

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: **LT GROUP, INC.**
3. Province, country, or other jurisdiction of incorporation or organization : **Metro Manila, Philippines**
4. SEC Identification Number : **PW-343**
5. BIR Tax Identification Number : **000 – 145 – 650**
6. Address of principal office : **Unit 3, 11th Floor, Bench Tower, 30th Street corner Rizal Drive, Crescent Park West 5, Bonifacio Global City, Taguig City, 1634**
7. Registrant's telephone number, Including area code : **(632) 8808-1266**
8. Date of meeting : **6 May 2026**
 Time of meeting : **10:00 am**
 Place of meeting : **Virtual meeting via Zoom application**
9. Approximate date on which the Information Statement is first to be sent or given to security holders : **Information Statement will be published at LTG website no later than 08 April 2026**
10. 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 Registrant):

Title of Each Class	Number of Shares of Common Stock Outstanding or Amount of Debt Outstanding
Common Stock	10,821,388,889

11. Are any or all Registrant's securities listed in a Stock Exchange?
 Yes ☒ No ☐

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

Philippine Stock Exchange/ Common Stock

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, time and place of meeting of stockholders

Date of meeting : 06 May 2026

Time of meeting : 10:00 am

Place of meeting : Virtual meeting via Zoom application

Approximate date of posting
of this Statement : 08 April 2026

Registrant's Mailing Address : Unit 3, 11th Floor Bench Tower,
30th Street corner Rizal Drive,
Crescent Park West 5, Bonifacio
Global City, Taguig City

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

Item 2. Dissenter's Right of Appraisal

Title X, Section 80 of the Revised Corporation Code of the Philippines grants in favor of the stockholder the right to dissent and demand payment of the fair value of his shares in certain instances, to wit: (1) in case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder, 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 the sale, lease, exchange, transfer, mortgage, pledge, or other disposition of all or substantially all of the corporate property and assets; or (3) in case of merger or consolidation. Under Title IV, Section 41 of the Revised Corporation Code, a stockholder is likewise given an appraisal right in case the Corporation decides to invest its funds in another corporation or business.

The matters to be presented at the Annual Stockholders' Meeting do not give rise to any appraisal right in favor of the stockholders.

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

- (a) No Director or Officer of the Corporation since the beginning of the last fiscal year, nor any nominee for election as Director, nor any of their associates, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the Meeting, other than election to office.
- (b) The Corporation has not received any information from any Director that he/she intends to oppose any matter to be acted upon in this year's Annual Stockholders' Meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

(a) *Total Number of Shares Issued and Outstanding as of 28 February 2026*

As of 28 February 2026, the number of shares outstanding and shares entitled to vote is **10,821,388,889** held by a total of 388 stockholders. **1,310,764,535** common shares or **12.11%** are held by foreign nationals.

(b) *Record Date*

All stockholders of record as of 27 March 2026 are entitled to notice of, and to vote at, the Annual Stockholders' Meeting.

(c) *Number of Votes Per Share*

Each share is entitled to one (1) vote.

With respect to the election of Directors, stockholders of record are entitled to as many number of votes as is equal to the number of shares he owns multiplied by eleven (11), the number of Directors to be elected. A stockholder may (i) cast all votes in favor of one (1) nominee, or (ii) cast votes for as many Directors to be elected, or (iii) distribute the votes among as many nominees he shall see fit.

(d) *Security Ownership of Certain Record and Beneficial Stockholders Holding More Than 5% of Voting Securities as of 28 February 2026*

Title of Class	Name and Address of Record Owner and relationship with Issuer	Name of Beneficial Owner and relationship with Record Owner	Citizenship	No. of Shares	Percent of Class
Common	Tangent Holdings Corporation Unit 3, 11/F, Bench Tower, 30 th Street corner Rizal Drive, Crescent Park West, Bonifacio Global City, Taguig City <i>Controlling Stockholder</i>	Lucio C. Tan <i>Majority Stockholder</i>	Filipino	8,046,318,193	74.36%

The right to vote or to direct the voting or disposition of the Corporation's shares held by Tangent Holdings Corporation is lodged in the latter's Board of Directors. The proxy to vote the shares of Tangent Holdings Corporation is expected to be given to Ms. Juanita T. Tan Lee and/or Mr. Peter Y. Ong.

(e) *Security Ownership of Management as of 28 February 2026*

Title of Class	Name of Beneficial Owner	<u>Amount and Nature of Beneficial Ownership</u> <u>(As of 31 December 2024)</u>	<u>Amount and Nature of Beneficial Ownership</u> <u>(As of 31 December 2025)</u>	<u>Citizenship</u>	<u>% of Beneficial Ownership</u>
Common	Lucio C. Tan	2,200 R (direct)	2,200 R (direct)	Filipino	Nil
Common	Carmen K. Tan	2,200 R (direct)	2,200 R (direct)	Filipino	Nil
Common	Lucio C. Tan III	1,100 R (direct)	1,100 R (direct)	Filipino	Nil
Common	Michael G. Tan	1,151,996 R (direct)	1,151,996 R (direct)	Filipino	Nil
Common	Karlu T. Say	1,000 R (direct) 530,000 R (indirect)	1,000 R (direct) 530,000 R (indirect)	Filipino	Nil
Common	Vivienne K. Tan	1,000 R (direct)	1,000 R (direct)	Filipino	Nil
Common	Juanita T. Tan Lee	1,100 R (direct)	1,100 R (direct)	Filipino	Nil
Common	Johnip G. Cua	1,000 R (direct)	1,000 R (direct)	Filipino	Nil
Common	Mary G. Ng	1,000 R (direct)	1,000 R (direct)	Filipino	Nil
Common	Raul M. Leopando	1,000 R (direct)	1,000 R (direct)	Filipino	Nil
Common	Woochong Um	1,000 R (direct)	1,000 R (direct)	Korean	Nil
Common	Ma. Cecilia L. Pesayco	2,200 R (direct)	2,200 R (direct)	Filipino	Nil
N/A	Jose Gabriel D. Olives	None N/A	None N/A	Filipino	N/A
N/A	Dioscoro Teodorico L. Lim	None N/A	None N/A	Filipino	N/A
N/A	Nestor C. Mendones	None N/A	None N/A	Filipino	N/A
N/A	Marivic T. Moya	None N/A	None N/A	Filipino	N/A
Total		1,696,796	1,696,796		

(f) *Voting Trust Holders of 5% or more*

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

(g) *Change in Control*

There are no arrangements that may result to a change in control of the Corporation.

