



Isla Lipana & Co.

Institute of Corporate Directors, Inc. (A non-stock, non-profit organization)

Financial Statements

As at and for the years ended December 31, 2025 and 2024





Isla Lipana & Co.

Independent Auditor's Report

The Board of Trustees and Members of
Institute of Corporate Directors, Inc.
(A non-stock, non-profit organization)
14th Floor, Trident Tower Condominium
H.V. Dela Costa Street, Salcedo Village, Makati City

Report on the Audits of the Financial Statements

Our Opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Institute of Corporate Directors, Inc. (the "Association") as at December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards for Small Entities (PFRS for SE) Accounting Standard.

What we have audited

The financial statements of the Association comprise of:

- the statements of assets, liabilities and fund balances as at December 31, 2025 and 2024;
- the statements of income for the years ended December 31, 2025 and 2024;
- the statements of changes in fund balances for the years ended December 31, 2025 and 2024;
- the statements of cash flows for the years ended December 31, 2025 and 2024; and
- the notes to the financial statements, comprising material accounting policies and other explanatory information.

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Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSA). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Association in accordance with the Code of Ethics for Professional Accountants in the Philippines ("Code of Ethics"), together with the ethical requirements that are relevant to our audit of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRS for SE Accounting Standard, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with PSA will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with PSA, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Independent Auditor's Report
To the Board of Trustees and Members of
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- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

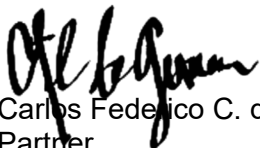
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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Report on Bureau of Internal Revenue Requirements

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information in Note 20 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such supplementary information is the responsibility of management and has been subjected to the auditing procedures applied in our audits of the basic financial statements. In our opinion, the supplementary information is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Isla Lipana & Co.



Carlos Federico C. de Guzman
Partner

CPA Cert. No. 110973

P.T.R. No. 0011285; issued on January 8, 2026, Makati City

SEC A.N. (individual) as general auditors 110973, Category A;
valid to audit 2021 to 2025 financial statements

SEC A.N. (firm) as general auditors 0142-SEC, Category A;
valid to audit 2020 to 2025 financial statements

T.I.N. 229-481-265

BIR A.N. 08-000745-141-2023, issued on October 23, 2023; effective until October 22, 2026

BOA/PRC Reg. No. 0142/P-018, effective until November 14, 2028

Makati City
April 10, 2026

Institute of Corporate Directors, Inc.
(A non-stock, non-profit organization)

Statements of Assets, Liabilities and Fund Balances
As at December 31, 2025 and 2024
(All amounts in Philippine Peso)

	Notes	2025	2024
Assets			
Current assets			
Cash	3	25,575,919	18,600,950
Trade and other receivables, net	4	9,657,943	8,812,042
Prepayments and other current assets	6	722,689	771,806
Total current assets		35,956,551	28,184,798
Non-current assets			
Property and equipment, net	7	10,388,270	10,974,242
Intangible assets, net	8	371,149	618,506
Long-term investment	5	5,075,789	5,075,789
Deferred income tax assets, net	19	656,365	1,314,563
Other non-current assets	6	3,219,560	3,383,648
Total non-current assets		19,711,133	21,366,748
Total assets		55,667,684	49,551,546
Liabilities and Fund Balances			
Current liabilities			
Payables and accrued expenses	9	10,488,513	9,990,943
Deferred revenues	10	6,920,105	4,648,624
Total current liabilities		17,408,618	14,639,567
Non-current liabilities			
Retirement benefit obligation	13	2,030,567	2,771,450
Total non-current liabilities		2,030,567	2,771,450
Total liabilities		19,439,185	17,411,017
Fund balances			
Members' contributions		65,000	65,000
General fund		36,163,499	32,075,529
Total fund balances		36,228,499	32,140,529
Total liabilities and fund balances		55,667,684	49,551,546

(The notes on pages 1 to 17 are integral part of these financial statements)

Institute of Corporate Directors, Inc.
(A non-stock, non-profit organization)

Statements of Income
For the years ended December 31, 2025 and 2024
(All amounts in Philippine Peso)

	Notes	2025	2024
Revenues			
Programs and other activities	14	30,611,974	28,737,244
Membership dues and contributions	15	9,360,590	9,189,229
Sponsorships	16	4,199,974	6,152,009
Donations		-	2,224,076
		44,172,538	46,302,558
Other income			
Interest income	3,5	250,427	180,942
Unrealized foreign exchange gain	3	39,031	45,840
		289,458	226,782
Expenses			
Cost of programs and other activities	17	(31,123,800)	(32,350,280)
General and administrative expenses	18	(8,592,030)	(7,500,989)
		(39,715,830)	(39,851,269)
Excess of revenues over expenses before tax		4,746,166	6,678,071
Income tax expense	19	(658,196)	(157,787)
Excess of revenues over expenses for the year		4,087,970	6,520,284

