b>	49,872,069
Deferred	<b>(2,583,425)</b>	(2,132,120)
	<b>48,061,806</b>	47,739,949
<b>NET INCOME</b>	<b>143,040,987</b>	144,302,332
<b>OTHER COMPREHENSIVE INCOME</b>	<b>–</b>	–
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>143,040,987</b>	144,302,332

	<b>March 31, 2026 (Unaudited)</b>	<b>December 31, 2025 (Audited)</b>
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	<b>651,034,155</b>	568,621,438
Trade and other receivables	<b>567,446,593</b>	475,056,798
Inventories	<b>82,130,410</b>	82,130,390
Other current assets	<b>20,927,224</b>	16,601,820
Total Current Assets	<b>1,321,538,382</b>	1,142,410,446
<b>Noncurrent Assets</b>		
Property and equipment		
At cost	<b>1,754,347,742</b>	1,775,218,653
At revalued amount	<b>1,648,827,000</b>	1,648,827,000

Right-of-use assets	<b>6,465,724</b>	6,669,905
Other noncurrent assets	<b>126,173,234</b>	100,179,226
<b>Total Noncurrent Assets</b>	<b>3,535,813,700</b>	3,530,894,784
<b>Total Assets</b>	<b>4,857,352,082</b>	4,673,305,230
<b>LIABILITIES AND EQUITY</b>		
<b>Current Liabilities</b>		
Trade and other payables	<b>791,981,418</b>	756,986,004
Current portion of lease liabilities	<b>842,243</b>	823,516
Income tax payable	<b>47,350,773</b>	36,036,529
<b>Total Current Liabilities</b>	<b>840,174,434</b>	793,846,049
<b>Noncurrent Liabilities</b>		
Lease liabilities - net of current portion	<b>7,273,744</b>	7,490,312
Net retirement benefits liability	<b>1,328,297</b>	2,627,746
Net deferred tax liabilities	<b>320,262,079</b>	322,845,504
Other noncurrent liabilities	<b>14,735,631</b>	15,958,709
<b>Total Noncurrent Liabilities</b>	<b>343,599,751</b>	348,922,271
<b>Total Liabilities</b>	<b>1,183,774,185</b>	1,142,768,320
<b>Equity</b>		
Capital stock	<b>111,950,000</b>	111,950,000
Additional paid-in capital	<b>902,487,967</b>	902,487,967
Retained earnings	<b>1,558,815,061</b>	1,415,774,074
Revaluation surplus on land	<b>1,077,099,454</b>	1,077,099,454
Cumulative net remeasurement gain on re- tirement benefits liability - net of deferred tax	<b>30,505,415</b>	30,505,415
Treasury stock	<b>(7,280,000)</b>	(7,280,000)
<b>Total Equity</b>	<b>3,673,577,897</b>	3,530,536,910
<b>Total Liabilities and Equity</b>	<b>4,857,352,082</b>	4,673,305,230

### Statements of Comprehensive Income

Revenue increased by 14.04% from 625.64 million for the period ending March 2025 to 713.51 million for the period ending March 2026. This is mainly due to the following: (a) growing number of patients (b) increase average revenue per census (c) increase in room rate. Revenues earned from hospital and ancillary increased by 14.53% from 571.68 million for the period ending March 2025 to 654.76 million for the period ending March 2026. Sale of medicines and medical supplies increased by 6.49% and revenue from room and board increased by 9.81% due to the room rate standardization.

The Company reclassified and combined the sale of medicine and medical supplies to inpatient and emergency case to revenues from healthcare services starting the financial statements for the year ended December 31, 2019, pursuant to *PFRS 15 Revenues from Contracts with Customers*. Management assessed that the reclassified sale of medicine and medical supplies are consistent with the standard as they represent integral parts of rendering healthcare services.