Item 5. Directors and Executive Officers

(a) *Directors*

The Corporation maintains a board of eleven (11) directors.

Hereunder are the Corporation's incumbent directors and executive officers, their names, ages, citizenship, positions held, term of office as director/officer, period served as director/officer, business experience for the past five (5) years, and other directorships held in other companies:

Name	DR. LUCIO C. TAN
Position in the Corporation	Chairman and Chief Executive Officer
Date of First Appointment	02 July 1999
Age	92
Nationality	Filipino
Education	Doctor of Philosophy, Major in Commerce, University of Santo Tomas – Manila Bachelor of Science, Major in Chemical Engineering, Far Eastern University – Manila
Directorships	Chairman of MacroAsia Corporation, PAL Holdings, Inc., Absolut Distillers, Inc., Air Philippines Corporation, Allianz PNB Life Insurance, Inc., Allied Banking Corporation (Hongkong) Limited, Allied Commercial Bank (Xiamen), AlliedBankers Insurance Corporation, Asia Brewery, Inc., Asian Alcohol Corporation, Basic Holdings Corporation, Buona Sorte Holdings, Inc., Eton Properties Philippines, Inc., Foremost Farms, Inc., Fortune Tobacco Corporation, Grandspan Development Corporation, Himmel Industries, Inc., Philippine Airlines, Inc., PMFTC, Inc., PNB Holdings Corporation, Progressive Farms, Inc., Tanduay Brands International, Inc., Tanduay Distillers, Inc., Tangent Holdings Corporation, The Charter House, Inc., Trustmark Holdings Corporation, University of the East and Zuma Holdings and Management Corporation
Positions in Other Corporations or Organizations	Chairman Emeritus of Philippine National Bank and Federation of Filipino-Chinese Chambers of Commerce and Industry, Inc.
Name	CARMEN K. TAN
Position in the Corporation	Vice Chairman and Director
Date of First Appointment	Vice Chairman – 03 May 2023 Director – 05 May 2010
Age	85
Nationality	Filipino

Education	Paco Citizen Foundation (Formerly Paco Chinese School)
Directorships	Director of MacroAsia Corporation, PAL Holdings, Inc., Air Philippines Corporation, Asia Brewery, Inc., AlliedBankers Insurance Corporation, Basic Holdings Corporation, Buona Sorte Holdings, Inc., Cosmic Holdings Corporation, Dominium Realty and Construction Corporation, Dynamic Holdings, Ltd., Eton Properties Philippines, Inc., Eton City, Inc., Foremost Farms, Inc., Fortune Tobacco Corporation, Grandspan Development Corporation, Himmel Industries, Inc., Interbev Philippines, Inc., Manufacturing Services and Trade Corporation, Paramount Land Equities, Inc., Philippine Airlines, Inc., PMFTC, Inc., Progressive Farms, Inc., REM Development Corporation, Saturn Holdings, Inc., Shareholdings, Inc., Sipalay Trading Corporation, Tanduary Distillers, Inc., Tangent Holdings Corporation, The Charter House, Inc., Trustmark Holdings Corporation, Waterich Resources Corporation, and Zuma Holdings and Management Corporation
Positions in Other Corporations or Organizations	Vice Chairman of Eton Properties Philippines, Inc., and Philippine Airlines, Inc., Board Advisor - Philippine National Bank , Trustee of Tan Yan Kee Foundation and Member of Tzu Chi Foundation
Name	LUCIO C. TAN III
Position in the Corporation	President and Chief Operating Officer
Date of First Appointment	President – 03 May 2023 Chief Operating Officer – 04 May 2022 Director – 17 December 2019
Age	33
Nationality	Filipino
Education	Master's Degree in Computer Science, Stanford University Bachelor's Degree in Electrical Engineering, Stanford University California Lick Wilmerding High School, California, United States of America British School Manila
Directorships	Director of MacroAsia Corporation, PAL Holdings, Inc., Philippine National Bank, Air Philippines Corporation, Ali-Eton Property Development Corporation, Allied Club, Inc., Allied Water Services, Inc., Asia Brewery, Inc., Asia's Emerging Dragon Corporation, Asian Cancer Center, Inc., Belton Communities, Inc., Dominium Realty & Construction Corporation, Dunman Holdings Corporation, Eton City, Inc., Eton Properties Philippines, Inc., First Homes, Inc., Fortune Land Equities and Resources Inc., Fortune Tobacco Corporation, Kaizer Chemical Industries, Inc., Lufthansa Technik Philippines, MacroAsia Airport Services Corporation, MacroAsia Catering Services Inc., MacroAsia SATS Food Industries, MacroAsia SATS Inflight Services Corporation, Philippine Airlines, Inc., PMFTC, Inc., PNB