(The notes on pages 1 to 17 are integral part of these financial statements)

Institute of Corporate Directors, Inc.
(A non-stock, non-profit organization)

Statements of Changes in Fund Balances
For the years ended December 31, 2025 and 2024
(All amounts in Philippine Peso)

	Members' contributions	General fund	Total
Balances at January 1, 2024	65,000	25,555,245	25,620,245
Excess of revenues over expenses for the year	-	6,520,284	6,520,284
Balances at December 31, 2024	65,000	32,075,529	32,140,529
Excess of revenues over expenses for the year	-	4,087,970	4,087,970
Balances at December 31, 2025	65,000	36,163,499	36,228,499

(The notes on pages 1 to 17 are integral part of these financial statements)

Institute of Corporate Directors, Inc.
(A non-stock, non-profit organization)

Statements of Cash Flows
For the years ended December 31, 2025 and 2024
(All amounts in Philippine Peso)

	Notes	2025	2024
Cash flows from operating activities			
Excess of revenues over expenses before income tax		4,746,166	6,678,071
Adjustments for:			
Interest income	3,5	(250,427)	(180,942)
Unrealized foreign exchange gain	3	(39,031)	(45,840)
Depreciation of property and equipment	7	1,619,711	1,634,908
Amortization of intangible assets	8	247,357	247,357
Income tax expense settled via tax credits	19	(658,196)	-
Operating cash flows before working capital changes		5,665,580	8,333,554
(Increase) Decrease in:			
Trade and other receivables		(845,901)	(2,348,584)
Prepayments and other current assets		49,117	(120,615)
Other non-current assets		822,286	(363,895)
Increase (Decrease) in:			
Payables and accrued expenses		497,570	3,267,216
Deferred revenues		2,271,481	(399,928)
Retirement benefit obligation		(740,883)	(400,000)
Cash generated from operations		7,719,250	7,967,748
Interest received from cash in banks	3	16,415	13,627
Net cash from operating activities		7,735,665	7,981,375
Cash flows from investing activities			
Interest received from investments	5	234,012	167,315
Acquisition of property and equipment	7	(1,033,739)	(611,184)
Acquisition of investments	5	-	(2,495,789)
Proceeds from investments upon maturity	5	-	2,679,000
Net cash used in investing activities		(799,727)	(260,658)
Net increase in cash		6,935,938	7,720,717
Cash, January 1		18,600,950	10,834,393
Effect of exchange rate changes on cash		39,031	45,840
Cash, December 31	3	25,575,919	18,600,950

(The notes on pages 1 to 17 are integral part of these financial statements)

Institute of Corporate Directors, Inc.

Notes to the Financial Statements

As at and for the years ended December 31, 2025 and 2024

(In the notes, all amounts are shown in Philippine Peso unless otherwise stated)

1 Business information

1.1 General information

Institute of Corporate Directors, Inc. (the "Association") was incorporated and registered with the Philippine Securities and Exchange Commission (SEC) on January 15, 2004 as a non-stock, non-profit organization.

The Association's primary purpose, among others, is to design, develop and foster a common and substantive corporate governance reform agenda that is grounded on professionalism, good governance, corporate ethics, and responsible citizenship; to inculcate, nurture, promote and foster this agenda in business, government, and other institutions in the Asia-Pacific region in service of the broad and common developmental interests of civil society.

The Association is exempt from the payment of income tax on income related to its operations or activities pursuant to Section 30 (F) of the National Internal Revenue Code (NIRC). No part of the excess of revenue over expenses or assets of the Association shall belong to or inure to the benefit of any member, officer or any specific person. However, any income of whatever kind and character from any of the Association's properties, real or personal, or from any activity conducted for profit, regardless of the disposition, shall be subject to income tax.

On October 14, 2021, the Association received a certificate of tax exemption from the Bureau of Internal Revenue (BIR) under certificate no. RR 08A-RDO 50 2021-00023 stating that it has proven by its actual operation that its primary purpose falls under Section 30 (F) of the NIRC of 1997, as amended, and is exempt from income tax only on the revenues or receipts on the Grants, Donations and Contributions, and Membership Dues, subject to the Terms and Conditions attached to the certificate provided. The Association is liable, however, to all other taxes other than those not mentioned in the certificate. The Association's tax exemption has been confirmed with a certificate issued by the BIR, valid up to December 17, 2028.

The Association has its principal and registered office address at 14th Floor Trident Tower Condominium, H.V. Dela Costa Street, Salcedo Village, Makati City.

1.2 Approval of financial statements

These financial statements of the Association were approved and authorized for issuance by the Association's Board of Trustees on April 8, 2026.

2 Significant accounting policies

2.1 Basis of preparation

The financial statements of the Association have been prepared on a historical cost basis and in accordance with the Philippine Financial Reporting Standards for Small Entities (PFRS for SE) Accounting Standards as approved by the Financial and Sustainability Reporting Standards Council, Board of Accountancy and SEC.