Cost of sales, increased as well by 15.65% from 322.56 for the period ending March 2025 to 373.02 million for the period ending March 2026. The personnel costs and outside services increased by 17.40% and 68.72%, respectively, primarily due to wage adjustments and additional manpower. There is a significant increase of 149.05% in professional fees due to adjustments in rate and increase in census.

Overall gross profit rate for the period ending March 2025 was 48.44% compared to 47.72% for the period ending March 2026.

Overall increase in operating expenses was 36.66 million or 31.12% for the period ending March 2026. This is due to the following: (a) increase in personnel costs and outside services by 44.04% and 31.57%, respectively, for the period ending March 2026 primarily due to the wage adjustments and additional manpower (b) depreciation expense increased by 8.82 million or 63.59% in relation to additional acquisition of property and equipment (c) higher provision for Estimated Credit Loss (ECL) recognized in 2026 with 13.86% increase.

The Company's Net Income After Tax registered a decrease of 1.26 million or 0.87% for the period ending March 2026 versus prior year.

### Statements of Financial Position

The Company's total assets as at March 31, 2026 amounted to 4,857.35 million which increased from the 4,673.31 million as at December 31, 2025. The increase was mainly due to increase in Cash and Cash Equivalents, trade and other receivables and other current assets. Trade and other receivables increased due to the increase in noninterest bearing receivables from patients and guarantors such as Philhealth. Assets were heavily banked on land, building and investments on medical equipment which amounted to 3,167.14 million or 93.06% of total property and equipment and represents 65.20% of the total assets.

There are no material off-balance sheet transactions, obligations and other relationships with unconsolidated entities created during the period.

Total liabilities amounted to 1,183.77 million which increase by 3.59% from 1,142.77 million in 2025. The Company has been consistently paying its obligations to creditors.

Stockholders' equity amounted to P3,673.58 million in 2026 which increased by 143.04 million from P3,530.54 million as at December 31, 2025 as a result of the net income incurred for the period.

Below are the financial highlights of the Company's operation for the years ended December 31, 2025, 2024, and 2023 and financial position as at December 31, 2025, 2024, and 2023.

<i>(In Millions)</i>	<b>2025</b>	<b>2024</b>	<b>2023</b>
<b>Statements of Comprehensive Income</b>			
Revenue	2,572.52	1,983.75	1,683.72
Cost of sales and services	1,404.48	1,180.36	1,013.07
Operating expenses (including interest expense)	(556.70)	(451.10)	(363.40)
Other income	26.23	29.41	28.22

Provision (benefit) for income tax	163.49	99.84	83.68
Net income (loss)	474.08	281.86	251.79
Other comprehensive income (loss)	866.14	(1.76)	13.88

#### **Statements of Financial Position**

Cash and cash equivalents	568.62	370.00	297.20
Trade and other receivables	475.06	261.41	252.69
Inventories	82.13	72.73	59.76
Other current assets	16.60	26.58	28.23
Total Current Assets	1,142.41	730.73	637.87
Property and equipment	3,424.05	2,057.11	1,897.40
Right-of-use assets	6.67	7.49	8.30
Other noncurrent assets	100.18	106.86	107.75
Total Assets	4,673.31	2,902.20	2,561.32
Total Current Liabilities	793.85	455.37	379.46
Total Noncurrent Liabilities	348.92	71.51	114.65
Total Liabilities	1,142.77	526.88	494.11
Capital stock	111.95	111.95	111.95
Additional paid-in capital	902.49	902.49	902.49
Retained earnings	1,415.77	1,126.69	904.83
Revaluation surplus on land	1,077.10	211.08	211.08
Cumulative remeasurement gain	30.51	30.39	32.15
Treasury stock	(7.28)	(7.28)	(5.28)
Total Equity	3,530.54	2,375.32	2,157.22
Total Liabilities and Equity	4,673.31	2,902.20	2,651.32

*\*Differences are due to rounding off*

### **COMPARING DECEMBER 31, 2025 AND 2024**

#### **Statement of Comprehensive Income**

Revenue increased by 29.68% from 1,983.75 million in 2024 to 2,572.52 million in 2025. This is mainly from the increase in revenues earned from hospital and ancillary services which increased by 30.23% or 548.04 million in 2025 from the 1,812.66 million in 2024. The increase was due to the increase in occupancy rate and increase in census.