	Holdings Corporation, Prior Holdings Corporation, Qualisure Holdings, Inc., REM Development Corporation, Sabre Travel Network Phils. Inc., Shareholdings, Inc., Silangan Holdings, Inc., Sipalay Trading Corporation, Tanduay Brands International, Inc., Tanduay Distillers, Inc., Tangent Holdings Corporation, Trustmark Holdings Corporation, Qualisure Holdings, Inc., and Zuma Holdings and Management Corporation
Positions in Other Corporations or Organizations	President and Chief Operating Officer of PAL Holdings, Inc.; President of Tanduay Distillers, Inc., Dunman Holdings Corporation, and Tanduay Brands International, Inc.; Vice Chairman and President of Sabre Travel Network Phils. Inc.; Vice President of Dunmore Development Corporation; Member of Stanford Tau Beta Pi Engineering Honor Society
Name	MICHAEL G. TAN
Position in the Corporation	Director
Date of First Appointment	21 February 2003
Age	60
Nationality	Filipino
Education	Bachelor of Applied Science in Civil Engineering, Major in Structural Engineering, University of British Columbia Dunman High School Singapore Beijing Language Institute Beijing University
Directorships	Director of MacroAsia Corporation, Philippine National Bank, Victorias Milling Company, Inc. , Absolut Distillers, Inc., Allied Banking Corp (Hong Kong) Limited, Allied Commercial Bank – Xiamen, Asia Brewery, Inc., Asia's Emerging Dragon Corporation, Federation of Filipino Chinese Chambers of Commerce and Industry, Inc. (FFCCCII), Foremost Farms, Inc., Havitas Developments Corporation, Pan-Asia Securities Corporation, Paramount Land Equities, Inc., PMFTC Inc., PNB Global Remittance & Financial Company (HK) Ltd., Saturn Holdings, Inc., Shareholdings, Inc., Tanduay Brands International, Inc., Tanduay Distillers, Inc., Trustmark Holdings Corporation, and Zuma Holdings and Management Corporation
Positions in Other Corporations or Organizations	President and Chief Operating Officer of Asia Brewery, Inc.; Member of Private Sector Advisory Council and ASEAN Business Advisory Council (ASEAN BAC) representing the Philippines; Treasurer of Zuma Holdings and Management Corporation; Trustee- Help Educate and Rear Orphans (HERO) Foundation, Inc.; Vice-President of Federation of Filipino-Chinese Chambers of Commerce & Industry, Inc.
Name	KARLU T. SAY
Position in the Corporation	Director
Date of First Appointment	05 May 2021
Age	56
Nationality	Filipino

Education	Bachelor of Science in Management from the Ateneo de Manila University Associate of Arts degree in Interior Design from the Fashion Institute of Design & Merchandising in San Francisco, California, USA
Directorships	Director of Dong-A Pharma Phils, Inc., PNB Holdings Corporation, Allied Bankers Insurance Corporation, Eton Properties Philippines, Inc., and Eton Properties Management Corporation
Positions in Other Corporations or Organizations	President of PNB Holdings Corporation
Name	VIVIENNE K. TAN
Position in the Corporation	Director
Date of First Appointment	07 May 2019
Age	58
Nationality	Filipino
Education	Bachelor of Science, Double Degree in Mathematics and Computer Science, University of San Francisco Diploma in Fashion Design and Manufacturing Management, Fashion Institute of Design and Merchandising, Los Angeles, California
Directorships	Director of Philippine National Bank, MacroAsia Corporation , Air Philippines Corporation, Eton Properties Philippines, Inc., Philippine Airlines, Inc., and Dynamic Holdings Limited
Positions in Other Corporations or Organizations	Founding Chairperson of Entrepreneurs School of Asia; Founding Trustee of the Philippine Center for Entrepreneurship (Go Negosyo); Trustee of College of Saint Benilde, University of the East and University of the East Ramon Magsaysay Memorial Medical Center
Name	JUANITA T. TAN LEE
Position in the Corporation	Director and Treasurer
Date of First Appointment	Director – 02 May 2012 Treasurer – 08 April 2014
Age	83
Nationality	Filipino
Education	Bachelor of Science, Major in Business Administration, University of the East – Manila
Directorships	Director of Asia Brewery, Inc., Fortune Tobacco Corporation and Tanduay Distillers, Inc.
Positions in Other Corporations or Organizations	Corporate Secretary of Absolut Distillers, Inc., Asian Alcohol Corporation, Basic Holdings Corporation, Foremost Farms, Inc., Fortune Tobacco Corporation, Grandspan Development Corporation, Himmel Industries, Inc., Landcom Realty Corporation, PMFTC Inc., Progressive Farms, Inc., The Charter House, Inc., and Total Bulk Corporation; Treasurer of PAL Holdings, Inc. , Philippine Airlines, Inc, and Asia Brewery, Inc.; Trustee of University of the East and

	University of the East Ramon Magsaysay Memorial Medical Center
Name	JOHNIP G. CUA
Position in the Corporation	Independent Director
Date of First Appointment	08 May 2018
Age	69
Nationality	Filipino
Education	Bachelor of Science in Chemical Engineering, University of the Philippines
Directorships	Independent Director of Asia Brewery, Inc., Century Pacific Food, Inc., First Aviation Academy, MacroAsia Catering Services, Inc., MacroAsia Airport Services Corporation, MacroAsia Properties Development Corporation, MacroAsia SATS Food Industries Corporation, MacroAsia SATS Inflight Services Corporation, PAL Holdings, Inc. , Philippine Airlines, Inc., PhilPlans First, Inc., Tanduary Distillers, Inc., Tagaytay Highlands International Golf Club, Inc., and The Spa & Lodge at Tagaytay Highlands; Director of Allied Botanical Corporation, Alpha Alleanza Manufacturing Inc., Interbake Marketing Corporation, Lartizan Corporation, Lufthansa Technik Philippines, Inc., MacroAsia Corporation , Teambake Marketing Corporation, and Zenori Corporation.
Positions in Other Corporations or Organizations	Chairman of the Board of Trustees of Xavier School, Inc. and P&Gers Fund Inc.; Chairman and President of Taibrews Corporation; Trustee of Xavier School Educational & Trust Fund and MGCC Foundation Inc.
Name	MARY G. NG
Position in the Corporation	Independent Director
Date of First Appointment	07 May 2019
Age	72
Nationality	Filipino
Education	Bachelor of Science in Commerce, Major in Banking and Finance, St. Paul's College
Directorships	Independent Director of Allied Bankers Insurance Corporation and Eton Properties Philippines, Inc.; Director of Philippine Dongshi Townmate Association, Inc., and Technical Educational and Skills Development (TESDA)
Positions in Other Corporations or Organizations	Affiliate Member of ISF International Sports Federation; Chief Executive Officer of H&E Group of Companies; Former Department of Labor and Employment (DOLE) AMD Tripartite; Honorary Chairman of ASEAN Federation of Plastics Industries (AFPI); Honorary Executive Vice President of Federation of Filipino-Chinese Chamber of Commerce and Industries; Honorary President of Association of Volunteer Fire Chiefs and Firefighters of the Philippines, Packaging Institute of the Philippines, and Philippine Plastic Industrial Association of the Philippines, Inc.; Management and Operation Consultant of Foremost Farms, Incorporated; President of Philippine Inter-school Sports Association;