2.2 Functional and presentation currency

The financial statements are presented in Philippine Peso, the Association's functional and presentation currency.

2.3 Financial instruments

A financial instrument is any contract that gives rise to both a financial asset of one entity and a financial liability or equity instrument of another entity. A financial instrument is recognized when the entity becomes a party to its contractual provisions.

As at each reporting period, the Association has basic financial instruments, consisting of cash, trade receivables, short-term and long-term investments, refundable deposits, and payables and accrued expenses (except payable to government agencies). The Association has no complex financial instruments as at each reporting period.

Initial measurement

On initial recognition, a basic financial instrument is measured at transaction price, unless the arrangement is in effect a financing transaction. In this case, the financial instrument is measured at the present value of the future payment, discounted using the market rate of interest applicable to a similar debt instrument.

Subsequent measurement

Basic financial instruments are subsequently measured at amortized cost using effective interest method.

Impairment of financial instruments measured at cost or amortized cost

At each reporting date, the Association assesses whether there is objective evidence of impairment on any financial assets that are measured at cost or amortized cost. Where there is any objective evidence of impairment, an impairment loss is recognized immediately in profit or loss.

The impairment loss is the difference between the asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate.

Derecognition of financial assets

The Association derecognizes a financial asset when the contractual rights to the cash flows from the assets have expired or are settled, or it has transferred to another party substantially all the risks and rewards of ownership relating to the financial asset.

Derecognition of financial liabilities

The Association derecognizes financial liabilities when these are extinguished - that is, when the obligation is paid, discharged, cancelled or has expired.

2.4 Cash; Investment

Cash represents cash on hand and cash in banks deposits held at call with banks. These are carried in the statements of assets, liabilities and fund balances at face amount or at nominal amount. Deposits held at call with banks earn interest at the prevailing bank deposit rates.

Investment with original maturities of three months or less are classified as cash equivalents; otherwise, they are presented separately in the statement of assets, liabilities and fund balances, and classified as current or non-current assets depending of the maturity period determined from reporting date.

2.5 Trade and other receivables

Trade and other receivables are recognized initially at the transaction price. They are subsequently measured at amortized cost using the effective interest method. A provision for impairment of receivables is established when there is objective evidence that the Association will not be able to collect all amounts due according to the original terms of the receivables. Trade and other receivables are classified in the statements of assets, liabilities and fund balances as current asset when the receivables are expected to be collected within one year of the Association's normal operating cycle, whichever is longer. Otherwise, receivables are classified as non-current assets. Refer to Note 2.3 for relevant accounting policies on trade and other receivables.

2.6 Prepayments

Prepayments represent expenses not yet incurred but already paid in cash. Prepayments are initially recorded as assets and measured at the amount of cash paid. Subsequently, these are charged to profit as they are consumed in operations or expire with the passage of time. Prepayments are classified in the statements of assets, liabilities and fund balances as current asset when the costs of services related to the prepayments are expected to be incurred within one year or the Association's normal operating cycle, whichever is longer. Otherwise, prepayments are classified as non-current assets.

2.7 Property and equipment

Property and equipment are initially measured and recognized at acquisition cost which comprises its purchase price and any directly attributable cost of bringing the asset to its working condition and location for its intended use. After initial measurement, property and equipment are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Association and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation on property and equipment is charged to allocate cost of assets less their residual values over their estimated useful lives, using the straight-line method.

The estimated useful lives of the Association's depreciable assets are as follows:

Office equipment	3 to 5 years
Furniture and fixtures	3 years
Office improvements	3 to 15 years
Office building	25 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, if there is an indication of a significant change since the last reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected from its use or disposal at which time the cost and accumulated depreciation are written-off from the financial statements.

2.8 Intangible assets

Acquired software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over the estimated useful lives, which is five (5) years. Acquired software licenses are classified as part of other non-current assets in the statements of assets, liabilities and fund balances.

The assets' residual values, useful lives and amortization methods are reviewed, and adjusted prospectively if appropriate, if there is an indication of a significant change since the last reporting date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

An item of intangible asset is derecognized upon disposal or when no future economic benefits are expected from its use or disposal at which time the cost and accumulated amortization are written-off from the financial statements.

2.9 Impairment of non-financial assets

Property and equipment are assessed at each reporting date to determine whether there is any indication that the assets are impaired. When an impairment indicator is identified, the carrying value of the asset is tested for impairment. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. If the recoverable amount cannot be estimated for an individual asset, the Association estimates the recoverable amount of the cash-generating unit to which the asset belongs. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are independent of the cash flows from other assets within the Association.

If an impairment indicator no longer exists or the recoverable amount has increased subsequently, the Association will determine the amount of impairment loss that can be reversed to the extent that the reversal should not result in a carrying amount of the asset that is higher had no impairment loss was recognized in the prior years.