Cost of sales, consequently, increased by 18.99% from 1,180.36 million in 2024 to 1,404.48 million in 2025. The increase was mainly attributable to the effect of the following:

- Increase in cost of ancillary services

- Increase in personnel costs due to increase in manpower, realignment of salary based on DOLE wage order and salary increase as a result of performance evaluation
- Increase in outside services and utilities

Further, operating expenses posted an increase of 23.41% or 105.59 million. The increase was mainly due to the net effect of the following expenses:

- Increase in personnel costs due to increase in manpower, realignment of salary based on DOLE wage order and salary increase as a result of performance evaluation
- Increase in depreciation, taxes, provision for ECL and supplies.
- Increase in outside services, professional fees, and utilities.
- Increase in other expenses such as events, subscriptions and advertisements

The Company registered a net income after tax of 474.08 million, an increase of 192.22 million or 68.20% compared to 2024 of net income after tax of 281.86 million.

### **Statement of Financial Position**

The Company's total assets for the year ended December 31, 2025 amounted to 4,673.31 million which increased by 61.03 % from the 2,902.20 million in 2024. The increase was mainly due to increase in cash and cash equivalents, trade and other receivables and property and equipment. Increase in cash and cash equivalents is due to the additional short-term investments in 2025. Trade and other receivables increased due to the increase in noninterest bearing receivables from patients and guarantors such as Philhealth. The significant increase in property and equipment is primarily attributable to the revaluation of land.

Total liabilities amounted to 1,142.77 million for the year ended December 31, 2025 which increased by 116.89% from the 526.88 million in 2024. The increase was mainly due to trade payables to suppliers arising from higher operating and capital requirements, and increase in the amounts retained from contractors' payable at the completion of the construction. The amounts due to doctors for the professional fees increased significantly by 169.41%, rising from 52 million in the previous year. The substantial increase of 3,447.56% in dividends payable is primarily due to unreleased cash dividends associated with the December 2025 declaration while the rise in Net deferred tax liabilities is due to the revaluation surplus on land amounting to 359.03 million as of December 31, 2025.

The Company has been consistently paying its obligations to creditors for capital expenditures while consistently maintaining a healthy level of cash flows for operations

### **COMPARING DECEMBER 31, 2024 AND 2023**

#### **Statement of Comprehensive Income**

Revenue increased by 17.82% from 1,683.72 million in 2023 to 1,983.75 million in 2024. This is mainly from the increase in revenues earned from hospital and ancillary services which increased by 16.44% or 255.99 million in 2024 from the 1,556.67 million in 2023. The increase was due to the increase in occupancy rate and increase in census.

Cost of sales, consequently, increase by 16.51% from 1,013.07 million in 2023 to 1,180.36 million in 2024. The increase was mainly attributable to the effect of the following:

- Increase in cost of ancillary services
- Increase in personnel costs due to increase in manpower, realignment of salary based on DOLE wage order and salary increase as a result of performance evaluation
- Increase in outside services and utilities

Further, operating expenses posted an increase of 24.13% or 87.70 million. The increase was mainly due to the net effect of the following expenses:

- Increase in personnel costs due to increase in manpower, realignment of salary based on DOLE wage order and salary increase as a result of performance evaluation
- Increase in depreciation, taxes, provision for ECL and supplies.
- Increase in outside services, professional fees, and utilities.
- Increase in other expenses such as events, subscriptions and donations

The Company registered a net income after tax of 281.86 million, an increase of 30.07 million or 11.94% compared to 2023 of net income after tax of 251.79 million.