	Trustee of PAL Foundation; Vice President of Philippine Piak O Eng Chamber of Commerce; and Vice President of Philippine Piak O Eng Uy's Association
Name	RAUL M. LEOPANDO
Position in the Corporation	Independent Director
Date of First Appointment	07 May 2025
Age	75
Nationality	Filipino
Education	Master's degree in Business Administration, Ateneo de Manila-Graduate School of Business Bachelor of Arts in Economics, University of the Philippines Bachelor of Science in Accounting, San Beda Colleges
Directorships	Director of UPSON International Corporation , Liberty Flour Mills Inc. and Seafront Resources Corporation
Positions in Other Corporations or Organizations	Former Vice Chairman of the Board of Directors of RCBC Bankard Services Corporation; Former Senior Consultant of Rizal Commercial Banking Corporation; Former Adviser to the Board of Directors of RCBC Capital Corporation; Former Member of the Board of Directors of Investment Houses Association of the Philippines; Former Member of the Board of Directors of Maibarara Geothermal Energy Corporation; and Former Member of the Board of Directors of PetroGreen Energy Corporation
Name	WOOCHONG UM
Position in the Corporation	Independent Director
Date of First Appointment	07 May 2025
Age	62
Nationality	Korean
Education	Master of Business Administration in Finance and International Business, New York University Bachelor of Science in Computer Science and Management, Boston College
Positions in Other Corporations or Organizations	Chief Executive Officer of Global Energy Alliance for People and Planet (GEAPP); Honorary Member and Trustee Emeritus of the Board of International School Manila; Former Managing Director General of Asian Development Bank; Former Director General of Asian Development Bank's Regional and Sustainable Development Department; Former Key leader in ADB's Mekong Department; led major infrastructure projects, including the Nam Theun 2 Hydroelectric Project (with the World Bank); Former Corporate Information System Specialist of Pfizer Inc. (New York); Former Lead Programming Analyst, Bowes Inc. (Stamford, Connecticut)

(*Note: Unless otherwise indicated or qualified, the term "Director" refers to a regular director of the Corporation. Corporations written in bold font style are Listed Companies)

A Director serves for a term of one (1) year until the election and qualification of his successor.

The following are the Members of the Nomination and Compensation Committee for the year 2025 – 2026:

Mr. Lucio C. Tan (Chairman)
Mr. Lucio C. Tan III
Mr. Michael G. Tan
Ms. Karlu T. Say
Ms. Mary G. Ng
Ms. Juanita T. Tan Lee
Mr. Wilfrido E. Sanchez

In its meeting held on 13 February 2026, the Nomination and Compensation Committee approved the nomination of the following individuals to the Board of Directors for election at the forthcoming Annual Stockholders' Meeting, and said nominees have accepted their nomination:

1. Lucio C. Tan
2. Carmen K. Tan
3. Lucio C. Tan III
4. Michael G. Tan
5. Karlu T. Say
6. Vivienne K. Tan
7. Juanita T. Tan Lee
8. Johnip G. Cua
9. Mary G. Ng
10. Raul M. Leopando
11. Woonchong Um

On 13 February 2026, the Nomination and Compensation Committee approved the nomination of Mr. Johnip G. Cua, Ms. Mary G. Ng, Mr. Raul M. Leopando and Mr. Woonchong Um as independent directors for the year 2026-2027, and said nominees have accepted their nomination. They have been duly evaluated by the Nomination and Compensation Committee. As confirmed by the Committee, all the nominees for Independent Directors are qualified under Rule 38 of the Securities Regulation Code. The Independent Directors were nominated by Mr. Lucio C. Tan and Ms. Juanita T. Tan Lee, both stockholders of the Corporation. Neither Mr. Lucio C. Tan nor Ms. Juanita T. Tan Lee is related to any of the nominated Independent Directors.

Trainings and Continuing Education Attended

All the directors of the Corporation attended and completed the Corporate Governance Seminar conducted by SGV & Co. on 26 November 2025.

Director Disclosures on Self-Dealings and Related-Party Transactions

As of the date of this report, none of the directors nor their spouses and relatives within the fourth civil degree of consanguinity or affinity has existing contracts with the Corporation.

The Corporation's related party transactions are discussed under Note 22 of the Consolidated Financial Statements.

(b) Executive Officers

(Note: Corporations written in bold font style are Listed Companies)

Name/Position	Age	Citizenship	Current Affiliations and Business Experiences in the last 5 years	Term of Office/Period Served
Lucio C. Tan / Chairman and Chief Executive Officer	91	Filipino	See above	1 Year/July 2, 1999 to present
Lucio C. Tan III / President and Chief Operating Officer	33	Filipino	See above	1 Year/May 3, 2023 to present
Juanita T. Tan Lee/ Treasurer	83	Filipino	See above	1 Year/April 8, 2014 to present
Ma. Cecilia L. Pesayco / Corporate Secretary and Chief Legal Counsel	73	Filipino	Corporate Secretary of Asia Brewery, Inc., Buona Sorte Holdings, Inc., PAL Holdings, Inc. , Mabuhay Digital Technologies, Inc., Mabuhay Digital Philippines, Inc., Tangent Holdings Corporation, Trustmark Holdings Corporation, Zuma Holdings and Management Corporation. She is likewise the Chief Legal Counsel of the Tan Yan Kee Foundation.	1 Year/March 31, 1998 to present as Corporate Secretary 1 Year/ May 3, 2025 as Chief Legal Counsel
Jose Gabriel D. Olives / Chief Financial Officer (CFO), Chief Risk Officer (CRO), Chief Sustainability Officer (CSO) and ESG Officer	79	Filipino	Former Senior Vice President – Finance & Chief Financial Officer of Philippine Airlines, Inc., and Former Chief Finance Officer of Asia Brewery, Inc.	1 Year/August 09, 2012 to present as CFO 1 Year/July 9, 2019 to present as CRO 1 Year/May 9, 2023 to present as CSO and ESG Officer
Dioscoro Teodorico L. Lim/Chief Audit Executive	71	Filipino	Former Chief Audit Executive of Philippine National Bank.	1 Year/July 11, 2017 to present