2.10 Trade and other payables

Trade and other payables are recognized initially at the transaction price and subsequently measured at amortized cost using the effective interest method. Refer to Note 2.3 for relevant accounting policies on trade and other payables.

2.11 Fund balances

To ensure the observance of limitations and restrictions placed on the use of resources available to the Association, the accounts are maintained in accordance with the principles of fund accounting. Under this procedure, resources are classified for accounting and reporting purposes into funds established according to their nature and purpose. Separate accounts are maintained for each fund. Accordingly, all financial transactions have been recorded and reported by fund group.

The fund balances of the Association are reported as follows:

- Members' contributions which represent contributions of members who are incorporators and trustees of the Association; and
- General fund which represents unallocated and unrestricted resources available for the Association's operations.

2.12 Revenue recognition

Revenue is recognized when it is probable that the economic benefit associated with the transaction will flow to the Association and the amount of revenue can be measured reliably.

Revenues from programs

Revenues from programs which arise from various people or organizations for seminars and conferences conducted are recognized and measured in the period the services are provided.

Membership dues and contributions

Membership dues and contributions are generally recognized when earned which usually coincides with collection. Membership dues and contributions collected in advance are recognized as deferred revenue upon receipt of advance payments from members, which are recognized as revenue based on the membership period covered by the payment.

Donation Income

Donation income is recognized as revenue when earned which usually coincides with collection.

Sponsorships and grants

Sponsorships and grants received from various funding entities or individuals are recognized as revenue when earned which usually coincides with collection.

Interest and other income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and at the effective interest rate applicable.

Other income is recognized when earned or when received.

2.13 Expense recognition

Expenses are recognized in profit or loss when a decrease in future economic benefit related to a decrease in an asset or an increase in a liability has arisen that can be measured reliably. Expenses are recognized in profit or loss: on the basis of a direct association between the costs incurred and the earning of specific items of income; on the basis of systematic and rational allocation procedures when economic benefits are expected to arise over several accounting periods and the association with income can only be broadly or indirectly determined; or immediately when an expenditure produces no future economic benefits or when, and to the extent that, future economic benefits do not qualify, or cease to qualify, for recognition in the statements of assets, liabilities and fund balances as an asset.

Expenses in the statement of income are presented using function of expense method. Program costs refer to costs incurred in the pursuit of the core activities of the Association. General and administrative expenses are expenses incurred in relation to the management and administration of the Association.

2.14 Employee benefits

Retirement benefit obligation

The Association is yet to establish a formal retirement plan for its employees. Thus, the Association's retirement benefit obligation is measured using the accrual approach based on the minimum retirement benefits required under Republic Act (RA) No. 7641, otherwise known as the Retirement Pay Law.

Accrual approach is applied by calculating the expected liability as at reporting date using the current salary of the entitled employees and the employees' years of service, without consideration of future changes in salary rates and service periods.

Retirement benefit expense/income is equivalent to the change in the calculated retirement benefit assets/obligation using the accrual approach during the period and is recognized immediately in the statements of income within general and administrative expenses.

Short-term benefits

The Association recognizes a liability net of amounts already paid and an expense for services rendered by employees during the accounting period. Short-term benefits given by the Association to its employees include mandatory benefits such as social security contributions, short-term compensated absences, bonuses and non-monetary benefits.

Employee bonus

The Association recognizes a provision for employee bonuses and an expense for the year based on the performance of the employees during the accounting period. The employee bonus given by the Association will be distributed in the next accounting period subject to BOT approval.

2.15 Related party transactions and balances

A related party transaction is a transfer of resources, services or obligations between the Association and the related party, regardless of whether a price is charged.

Parties are considered related if one party has control, joint control, or significant influence over the other party in making financial and operating decisions. The key management personnel of the Association are also considered to be related parties.

2.16 Provisions

Provisions are recognized when the Association has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount can be reliably measured. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized in profit or loss.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed and derecognized from the statements of assets, liabilities and fund balances.

2.17 Taxation

Current income tax

The current income tax expense is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statements of income because it excludes items of income or expense that are never taxable or deductible.

The Association's current income tax expense is calculated using regular corporate income tax rate (RCIT) or minimum corporate income tax (MCIT) rate, whichever is higher.

Deferred income tax

Deferred income tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred income tax liabilities

Deferred income tax liabilities are generally recognized for all taxable temporary differences.

Deferred income tax assets

Deferred income tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of a deferred income tax asset shall be reviewed at the end of each reporting period. It is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that recognized deferred income tax asset to be utilized.

Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available

At the end of each reporting period, the Association reassesses any unrecognized deferred income tax assets. The Association recognizes a previously unrecognized deferred income tax asset to the extent that it has become probable that future taxable profit will allow the deferred income tax asset to be recovered.

Deferred income tax assets and liabilities are not discounted. Deferred income tax assets and liabilities are presented under non-current assets and liabilities, respectively.