## Statement of Financial Position

The Company's total assets for the year ended December 31, 2024 amounted to 2,902.20 million which increased by 9.46% from the 2,651.32 million in 2023. The increase was mainly due to increase in cash and cash equivalents, trade and other receivables and other assets. Increase in cash and cash equivalents is due to the additional short-term investments in 2024. Trade and other receivables increased due to the increase noninterest bearing receivables from patients and guarantors such as Philhealth.

Total liabilities amounted to 526.88 million for the year ended December 31, 2024 which increased by 6.63% from the 494.11 million in 2023. The increase was mainly due to trade payables due to suppliers, and increase in the amounts retained from contractors' payable at the completion of the construction. The amounts due to doctors for the professional fee also increased. Consequently, stockholders' equity amounted to 2,375.32 million which increased by 10.11% from the 2,157.22 million in 2023. Also, the Company has been consistently paying its obligations to creditors for capital expenditures while consistently maintaining a healthy level of cash flows for operations.

## Key Performance Indicators

Key Performance Indicators	Q1 2026	YEAR 2025	YEAR 2024
Hospital Census	<p>Company's inpatient days for the period ending March 2026 is 15,479 and 15,142 2025.</p> <p>The inpatient, and outpatient census are 3,299 and 70,357 respectively.</p>	<p>Company's inpatient days for the year 2025 is 60,148, 10.82% higher than 2024. The inpatient census is 12,582, 3.50% higher than 2024.</p> <p>The emergency room and outpatient census are 10,696, and 266,292 respectively. The ER and outpatient census increased by 1.72% and 4.17% in comparison to 2024.</p>	<p>Company's inpatient days for the year 2024 is 54,273, increased by 19.33% compared to 2023. The inpatient census is 12,156, 12.23% higher compared to 10,831 of 2023.</p> <p>The emergency room and outpatient census are 10,515 and 255,639, respectively. The ER census increased by 17.62% compared to 2023 while the outpatient census increased by 7.09%.</p>
Receivable Management	The Company provided allowance for estimated credit losses based on the provision matrix.		
Inventory Management	On a regular basis, the Company maintains its inventories at a level appropriate to efficiently continue its operations. The Company regularly reviews the reorder quantity and lead-time to ensure that inventory is kept at an optimum level.		
Payables Management	The Company has been consistently paying obligations to creditors while consistently maintaining a healthy level of cash flows for our operations.		

Ratio of income before tax to revenue	26.78%	24.78%	19.24%
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**Causes for Material Changes from Period to Period of Financial Statements including vertical and horizontal analyses (5%)**

a. Revenue	Increased by 14.04%	Due to the increase in census, room rate and hospital utilization for the period ending March 31, 2026.
b. Cost of Sales	Increased by 15.65%	Directly attributable to increase in revenue. Also, due to increase in expenses related to manpower and professional fees for the period ending March 31, 2026.
c. General and admin supplies	Increased by 31.12%	Due to increase in personnel costs, outside services, depreciation expense and provision for ECL.
d. Interest Expense	Decreased by 8.41 %	Decrease is attributable to the decrease in lease liability.
e. Other Income	Decreased by 24.61%	Due to the significant decrease in other income generating services of the company.
f. Cash and Cash Equivalents	Increased by 14.49%	The increase is a result of the increase on net operating cash inflow during the first quarter.
g. Trade and Other receivables	Increased by 19.45%	Due to the increase in non-interest bearing receivables from patients and guarantors such as Philhealth.
h. Other Current Assets	Increased by 26.05%	Increase is attributable to the increase on prepaid insurance.
i. Other Noncurrent Assets	Increased by 25.95%	Increase is attributable to the increase on advances to suppliers and contractors.
j. Income Tax Payables	Increased by 31.40%	Mainly attributable to the increase in taxable income.

### ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

The financial statements of the Company for the years ended December 31, 2025, 2024 and 2023 have been audited by Reyes Tacandong & Co. and the partners in-charge are Ms. Michelle R. Mendoza-Cruz for the years 2025 and 2024, and Ms. Carolina P. Angeles for year 2023.

There have been no disagreements on accounting and financial disclosures between the Company and its current and past external auditors.

### ***Other Key Variable and Other Qualitative and Quantitative Factors***

There are no known trends, events or uncertainties that will have material impact on liquidity and on sales.

There are no known events that will trigger direct or contingent financial obligation that is material to the Company, including any default or acceleration of obligation.

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

Major capital expenditures for the year includes the design and renovation of the ground floor of the main building, expansion of dialysis center, and the purchase of several major equipment which shall be financed through the Operating Funds.

There are no known significant elements of income or loss.

### **E. Directors, Executive Officers, Promoters and Control Persons**

Please refer to Item 5(a) of this Information Statement.

### **F. Compliance with Corporate Governance**

In compliance with SEC Memorandum Circular No. 24, series of 2019, and SEC Memorandum Circular No. 19, series of 2020, the Company submitted its New Manual of Corporate Governance on September 29, 2020, with the Chairman of the Board and the Compliance Officer as signatories. Pursuant to its New Manual, the Company has its Corporate Governance, Audit, Compensation, Nomination and Election and Executive Committees.

The Board approved its Code of Business Conduct and Ethics on March 29, 2023.

On 17 January 2024, the Company submitted its Revised Manual on Corporate Governance which amends the provisions on the frequency of training for its directors and officers from annual trainings to trainings every four years.

There are no known deviations from the Company's Revised Manual of Corporate Governance. The Company, its Board of Directors and Executive Officers have substantially complied with the Manual.

On 24 September 2025, the Board approved its Internal Audit Charter as presented by the Audit Committee.

### CERTIFICATION OF INDEPENDENT DIRECTOR

I, **ATTY. FRANCIS S. GANZON**, Filipino, of legal age and a resident of Villa Vicenta Farms, Brgy. Tulay na Patpat, Ibaan, Batangas, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of MARY MEDIATRIX MEDICAL CENTER, INC.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Villa Vicenta Farms, Inc	President	2005 - present
Friends of Community Cenacolo, Inc.	President	2020 - present
Megan Foundation, Inc.	Chairman of the Board	2022 - present
Focolare Movement	Member	1977 - present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of MARY MEDIATRIX MEDICAL CENTER, INC., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any of the directors/officers/substantial shareholders of MARY MEDIATRIX MEDICAL CENTER, INC.
5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of MARY MEDIATRIX MEDICAL CENTER, INC. of any changes in the abovementioned information within five days from its occurrence.

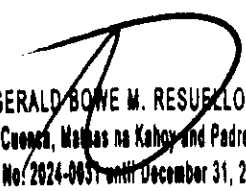
Done, this \_\_\_\_\_ day of MAY 25 2026, at LIPA CITY.

**ATTY. FRANCIS S. GANZON**  
Affiant

MAY 25 2026

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_ at  
LIPA CITY, affiant personally appeared before me and exhibited to me his Senior  
Citizen ID No. 2881 issued in Ibaan, Batangas on 11/26/2015.

Doc. No. 288 ;  
Page No. 59 ;  
Book No. LXXX ;  
Series of 2026.

  
ATTY. GERALD BOWE M. RESUELLO  
Notary Public for Lipa City, Cuenca, Malbas na Kahoy and Padre Garcia, Batangas  
Appointment No: 2024-0031 until December 31, 2026  
Roll of Attorneys No. 73153  
PTR No. 0857207/ Lipa City/ 01-05-2026  
IDP No. 581705/01-01-20/ Batangas Chapter  
MCLE Compliance No. VIII-0034945/ Valid Until April 14 2028  
CM Recto Ave., cor. Kap Simeon St., Brgy 8, Lipa City

## CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CLARITO ALEJANDRO D MAGSINO**, Filipino, of legal age and a resident of 25A Kalaw Hill Subdivision, Commonwealth Ave., Quezon City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of MARY MEDIATRIX MEDICAL CENTER, INC.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Government Financial Management Innovators Circle, Inc.	President & Trustee	January 2025 - Present
CIO Forum Foundation, Inc.	Member	March 2025- Present
2Eds, Inc.	Shareholder	February 2015- Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of MARY MEDIATRIX MEDICAL CENTER, INC., as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am related to the following directors/officers/substantial shareholders of MARY MEDIATRIX MEDICAL CENTER, INC. other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code:

NAME OF DIRECTOR/OFFICER/SUBSTANTIAL SHAREHOLDER	COMPANY	NATURE OF RELATIONSHIP
Robert M. Magsino	MMMC	First cousin
Marilou M. Songco	MMMC	First cousin
Mary Ann M. Panganiban	MMMC	First cousin
Vicente Magsino, Jr.	MMMC	First cousin
Marissa M. Panganiban	MMMC	First cousin

5. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its Implementing Rules and Regulations, Code of Corporate Governance and other SEC issuances.
7. I shall inform the Corporate Secretary of MARY MEDIATRIX MEDICAL CENTER, INC. of any changes in the abovementioned information within five days from its occurrence.

Done, this 25<sup>th</sup> day of May, 2026 at Quezon City.

**CLARITO ALEJANDRO D. MAGSINO**  
Affiant

SUBSCRIBED AND SWORN to before me this MAY 25 2026 day of \_\_\_\_\_ at \_\_\_\_\_, affiant personally appeared before me and exhibited to me his Philippine Passport No. P0178015C valid until 20 May 2032.

Doc. No. 480 ;  
Page No. 016 ;  
Book No. 818 ;  
Series of 2026.

**ATTY. WILLIAM M. AY-AY, CPA**

Attorney-at-Law/Notary Public

Until Dec 31, 2026

Roll No 84630

PTR No 8396900/R1 05-2026/Quezon City

IBP No 568515/12-20-2025/Quezon City

MCLE Compliance VIII-6007229 until April 14, 2028

Admin Matter No. NP-197/2025-2026



**SECRETARY'S CERTIFICATE**

The undersigned, **JEROME L. FLOJO**, of legal age, Filipino, with office address at 66 United Street, Mandaluyong City, being the duly elected and qualified Corporate Secretary of **MARY MEDIATRIX MEDICAL CENTER, INC.**, (the "Corporation"), a corporation duly organized and existing under Philippine laws, with business address at J.P. Laurel Highway, Lipa City, Batangas, 4217, is authorized and hereby certifies that:

1. Dr. Manuel M. Dayrit is the registered owner of 1 common share of stock in the Corporation.
2. That the foregoing information is in accordance with the records of the Corporation.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 08 JUN 2026 day of 2026.

**JEROME L. FLOJO**  
 Corporate Secretary

**SUBSCRIBED AND SWORN** to before me this 08 JUN 2026 day of 2026 at PASIG CITY City, affiant exhibited to me his PP P9804149B valid until 26 April 2032 which contains his photograph and signature by which I was able to ascertain his identity.

**NOTARY PUBLIC**

**FERDINAND D. AVALOS**  
 Notary Public

For and in Pasig City and the Municipality of Patena  
 Commission No. 122 (2026-2/27) valid until 12/31/2028  
 MCLE Exemption No. VIII/BEP003234, until 04/14/28  
 RPL No. 403/7; RPL LRM 02459; OR 535886; 06/21/2001  
 PIN 122-01-1488; PIR 2015763AA; 01/09/26; Pasig City  
 United West Avenue FCB, Exchange Road  
 Ortigas Center, Pasig City, NCR, 1605 Philippines

Doc. No. 201  
 Page No. 41  
 Book No. 19  
 Series of 2026.