Nestor C. Mendones/ Deputy Chief Financial Officer	71	Filipino	Senior Vice President-Finance and Chief Finance Officer of Tanduay Distillers, Inc.	1 Year/August 09, 2012 to present
Marivic T. Moya/ Assistant Corporate Secretary and Compliance Officer	65	Filipino	Corporate Secretary of the Philippine Airlines, Inc., and Assistant Corporate Secretary of PAL Holdings, Inc.; Corporate Secretary of MacroAsia SATS Food Industries Corporation, MacroAsia Airport Services Corp., Asia's Emerging Dragons Corp., Aqualink Resources Development Corporation, Tera Connectivity and Information Inc.; Senior Vice President (former Vice President) for Human Resources, Legal and External Relations, Chief Compliance Officer (former Compliance Officer) and Chief Information Officer of MacroAsia Corporation; Corporate Secretary and Director of MacroAsia Properties Development Corp., MacroAsia Air Taxi Services, Inc., MacroAsia Mining Corp., First Aviation Academy, Inc., Naic Water Supply Corporation; Corporate Secretary and former Director of MacroAsia Catering Services Inc., SNV Resources Development Corp., Boracay Tubi System, Inc., Summa Water Resources, Inc.; Former Corporate Secretary and Director of MacroAsia SATS Inflight Services Corporation; Director and Treasurer of Watergy Business Solutions Inc. and Cavite Business Resources Inc.; and Director of Alliedkonsult Eco-solutions Corporation and Cavite Alliedkonsult Services Corporation.	1 Year/June 09, 2014 to present

(c) *Significant Employees*

All employees of the Group are treated fairly and are given equal opportunity to succeed and advance their careers in the Corporation. The

principal officers are expected to contribute more to the progress and development of the Corporation and its subsidiaries. The Corporation relies on the teamwork of its executives and is not dependent on any specific Management executive.

(d) *Relationships and Related Party Transactions*

In its regular conduct of business, the Corporation has entered into transactions with associates and other related parties, mostly for the purchase and sale of inventories, advances, management, lease and administrative service agreements. The sale and purchase of goods and services to and from related parties were made at current market prices at the time of the transactions, and on an arm's length basis.

Please refer to Note 22 of the Corporation's Consolidated Financial Statements for the list of related parties.

There are no other transactions undertaken or to be undertaken by the Corporation in which any director or executive officer, any nominee for election as director, any beneficial owner of more than 5% of the Corporation's outstanding shares, whether direct or indirect, or any member of his immediate family, was involved or had a direct or indirect material interest.

The Corporation's employees are required to promptly disclose any business and family-related transactions with the Corporation in order to identify potential conflicts of interest and immediately bring them to the attention of management.

(e) *Family Relationship*

Dr. Lucio C. Tan (the Chairman), married to Ms. Carmen K. Tan (the Vice Chairman), is the father of Ms. Vivienne K. Tan (a Director), Ms. Karlu T. Say (a Director), and Mr. Michael G. Tan (a Director). Dr. Lucio C. Tan is the grandfather of Mr. Lucio C. Tan III (a Director).

(f) *Involvement in Certain Legal Proceedings*

None of the Directors, Executive Officers, and nominees for independent directors of the Corporation is involved in any of the following, in the past five (5) years:

- (i) a bankruptcy petition 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 (2) years prior to that time;
- (ii) a conviction by final judgment in a criminal proceeding, domestic or foreign, or is being subject to a pending criminal proceeding, domestic or foreign, excluding traffic violations and other minor offenses;

- (iii) an order, judgment, or decree, not subsequently reversed, suspended or vacated, by 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; nor
- (iv) a conviction 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.

Item 6. Compensation of Directors and Executive Officers
 (a) *Summary Compensation Table*

Summary Compensation Table
Annual Compensation (*In Pesos*)

	Year	Salary	Bonus	Others*
Four (4) most highly compensated Executive Officers: Mr. Lucio C. Tan <i>Chairman & CEO</i> Mr. Lucio C. Tan III <i>President & COO</i> Ms. Juanita T. Tan Lee <i>Treasurer</i> Atty. Ma. Cecilia L. Pesayco <i>Corporate Secretary</i>	2026 (Estimate)	₱11,317,680	₱943,140	₱3,822,500
	2025	₱10,288,800	₱857,400	₱3,475,000
	2024	₱9,675,600	₱857,400	₱3,335,000

All other Officers and Directors as a group unnamed	2026 (Estimate)	-	-	13,750,000
	2025	-	-	12,500,000
	2024	-	-	10,550,000

**Others – includes per diem as Director*

i. Standard Arrangements

A Director of the Corporation receives an allowance of P30,000.00 a month and a per diem of P25,000.00 for every Board Meeting, and P15,000.00 for every Committee Meeting, attended.

Other than the stated allowance and the per diem of the Directors, there are no other arrangements concerning compensation for services rendered by Directors to the Corporation as a director.

A report on the compensation received by each Director will be presented to the stockholders during the Annual Stockholders' Meeting in compliance with Section 49 of the Revised Corporation Code.

In 2025, the Board of Directors held a total of nineteen (19) **Board meetings**: twelve (12) regular meetings, six (6) special meetings, and one (1) organizational meeting. These meetings were religiously attended to by its members, as shown in the table below:

Name	Regular	Special	Organizational
Lucio C. Tan	12	6	1
Carmen K. Tan	12	6	1
Lucio C. Tan III	12	6	1
Michael G. Tan	12	6	1
Karlu T. Say	11	6	1
Vivienne K. Tan	12	6	1
Juanita T. Tan Lee	10	6	1
Johnip G. Cua	12	6	1
Mary G. Ng	12	6	1
Raul M. Leopando*	7	3	1
Woochong Um*	7	3	1

**Mr. Raul M. Leopando and Mr. Woochong Um were appointed last May 07, 2025, and have attended all Board Meetings since their appointment.*

ii. Other Arrangements

There are no other arrangements regarding compensation between the Corporation and any of the Directors for service provided as a director.