Current income tax assets and current income tax liabilities, or deferred income tax assets and deferred income tax liabilities are offset if, and only if, the Association has a legally enforceable right to set off the amounts and the entity can demonstrate without undue cost or effort that it plans either to settle on a net basis or to realize the asset and settle the liability simultaneously.

2.18 Events after the reporting date

Post-year end events that provide additional information about the Association's assets, liabilities and fund balances at reporting date (adjusting events) are reflected in the financial statements. Post-year end events that are not adjusting events are disclosed in the notes to the financial statements when material.

3 Cash

Cash as at December 31 consist of:

	2025	2024
Cash in banks	25,555,919	18,570,950
Cash on hand	20,000	30,000
	25,575,919	18,600,950

Cash in banks earn interest at the bank deposit rates ranging from 0.0275% to 0.0750% per annum in 2025 and 2024.

Interest income earned from cash in banks for the year ended December 31, 2025 amounted to P16,415 (2024 - P13,627).

In 2025, the Association has an unrealized foreign exchange loss for the year amounting to P39,031 (2024 - P45,840).

4 Trade and other receivables, net

Trade and other receivables, net as at December 31 consist of:

	2025	2024
Trade receivables	8,961,849	7,632,900
Less: Allowance for impairment of trade receivables	(501,109)	(169,803)
	8,460,740	7,463,097
Advances to Institute for Solidarity in Asia, Inc. (ISA)	726,688	600,240
Advances to Center for Excellence in Governance, Inc. (CEG)	253,600	253,600
Other receivables	216,915	495,105
	9,657,943	8,812,042

Trade receivables comprise amounts due from the Association's clients for programs, seminars and conferences conducted by the Association.

Advances to ISA and CEG represent amounts advanced for joint projects and are non-interest bearing and collectible on demand. These are non-trade advances in nature.

Other receivables consist mainly of employee advances and receivables from officers and staff.

The movements in allowance for impairment of trade receivables for the year ended December 31 are as follows:

	Note	2025	2024
Balance at the beginning of the year		169,803	169,803
Provision during the year	17	331,306	-
Balance at end of the year		501,109	169,803

5 Long-term Investments

As at December 31, 2025 and 2024, the Association's long-term investments of P5,075,789 consist of long-term time deposits with a local bank amounting to P2,580,000, earning 6.0% interest per annum and maturing of March 4, 2027, and P2,495,789, earning 6.145% interest per annum and maturing on October 13, 2029.

Interest income earned from these investments for the year ended December 31, 2025, amounted to P234,012 (2024 - P167,315). The investments are measured at amortized cost in accordance with the Association's accounting policy on financial instruments (Note 2.3).

6 Prepayments and other current assets; Other non-current assets

a. Prepayments and other current assets as at December 31 consist of:

	2025	2024
Input value-added tax (VAT)	473,825	189,023
Creditable VAT	222,197	107,167
Supplies	26,667	-
Employees' health insurance coverage	-	458,116
Subscriptions	-	17,500
	722,689	771,806

b. Other non-current assets as at December 31 consist of:

	2025	2024
Creditable withholding tax	2,779,457	3,112,676
Investment in CEG	167,000	167,000
Refundable deposits	111,721	103,972
	3,058,178	3,383,648

7 Property and equipment, net

Property and equipment, net as at December 31 are as follows:

	Office improvements	Office equipment	Furniture and fixtures	Office building	Motor vehicle	Total
At January 1, 2024						
Cost	5,626,424	4,906,180	909,112	18,500,000	73,125	30,014,841
Accumulated depreciation	(4,571,285)	(4,197,259)	(909,112)	(8,325,000)	(14,219)	(18,016,875)
Net carrying value	1,055,139	708,921	-	10,175,000	58,906	11,997,966
Year ended December 31, 2024						
Opening net carrying value	1,055,139	708,921	-	10,175,000	58,906	11,997,966
Additions	-	611,184	-	-	-	611,184
Depreciation	(340,178)	(530,355)	-	(740,000)	(24,375)	(1,634,908)
Closing net carrying value	714,961	789,750	-	9,435,000	34,531	10,974,242
At December 31, 2024						
Cost	5,626,424	5,517,364	909,112	18,500,000	73,125	30,626,025
Accumulated depreciation	(4,911,463)	(4,727,614)	(909,112)	(9,065,000)	(38,594)	(19,651,783)
Net carrying value	714,961	789,750	-	9,435,000	34,531	10,974,242
Year ended December 31, 2025						
Opening net carrying value	714,961	789,750	-	9,435,000	34,531	10,974,242
Additions	-	1,033,739	-	-	-	1,033,739
Depreciation	(274,045)	(581,291)	-	(740,000)	(24,375)	(1,619,711)
Closing net carrying value	440,916	1,242,198	-	8,695,000	10,156	10,388,270
At December 31, 2025						
Cost	5,626,424	6,551,103	909,112	18,500,000	73,125	31,659,764
Accumulated depreciation	(5,185,508)	(5,308,905)	(909,112)	(9,805,000)	(62,969)	(21,271,494)
Net carrying value	440,916	1,242,198	-	8,695,000	10,156	10,388,270

Depreciation expenses for the years ended December 31 are classified as follows:

	Notes	2025	2024
Program costs	17	981,643	1,350,237
General and administrative expenses	18	638,068	284,671
		1,619,711	1,634,908

Management has assessed property and equipment for impairment and believes that there are no impairment indicators as at December 31, 2025 and 2024.

