



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
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The following document has been received:

Receiving: DONNA ENCARNADO

Receipt Date and Time: January 09, 2026 10:07:28 AM

Company Information

SEC Registration No.: 0000039121

Company Name: PHILWEB CORPORATION

Industry Classification: C11920

Company Type: Stock Corporation

Document Information

Document ID: OST10109202683868702

Document Type: Current Report

Document Code: SEC_Form_17-C - *Share Purchase*

Period Covered: December 05, 2025

Submission Type: Amendment

Remarks: None

Acceptance of this document is subject to review of forms and contents

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. 5 December 2025
Date of Report (Date of earliest event reported)
2. SEC Identification Number 0000039121 3. BIR Tax Identification No. 000-141-527-000
4. PHILWEB CORPORATION
Exact name of issuer as specified in its charter
5. Philippines 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. 41st Floor, One San Miguel Avenue Condominium, San Miguel Avenue 1605
corner Shaw Boulevard, Ortigas Center, Pasig City Postal Code
Address of principal office
8. (+632) 8236-5577
Issuer's telephone number, including area code
9. N/A
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Stock Outstanding
Common and Preferred	1,595,046,164 (Exclusive of 81,380,938 shares in treasury) (Par value P1.00)

11. Indicate the item numbers reported herein:

Please see attached report dated 5 December 2025.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILWEB CORPORATION
Issuer

5 December 2025
Date



MARIA ANNA CRISTINA B. DE JESUS
Corporate Information Officer



GREGORIO ARANETA INCORPORATED

Since 1981

SUITE 6-A ADAMSON CENTRE, 121 L.P. LEVISTE ST., SALCEDO VILLAGE, MAKATI

PHONE: (632)813-1706/813-492 • FAX: (632)817-0935

05 December 2025

PHILWEB CORPORATION

41/F One San Miguel Avenue Bldg.,
1 San Miguel Avenue cor Shaw Blvd.,
Ortigas Center, Pasig 1605, Philippines

ATTN: **The Corporate Secretary**

Subject: **NOTICE OF AMENDMENT TO THE SHARE PURCHASE
AGREEMENT IN RELATION TO THE SALE OF
SHAREHOLDING IN PHILWEB CORPORATION**

Gentlemen:

We write to formally inform PhilWeb Corporation (the “**Corporation**”) that on 5th of December, Gregorio Araneta, Inc. (“**GAINC**”) executed an amendment to the Share Purchase Agreement (the “**Amended SPA**”) that was originally entered into on 8 October 2025 with Nexora Holdings Inc. (“**NHI**”) and Velora Holdings Inc. (“**VHI**”) (collectively, the “**Buyers**”).

Pursuant to the Amended SPA, GAINC has agreed to transfer, its aggregate shareholding in the Corporation, representing 57% of its issued and outstanding common shares, equivalent 829,574,354 common shares, for a total consideration of ₱1,800,176,348.18, or ₱2.17 per share.

The transfer shall be implemented in 2 tranches, as follows:

- (a) Tranche A, comprising a total of 488,164,071 common shares, representing 34% of the Corporation’s total issued and outstanding stock to NHI; and
- (b) Tranche B, comprising a total of 341,410,283 common shares, representing 23.78% of the Corporation’s total issued and outstanding stock to NHI and VHI.

As the transaction, particularly the transfer of the Tranche B shares, will result in the Buyers collectively holding more than 50% of outstanding voting shares of a public company, the Securities Regulation Code and its Implementing Rules and Regulations require the conduct by the Buyers of a mandatory tender offer to all remaining shareholders. The Buyers are expected to comply with this requirement as part of the conditions to the completion of the Tranche B shares within the period prescribed by law.



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GAINC shall keep the Corporation apprised of material developments concerning the foregoing transaction, including fulfilment of any and all conditions precedent to the closing or completion thereof, to enable the Corporation to undertake such corporate actions (including the filing of appropriate disclosures for the purpose) as may be required or appropriate in accordance with applicable laws, rules, and regulations.

Regards,

GREGORIO ARANETA, INC.

By: _____

Gregorio Araneta III

President & Chairman



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PHILWEB CORPORATION

41/F One San Miguel Avenue Bldg.,
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Ortigas Center, Pasig 1605, Philippines

ATTN: The Corporate Secretary

**Subject: NOTICE OF SALE OF SHAREHOLDING IN
PHILWEB CORPORATION**

Gentlemen:

We write to formally inform PhilWeb Corporation (the "Corporation") that as of October 8, 2025 Gregorio Araneta, Inc. ("GAINC"), together with Nexora Holdings Inc. and Velora Holdings Inc. (collectively, the "Buyers"), executed a Share Purchase Agreement covering the PhilWeb Corporation shares owned by GAINC.

Pursuant to the Share Purchase Agreement, GAINC has agreed to transfer, at the closing or completion of the transaction, its aggregate shareholding in the Corporation, representing fifty-seven percent (57%) of its issued and outstanding common shares, equivalent to Eight Hundred Twenty-Nine Million Five Hundred Seventy-Four Thousand Three Hundred Fifty-Four (829,574,354) common shares, for a total consideration of One Billion Eight Hundred Million Pesos (₱1,800,000,000.00), or ₱2.17 per share.

The Buyers are domestic holding companies duly organized and existing under Philippine law, established to acquire, hold, own, dispose of, exchange, or otherwise invest in securities, properties, and related assets, with full rights of ownership, including voting rights. None of the Buyers is engaged in securities brokering, portfolio management for third-party clients, public solicitation of investments, or the issuance of investment contracts.

As the acquisition involves control of more than thirty-five percent (35%) of the outstanding voting shares of a public company, the Securities Regulation Code and its Implementing Rules and Regulations require the conduct by the Buyers of a mandatory tender offer to all remaining shareholders. The Buyers are expected to comply with this requirement within the period prescribed by law.



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ATTN : **The Corporate Secretary**

Subject: **NOTICE OF SALE OF SHAREHOLDING IN
PHILWEB CORPORATION**

Gentlemen:

We write to formally inform PhilWeb Corporation (the “**Corporation**”) that on [Date of SPA Execution], Gregorio Araneta, Inc. (“**GAINC**”) executed a Share Purchase Agreement with Nexora Holdings Inc. and Velora Holdings Inc. (collectively, the “**Buyers**”).

Pursuant to the Share Purchase Agreement, GAINC has agreed to transfer, at the closing or completion of the transaction, its aggregate shareholding in the Corporation, representing fifty-seven percent (57%) of its issued and outstanding common shares, equivalent to Eight Hundred Twenty-Nine Million Five Hundred Seventy-Four Thousand Five Hundred Thirty-Four (829,574,534) common shares, for a total consideration of One Billion Eight Hundred Million Pesos (₱1,800,000,000.00), or ₱2.17 per share.

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