(b) *Employment Contracts and Termination of Employment and Change-in-Control Arrangement*

There are no employment contracts between the Corporation and any of its incumbent Directors and Executive Officers.

(c) *Warrants and Options Outstanding*

No warrants or options on the Corporation's shares of stock have been issued or given to the Directors or Executive Officers as a form of compensation for services rendered.

Item 7. Independent Public Accountants

The External Auditor of the Corporation is the accounting firm of SyCip Gorres Velayo & Co. (SGV & Co.). The audit partner in charge, Ms. Aileen L. Saringan, was appointed in 2021.

Representatives from SGV & Co. are expected to be present at the Meeting, where they will have the opportunity to make a statement if they so desire. They will also be available to respond to appropriate questions raised by stockholders.

There were no changes in, or disagreement with, the Corporation's accountants on any accounting and financial disclosure during the two (2) most recent fiscal years or any subsequent interim period.

Information on the Independent Accountant and other Related Matters

External Audit Fees and Services

a.) Audit and Audit-Related Fees

1. *Fees related to the audit of the Corporation's annual financial statements or services that are normally provided by the External Auditor in connection with statutory and regulatory filings or engagements for 2025 and 2024:*

	Year 2025	Year 2024
LT Group, Inc.	₱1,169,000	₱1,169,000
Distilled Spirits	2,318,000	2,671,000
Beverage	4,748,000	4,748,000
Tobacco	474,000	474,000
Banking	41,284,000	31,429,000
Property Development	2,075,000	2,075,000
Others	2,978,000	2,243,100
TOTAL	₱55,046,000	₱44,809,100

2. *Other assurance and related services by the External Auditor that are reasonably related to the performance of the audit or review of the registrants' financial statements:*

LT Group, Inc. and its subsidiaries incurred ₱6,284,000 in 2025 and ₱8,023,000 in 2024 for other assurance and related services.

b.) Tax Fees

LT Group, Inc. and its subsidiaries incurred ₱3,884,000 in 2025 and ₱2,332,000 in 2024 for tax services engagement.

c.) All Other Fees

LT Group, Inc. and its subsidiaries incurred ₱5,043,718 in 2025 and ₱7,470,075 in 2024, respectively for consultancy services engagement.

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

In compliance with the Revised Corporate Governance Manual of the Company, the quarterly and annual financial statements are reviewed by the Audit Committee before their submission to the Board of Directors for approval before their release. The Audit Committee also evaluates the non-audit and additional work, if any, to be rendered by the external auditor before endorsing the same to the Board for approval.

The members of the Audit Committee of the Corporation for the year 2025 – 2026 are:

Mr. Johnip G. Cua (Chairman)
Ms. Mary G. Ng
Ms. Juanita T. Tan Lee
Mr. Raul M. Leopando
Mr. Chester Y. Luy
Mr. Woochong Um

No action is to be taken at this year's Annual Stockholders' 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

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting that involves the authorization or issuance of any securities.

Item 10. Modification or Exchange of Securities

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting which involves the modification of any class of the Corporation's securities or the issuance of one class of the Corporation's securities in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

The Corporation has incorporated by reference the Audited Financial Statements, Management's Discussion and Analysis, and other data related to the Corporation's financial information for the period ending 31 December 2025 in its latest Management Report prepared in accordance with Rule 68 of the Securities Regulation Code.

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

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting with respect to (i) the merger or consolidation of the Corporation with any other person, (ii) acquisition by the Corporation or any of its stockholders of securities of another person, (iii) acquisition by the Corporation of any other going business or of the assets thereof, (iv) the sale or transfer of all or any substantial part of the assets of the Corporation, nor (v) liquidation or dissolution of the Corporation.

Item 13. Acquisition or Disposition of Property

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting with respect to acquisition or disposition of property of the Corporation.

Item 14. Restatement of Account

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting, which involves the restatement of any of the Corporations' assets, capital, or surplus account.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

1. *Approval of the Minutes of the Stockholders' Meeting on 07 May 2025*

The minutes of the last Annual Stockholders' Meeting held on 7 May 2025 will be presented for approval of the stockholders. A copy of the minutes of the meeting was made available in the Corporation's website as early as 09 May 2025 in accordance with Recommendation 13.3 of the Code of Corporate Governance for

Publicly-Listed Companies (SEC Memorandum Circular No. 24, series of 2019).

The following were the significant matters discussed at the 7 May 2025 Stockholders' Meeting:

- (i) The minutes of the previous meeting held on 3 May 2024 were approved;
- (ii) The Management Report and the Company's Financial Statements for the year ended 31 December 2024 were approved;
- (iii) All the acts, transactions, and resolutions by the Board of Directors and Management for the year 2024 were confirmed and ratified;
- (iv) Eleven (11) Directors were elected to serve for the term 2025-2026;
- (v) The auditing firm of Sycip Gorres Velayo & Co. was appointed as external auditor for 2024.

In compliance with Section 49 of the Revised Corporation Code, the Minutes of the 2024 Annual Stockholders' Meeting prepared by the Corporate Secretary includes the following information:

- a) All the matters discussed and the resolutions approved by the stockholders;
- b) A record of the voting results for each agenda item requiring a vote; and,
- c) A list of the attendees of the meeting, including the directors and officers.

The complete list of stockholders, directors and officers who attended the meeting is attached to the Information Statement as Annex B. The voting results for each agenda item requiring a vote is attached to this report as Annex C.

The stockholders were given the opportunity to send their queries and clarifications on the items in the Agenda to webinars@ltg.com.ph from the start of the registration period until 29 April 2025. However, the Company did not receive any query or request for clarification within the specified deadline.