8 Intangible asset, net

Movements in the carrying amount of software licenses, classified as intangible asset, as at December 31 are as follows:

	2025	2024
As at January 1		
Cost	1,236,786	1,236,786
Accumulated amortization	(618,280)	(370,923)
Net carrying value	618,506	865,863
For the years ended December 31		
Opening net carrying value	618,506	865,863
Amortization	(247,357)	(247,357)
Closing net carrying value	371,149	618,506
As at December 31		
Cost	1,236,786	1,236,786
Accumulated amortization	(865,637)	(618,280)
Net carrying value	371,149	618,506

Amortization expenses for the years ended December 31 are classified as follows:

	Notes	2025	2024
Program costs	17	149,913	82,452
General and administrative expenses	18	97,444	164,905
		247,357	247,357

Management has assessed the software licences for impairment and believes that there is no indication of impairment as at December 31, 2025 and 2024.

9 Payables and accrued expenses

The Association's payables and accrued expenses as at December 31 consist of:

	2025	2024
Accrued expenses and other liabilities	6,097,340	7,252,015
Payable to government agencies	2,585,104	1,306,950
Provision for employee bonuses	980,386	609,120
Deferred output VAT	825,683	822,858
	10,488,513	9,990,943

Accrued expenses and other liabilities mainly pertain to amounts owed for professional fees, seminar venues and materials, utilities, and travel which are expected to be settled within one year. This account also includes unidentified credits to the Association's bank account which will be reclassified to the appropriate accounts upon verification.

Payable to government agencies consists mainly of withholding taxes both compensation and expanded and mandatory payroll contributions.

Provision for employee bonuses pertains to bonuses and discretionary incentives given to the employees as rewards for boosting the Association's performance and reaching milestones and are expected to be settled within one year.

Deferred output VAT represents the VAT component of uncollected invoices which will be reclassified to output VAT payable upon collection of the related receivables.

10 Deferred revenues

Deferred revenues as at December 31 consist of:

	2025	2024
Programs	4,395,943	4,180,974
Membership dues	2,524,162	467,650
	6,920,105	4,648,624

Deferred revenues from programs relate to billings and advance payments for various programs and seminars expected to be conducted in the succeeding year. Revenue is recognized when the related programs are held.

Deferred membership dues represent amounts received in advance from members for their 2026 and 2025 membership. The Association offers a 5% early bird discount to encourage advance payment of the membership dues. These amounts are recognized as revenue over the corresponding membership periods.

11 Contingent liability

In March 2012, the Association entered into an agreement (Contract to Sell) with Union Bank of the Philippines (UBP) to buy the present office condominium unit containing an area of 521.12 square meters for a purchase price of P37,000,000.

The total reservation fee and down payment paid amounted to P3,700,000. The balance of P33,300,000 is payable over 15 years, with a fixed interest rate of 11% per annum, in equal monthly instalments of P378,487 starting June 16, 2012.

In October 2013, the Contract to Sell was amended to include the Institute for Solidarity in Asia, Inc. (ISA) as a buyer. Under the agreement, the seller reserves its ownership of the condominium unit, title to which will remain in the name of the seller and shall not pass to the buyers until after full payment of the purchase price and full performance by the buyers of their obligation under the agreement. Per agreement between the Association and ISA, the total amount of the Contract to Sell shall be paid 50/50 by each party until the loan is fully paid.

Once the buyers have fulfilled their obligations, ownership of the condominium unit will be under the names of the Association and ISA (together, the "buyers"). Likewise, the buyers will share equally in all costs and expenses related to the office building, including, but not limited to, amortizations of the purchase price, interest, other capital expenditures, association dues, utilities and real estate property taxes.

On July 2, 2020, the following amendments on the buyers agreement with UBP were approved:

- Unpaid principal payments from March 2020 to February 2021 to be paid on best-efforts basis on or before February 16, 2021.
- Monthly interest payments of P20,000 on the 16th of each month starting March 2021 up to May 2027; with any and all unpaid monthly interest due computed at 5.50% to be accumulated and paid one-time together with the principal on maturity date, May 2027.

In 2022, the Association and ISA executed a Memorandum of Understanding (MOU) to establish the payment arrangement between the parties in the event that either party fails to pay its share of the loan on its maturity date in May 2027.