The significant matters enumerated above were approved by the stockholders following the voting procedures explained in Item 18 of this Information Statement. The tabulation of votes was

conducted by the Office of the Corporate Secretary and was done manually by referring to the voting instructions of the stockholders and proxies and adding them together. The validation of proxies was conducted in the presence of the Corporate Secretary, the Company's stock transfer agent and the Company's external counsel. The same method of tabulation and validation will be used for this year's stockholders' meeting.

2. *Approval of the Management Report and Financial Statements*

Management will report on the significant business transactions undertaken and the financial targets and achievements for the fiscal year of 2025. The Management Report and the Audited Financial Statements for the period ending 31 December 2025 of the Corporation are reflected in the accompanying Annual Report which will be made available to Stockholders in the Company's website no later 8 April 2025.

Item 16. Matters Not Required to be Submitted

Ratification of All Acts of Management since the 2025 Annual Stockholders' Meeting

For transparency and in the exercise of good corporate practice, the acts of Management since the 2025 Annual Stockholders' Meeting are presented for ratification of the stockholders. A summary of the said acts of Management is set forth in Annex A.

Item 17. Amendments of Charter, By-laws and Other Documents

No action will be presented for stockholders' approval at this year's Annual Stockholders' Meeting with respect to amendments of the Corporation's Articles of Incorporation, By-laws or other documents.

Item 18. Other Proposed Actions

1. *Election of Directors*

Eleven (11) Directors will be elected for the year 2026 – 2027.

2. *Election of External Auditor*

The External Auditor will be appointed for the year 2026.

Other than the matters indicated in the Notice and the Agenda included in this Information Statement, there are no other actions proposed to be taken at this year's Annual Stockholders' Meeting.

Item 19. Voting Procedures

- (a) Every stockholder shall have the right to vote, either in person or by proxy, the number of shares registered in his name on record as of the close of business hours on 27 March 2026. Only proxies, signed by the stockholders and duly submitted to the Corporate Secretary through email at **webinars@ltg.com.ph** on or before 28 April 2026 for inspection and recording shall be honored for purposes of voting. Stockholders who will attend via proxy but will not send any voting instructions will be considered to have abstained from voting. Validation of proxies shall be held on 29 April 2026.
- (b) Ballots will be sent to stockholders who will successfully register and signify their intention to attend the meeting via remote communication (Zoom). Stockholders who will not submit the accomplished ballots on or before 28 April 2026 will be considered to have abstained from voting.
- (c) The affirmative vote of at least a majority of the stockholders present in person or by proxy at the Meeting shall be sufficient to carry the vote for any of the matters submitted to a vote at the Annual Stockholders' Meeting, except for the election of Directors.
- (d) For purposes of electing Directors, the system of cumulative voting shall be followed. Each stockholder has a number of votes equal to the number of shares he owns multiplied by the number of Directors to be elected, eleven (11). The stockholder has the option to (i) cast all votes in favor of one (1) nominee or (ii) cast votes for as many Directors to be elected or (iii) distribute the votes among as many nominees he shall see fit. The total number of votes cast by the stockholder shall not exceed the number of shares owned by him multiplied by the number of Directors to be elected.
- (e) The Corporate Secretary and her duly authorized representative, to be assisted by the Corporation's independent accountant or by the representative of Sycip Gorres Velayo & Co., shall conduct the counting of votes submitted by proxies and ballots.

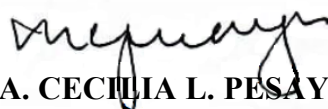
The Company undertakes to provide without charge to each shareholder, upon written request by the shareholder, a copy of the Company's Annual Report on SEC Form 17-A. Please direct all such requests to the Corporate Secretary, Atty. Ma. Cecilia L. Pesayco, 4/F PNB Makati Center, 6754 Ayala Avenue, Makati City, Philippines.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct. This report is signed in the City of Makati on 27 March 2026.

LT GROUP, INC.

By:



MA. CECILIA L. PESAYCO
Corporate Secretary

ANNEX A

ACTS, TRANSACTIONS, AND RESOLUTIONS BY THE BOARD OF DIRECTORS AND MANAGEMENT IN SINCE THE PREVIOUS ANNUAL STOCKHOLDERS' MEETING

Date/Type	Matters Approved
18 February 2025	Calling of the Annual Stockholders' Meeting
18 February 2025	Approval of the Revised Vision and Mission
18 February 2025	Approval of the ESG and Sustainability Charter
18 February 2025	Approval of the 2024 Sustainability Report
18 February 2025	Approval of the Reappointment of SGV & Co. as the External Auditor of the Corporation
27 February 2025	Confirmation of the Approval of the Audited Consolidated Financial Statements of the Corporation
14 March 2025	Declaration of Regular and Special Cash Dividends
06 May 2025	Approval of the Consolidated Financial Statements for the period ending March 31, 2025
06 May 2025	Approval of the 2024 Integrated Annual Corporate Governance Report
16 June 2025	Declaration of Special Cash Dividends

06 August 2025	Approval of the Consolidated Financial Statements for the period ending June 30, 2025
22 August 2025	Declaration of Special Cash Dividends
06 November 2025	Approval of the Consolidated Financial Statements for the period ending September 30, 2025
17 November 2025	Declaration of Special Cash Dividends

ANNEX B

LIST OF ATTENDEES DURING THE ANNUAL STOCKHOLDERS' MEETING OF LT GROUP, INC. HELD ON 7 MAY 2025

DIRECTORS

- | | | |
|-----------------------|---|----------------------|
| 1. Lucio C. Tan | - | Chairman |
| 2. Carmen K. Tan | - | Vice Chairman |
| 3. Lucio C. Tan III | - | President and COO |
| 4. Karlu T. Say | | |
| 5. Michael G. Tan | | |
| 6. Vivienne K. Tan | | |
| 7. Juanita T. Tan Lee | - | Treasurer |
| 8. Johnip G. Cua | - | Independent Director |
| 9. Mary G. Ng | - | Independent Director |
| 10. Raul M. Leopando | - | Independent Director |
| 11. Woochong Um | - | Independent Director |