Under the MOU:

- a. The Association shall continue to pay its amortization share of P150,000 per month effective May 2022, and ISA shall likewise pay at least P100,000 per month effective June 2022, for the principal loan repayment and the corresponding monthly interest payment until their respective 50% share of the loan is fully paid.
- b. In the event that the Association or ISA fails to pay its share of the loan on or before maturity date in May 2027, the party who has not defaulted shall pay the unpaid balance of the loan on due date. Consequently, the paying party steps in as a creditor of the defaulting party. The terms and conditions of the loan assumed by the paying party shall be subject to the agreement between the parties.

In 2023, the Association fully paid its share of the loan. Thus, as at December 31, 2025, the balance of the bank loan, represented solely the share of ISA amounting to P6.289 million (2024 - P6.852 million).

Management continues to monitor ISA's compliance with its obligations and believes that the risk of default remains remote as at the reporting date.

12 Related party transactions

Remuneration of Key Management Personnel

For the year ended December 31, 2025, key management compensation amounted to P2,979,765 (2024 - P1,830,000).

In 2025 and 2024, the Association has no other short-term benefits of key management personnel. There are no outstanding balances due from or due to key management personnel as at each reporting period.

13 Retirement benefit obligation

The Association provides for the estimated retirement benefits required to be paid under Republic Act (RA) No. 7641, the Retirement Pay Law. Under the said Law, the retirement benefit obligation is computed as one-half of monthly salary for every year of service, a fraction of six months being considered as one whole year. The term one-half of monthly salary shall mean 15 days plus the one-twelfth of the 13th month and the cash equivalent of not more than five days service incentive leaves.

Retirement benefit obligation recognized in the statements of assets, liabilities and fund balances as at December 31, 2025 amounted to P2,030,567 (2024 - P2,771,450).

For the year ended December 31, 2025, the Association recognized a reversal of retirement benefit expense under general and administrative expenses amounting to P740,833 (2024 - provision of P960,000) (Note 18).

The reversal of retirement benefit expense primarily relates to the reduction in employee headcount during the year which resulted in a decrease in the present value of the Association's retirement benefit obligation. In accordance with PFRS for SE Accounting Standards, the retirement benefit obligation is measured using the accrual approach, and the related expense or income is recognized in profit or loss when incurred.

14 Programs

Revenues from programs and other activities for the year ended December 31, 2025 amounting to P30,611,974 (2024 - P28,737,244) are earned from public and exclusive courses, as well as written reports and board consultancy services. Revenues are recognized when the related services are rendered by the Association.

15 Membership dues and contributions

Revenue from membership dues and contributions for the year ended December 31, 2025 amounting to P9,360,590 (2024 - P9,189,229) include annual membership dues and voluntary contributions from the members. Membership dues and contributions are recognized as revenue over the membership period to which they relate.

16 Sponsorships

In 2025, the Association received various sponsorships amounting to P4,199,974 (2024 - P6,152,009).

Sponsorships mainly pertain to the annual ASEAN Corporate Governance Scorecard Golden Arrow Awarding and Global Summit in Governance in 2024, in celebration of the Association's 25th year Anniversary celebration.

Revenues from sponsorships are recognized when the sponsored event or activities are held, or when the corresponding sponsor benefits have been delivered.

17 Cost of programs and other activities

The components of program costs for the years ended December 31 are as follows:

	Notes	2025	2024
Salaries and wages		14,531,673	14,320,684
Professional fees		5,223,253	4,888,357
Corporate governance scorecard expenses		4,677,660	4,139,232
Seminars, conferences and exhibits		3,269,439	6,185,592
Depreciation	7	981,643	1,350,237
Membership dues and subscription		668,806	-
Utilities		462,955	420,389
Provision for doubtful accounts	4	331,306	-
Training and development		230,270	215,856
Outside services		207,122	-
Office supplies		198,780	108,522
Amortization of intangible assets	8	149,913	82,452
Transportation and travel		135,763	445,057
Repairs and maintenance		47,960	-
Marketing		1,968	41,071
Miscellaneous		5,289	152,831
		31,123,800	32,350,280

18 General and administrative expenses

The components of general and administrative expenses for the years ended December 31 are as follows:

	Notes	2025	2024
Salaries and wages		2,775,135	2,665,910
Professional fees		1,544,863	133,305
Donations		1,066,964	1,051,476
Membership dues and subscription		747,038	853,526
Depreciation	7	638,068	284,671
Transportation and travel		597,273	345,141
Office supplies		286,177	104,750
Outside services		246,131	151,260
Utilities		189,297	208,238
Repairs and maintenance		120,966	221,597
Amortization of intangible assets	8	97,444	164,905
Training and development		58,093	51,241
Taxes and licenses		27,044	80,039
(Reversal of) provision for retirement benefit expense	13	(740,883)	960,000
Miscellaneous		938,420	224,930
		8,592,030	7,500,989

19 Income taxes

Details of income tax expense in the statements of income for the years ended December 31 are as follows:

	2025	2024
Current income tax expense	210,967	139,982
Deferred income tax benefit	447,229	17,805
	658,196	157,787

As disclosed in Note 1.1, the Association is subject to normal tax for activities not mentioned in the certificate of tax exemption.