BOARD ADVISOR

- 12. Eduardo Luis T. Luy
- 13. Benito T. Pascual II
- 14. Chester Y. Luy
- 15. Wilfrido E. Sanches
- 16. Florencia G. Tarriela
- 17. Protacio T. Tacandong

OFFICERS/MANAGEMENT

- | | | |
|-------------------------------|---|--|
| 18. Ma. Cecilia L. Pesayco | - | Corporate Secretary and Chief Legal Counsel |
| 19. Jose Gabriel D. Olives | - | Chief Financial Officer and Chief Risk Officer |
| 20. Dioscoro Teodorico L. Lim | - | Chief Audit Executive |
| 21. Nestor C. Mendones | - | Deputy Chief Financial Officer |
| 22. Marivic T. Moya | - | Assistant Corporate Secretary and Compliance Officer |
| 23. Susan T. Lee | - | VP Finance |

EXTERNAL COUNSEL

- 24. Atty. Anna Melissa R. Lichaytoo
- 25. Atty. Krisha F. Villanueva

EXTERNAL AUDITOR

- 26. Wilson P. Tan
- 27. Maria Vivian C. Ruiz
- 28. Martin C. Guantes
- 29. Aileen L. Saringan

30. Vicky B. Lee-Salas
31. Henry M. Tan
32. Francis Gaspi
33. Raphael Erickson M. De Leon

STOCK AND TRANSFER AGENT

34. Helen Ang
35. Gia Santos
36. Vicky Mendoza
37. Joanna Aviles

STOCKHOLDERS

1. George P. Villena
2. Rolland C. Villaluz

ANNEX C

RECORD OF VOTING RESULTS FOR EACH AGENDA ITEM WHICH REQUIRED A VOTE DURING THE ANNUAL STOCKHOLDERS' MEETING OF LT GROUP, INC. HELD ON 7 MAY 2025

Approval of the Minutes of the 2024 Annual Stockholders' Meeting Held on 3 May 2023	FOR	AGAINST	ABSTAIN
No. of Shares Voting	8,719,712,398	0	575,498
% of Shares	99.99%	-	0.01%
Management Report	FOR	AGAINST	ABSTAIN
No. of Shares Voting	8,713,412,198	0	6,875,698
% of Shares	99.92%	-	0.08%
Ratification of All Acts, Transactions, and Resolutions by the Board	FOR	AGAINST	ABSTAIN
No. of Shares Voting	8,713,412,198	0	6,875,698
% of Shares	99.92%	-	0.08%
Election of Directors	FOR	AGAINST	ABSTAIN
Dr. Lucio C. Tan	8,691,108,950	13,385,120	15,793,826
Ms. Carmen K. Tan	8,710,097,798	6,443,000	3,747,098
Mr. Lucio C. Tan III	8,672,887,833	13,385,120	34,014,943
Mr. Michael G. Tan	8,687,427,253	6,443,000	26,417,643
Ms. Karlu T. Say	8,506,561,753	2,056,300	211,669,843
Ms. Vivienne K. Tan	8,524,845,598	6,443,000	188,999,298
Ms. Juanita T. Tan Lee	8,487,635,633	13,385,120	219,267,143
Mr. Johnip G. Cua	8,706,206,759	9,294,520	4,786,617
Ms. Mary G. Ng	8,718,458,798	0	1,829,098
Mr. Wilfrido E. Sanchez	8,718,458,798	0	1,829,098
Ms. Florencia G. Tarriela	8,718,458,798	0	1,829,098
Appointment of External Auditor	FOR	AGAINST	ABSTAIN
No. of Shares Voting	8,718,427,186	1,285,212	575,498
% of Shares	99.98%	0.01%	0.01%

LT GROUP, INC. is **not soliciting proxies** and a stockholder is NOT required to submit a proxy to LTG. This Proxy form is being provided only for the convenience, and upon request, of a stockholder.

PROXY FORM

THE UNDERSIGNED shareholder of **LT GROUP, INC.** hereby appoints:

or in its/his/her absence, the Chairman of the Meeting, as its/his/her true and lawful attorney-in-fact or proxy to represent one hundred percent (100%) of its/his/her voting rights and to vote on its/his/her behalf at the Annual Stockholders' Meeting of the Corporation to be held on 6 May 2026, as follows:

	For	Against	Abstain
1. Approval of the Minutes of the 2025 Annual Stockholders' Meeting held on 7 May 2025	☐	☐	☐
2. Approval of the Management Report and the Audited Financial Statements as of 31 December 2025	☐	☐	☐
3. Ratification of All Acts, Transactions and Resolutions of the Board of Directors and Management since the 2025 Annual Stockholders' Meeting	☐	☐	☐
4. Ratification and Appointment of External Auditor (SGV & Co.)	☐	☐	☐
	VOTE FOR	NUMBER OF VOTES	
5. Election of Directors Vote shares as follows (Please check one): ☐ Equally to all eleven (11) nominees for directors; ☐ Abstain for all eleven (11) nominees for directors; ☐ Distribute or cumulate shares to the nominees as follows:			
1. Dr. Lucio C. Tan	☐		
2. Carmen K. Tan	☐		
3. Lucio C. Tan III	☐		
4. Michael G. Tan	☐		
5. Karlu T. Say	☐		
6. Vivienne K. Tan	☐		
7. Juanita T. Tan Lee	☐		
8. Mary G. Ng (Independent Director)	☐		
9. Johnip G. Cua (Independent Director)	☐		
10. Raul M. Leopando (Independent Director)	☐		
11. Woonchung Um (Independent Director)	☐		

For any other matter arising during the meeting, the above-named proxy is authorized to vote as he/she may deem fit. This proxy revokes and supersedes any proxy or proxies the

IN WITNESS WHEREOF, the undersigned stockholder has executed this proxy this _____ day of _____ 2026 in _____.

SIGNED IN THE PRESENCE OF:

SUBSCRIBED AND SWORN to before me this this _____ in
_____, affiant exhibited to me his/her _____ issued on
_____ at _____.

30