A reconciliation of the provision for income tax applicable to income before tax computed at the statutory tax rate to the income tax expense at the Association's effective tax rate for the years ended December 31 is summarized below:

	2025	2024
Income tax at statutory rate at 20%	949,233	1,335,614
Adjustments for:		
Interest income subjected to final tax	(50,085)	(36,189)
Net income from exempt activities	(471,686)	(1,141,638)
Non-deductible expenses	230,734	-
Income tax expense	658,196	157,787

As provided under the Act, the Association shall pay the minimum corporate income tax (MCIT) or the normal tax, whichever is higher, for the taxable income derived from the taxable activities. Any excess of MCIT over the normal income tax shall be carried forward on an annual basis and credited against the normal income tax for the next three (3) succeeding taxable years.

Details of MCIT as at December 31 follow:

Year Incurred	Year of Expiration	2025	2024
2023	2026	75,353	75,353
2024	2027	139,982	139,982
		215,335	215,335
Less: Applied during the year		(210,967)	-
		4,368	215,335

Net Operating Loss Carry Over (NOLCO) recognized as at December 31 can be carried over as a deduction from gross taxable income in the next three (3) consecutive years and are presented as follows:

Year Incurred	Year of Expiration	2025	2024
2023	2026	2,070,639	2,070,639
2024	2027	88,166	88,166
		2,158,805	2,158,805
Less: Applied during the year		(2,158,805)	-
		-	2,158,805
Tax rate		20%	20%
		-	431,761

The components of DIT assets, net for the years ended December 31 are as follows:

	2025	2024
Retirement benefit obligation	406,113	554,290
Provision for employee bonuses	196,077	121,824
Allowance for doubtful accounts	100,222	33,961
Unrealized foreign exchange gain	(50,415)	(42,608)
MCIT	4,368	215,335
NOLCO	-	431,761
	656,365	1,314,563

Based on management's assessment, the tax benefits of DIT assets, net as at December 31, are expected to be realized from the financial reporting date as follows:

	2025	2024
To be recovered within 12 months	250,252	760,273
To be recovered after 12 months	406,113	554,290
	656,365	1,314,563

Management regularly reviews the recoverability of the DIT assets recognized. Realization of future tax benefit related to DIT assets is dependent on the Association's ability to generate future taxable income during the periods in which these are expected to be recovered. The Association has considered these factors in reaching a conclusion as to the amount of DIT assets recognized as at December 31, 2025 and 2024.

20 Supplementary information required by the Bureau of Internal Revenue (BIR)

The following supplementary information is presented for purposes of filing with the BIR and is not a required part of the basic financial statements.

(i) Output value-added tax (VAT)

Details of Association's output VAT declared in 2025 are as follows:

	Gross amount	Output VAT
Vatable sales	33,018,796	3,962,256
Sales to government	2,123,117	254,774
VAT exempt sales	10,255,856	-
	45,397,769	4,217,030

(ii) Input VAT

Details of the Association's input VAT claimed for the year ended December 31, 2025 are as follows:

Balance at January 1	-
Add: Current year's domestic purchases/payments for:	
Goods other than for resale or manufacture	239,073
Services lodged under other accounts	951,018
Total available input VAT	1,190,091
Less: Claims against output VAT	(1,190,091)
Balance, December 31	-

(iii) Importations

The Association did not import any goods for the year ended December 31, 2025, hence did not pay any custom duties and tariff fees.

(iv) Excise tax

The Association is not engaged in the importation, manufacture or production of certain specified goods or articles subject to excise tax for domestic sale or consumption or for any other disposition.

(v) Documentary stamp tax

The Association has no transactions for the year ended December 31, 2025 pertaining to acceptance, assignment, sale or transfer of an obligation, right, or property requiring payment of documentary stamp tax.

(vi) All other taxes and licenses

All other local and national taxes paid for the year ended December 31, 2025 consist of:

Business permits	17,499
Annual registration	500
	17,999

The above local and national taxes are presented as taxes and licenses within general and administrative expenses in Note 18.

(vii) Withholding taxes

Details of the Association's withholding taxes paid and accrued for the year ended December 31, 2025 are as follows:

	Paid	Accrued	Total
Withholding tax on compensation	1,091,897	145,021	1,236,918
Expanded withholding tax	642,953	67,249	710,202
	1,734,850	212,270	1,947,120

Withholding taxes payables are presented under payable to government agencies within payables and accrued expenses in Note 9.

(viii) Tax assessments/cases

There are no outstanding tax assessments and/or tax cases under preliminary investigation by the BIR, and litigation and/or prosecution in courts or bodies outside of the BIR as at December 31, 2025.