

COVER SHEET

C S 2 0 0 5 0 8 3 8 6
SEC Registration Number

B A L A I N I F R U I T A S , I N C .

[Empty grid]

[Empty grid]

[Empty grid]

(Company's Full Name)

6 8 D A T A S T . B R G Y . D O N M A N U E L ,

Q U E Z O N C I T Y

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

RALPH HECTOR ADRICULA
Contact Person

+(632) 8731-8886
Company Telephone Number

SEC FORM 17-C

1 2 3 1
Month Day
Fiscal Year

FORM TYPE

0 8 1 3
Month Day
Annual Meeting

[Empty box]

Secondary License Type, If Applicable

[Empty box]

Dept Requiring this Doc
Section

[Empty box]

Amended Articles Number /

[Empty box]

Total No. of Stockholders

Total Amount of Borrowings

[Empty box]

Domestic

[Empty box]

Foreign

To be accomplished by SEC Personnel concerned

[Empty box]

File Number

LCU

[Empty box]

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes

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.

BALAI NI FRUITAS INC.

Issuer



RALPH HECTOR P. ADRICULA
Compliance Officer

Date

January 15, 2026



January 15, 2026

THE PHILIPPINE STOCK EXCHANGE
6F PSE Tower, 5th Avenue corner 28th Street
Bonifacio Global City, Taguig City
Philippines 1634

Attention: **Atty. Johanne Daniel M. Negre**
Officer in Charge- Disclosure Department

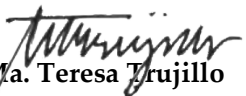
Subject: **2025 4th Quarter Report on the Disbursements of Initial Public Offering Proceeds**

Dear Mr. Negre,

In compliance with the disclosure requirements of the Philippines Stock Exchange, Inc., we are pleased to submit the following;

1. Summary of application of Proceeds from the Initial Public Offering as of December 31, 2025
2. Certification of Reyes Tacandong and Co. on the accuracy of information provided in relation to progress report.

We hope you find everything in order


Ma. Teresa Trujillo
Chief Financial Officer

BALAI NI FRUITAS INC.
Summary of Application of Proceeds
As of December 31, 2025

	Balance as at September 30, 2025	Movements during the quarter	Balance as at December 31, 2025
Gross proceeds	227,500,000.00		227,500,000.00
Offer expenses	(23,700,000.00)	-	(23,700,000.00)
Net proceeds	203,800,000.00	-	203,800,000.00
Use of proceeds			
Store network expansion and store improvement	(65,381,782.00)	(1,452,008.00)	(66,833,790.00)
Commissary set-up	(96,037,759.00)	(2,913,039.00)	(98,950,798.00)
Introduction of new concepts and potential acquisit	(11,582,719.00)	(1,021,096.00)	(12,603,815.00)
	(173,002,260.00)	(5,386,143.00)	(178,388,403.00)
Unapplied Proceeds	30,797,740.00	(5,386,143.00)	25,411,597.00



AGREED-UPON PROCEDURES ON THE USE OF PROCEEDS FROM THE INITIAL PUBLIC OFFERING

The Stockholders and the Board of Directors
BALAI NI FRUITAS, INC.
68 Data St. Brgy. Don Manuel
Quezon City, Philippines

Report of Factual Findings

We have performed the procedures agreed to by the management of BALAI NI FRUITAS, INC. (the "Company") with respect to the use of the proceeds from the Initial Public Offering (IPO) of the Company's common shares (the "Offering") for the quarter ended December 31, 2025, in connection with its compliance with the reportorial requirements of the Philippine Stock Exchange, Inc. (PSE). This may not be suitable for another purpose.

Our engagement was undertaken in accordance with the Philippine Standard on Related Services 4400 (Revised), *Agreed-upon Procedures Engagements*. An agreed-upon procedures engagement involves performing the procedures that have been agreed with you, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

Background

On December 27, 2021, the Stockholders and the Board of Directors (BOD) of the Company authorized the Offering of the Company's common shares with the PSE. This was approved by the Securities and Exchange Commission (SEC) and the PSE on May 24, 2022 and May 26, 2022, respectively.

On June 30, 2022, the Company's 325,000,000 common shares were officially listed at the PSE at an offer price of ₱0.70 per share.

Procedures Performed and Results

The agreed-upon procedures and the results are summarized as follows:

1. On December 22, 2025, the Company's BOD approved the reallocation of the use of IPO proceeds, increasing the amount allocated for "Commissary set-up" from ₱110.0 million to ₱112.0 million and "Store network expansion and store improvement program" from ₱73.8 million to ₱76.8 million with ₱2.0 million ₱3.0 million increase, respectively, coming from the "Acquisition opportunities and introduction of new concepts". This was disclosed to the PSE on December 23, 2025.

Details are as follows:

	Planned Allocation	Budget Reallocation	Updated Planned Allocation
Gross Proceeds	₱227,500,000	₱–	₱227,500,000
Offer Expenses	(23,700,000)	–	(23,700,000)
Net Proceeds	203,800,000	–	203,800,000
Use of Proceeds			
Commissary set-up	(110,000,000)	(2,000,000)	(112,000,000)
Store network expansion and store improvement program	(73,800,000)	(3,000,000)	(76,800,000)
Acquisition opportunities and introduction of new concepts	(20,000,000)	5,000,000	(15,000,000)
Total	(₱203,800,000)	₱–	(₱203,800,000)

We obtained the BOD resolution on the reallocation of the use of IPO proceeds and checked the disclosures made by the Company to the PSE. No exceptions were noted.

- We obtained the Company's Progress Report on the Use of the Proceeds from the Offering for the quarter ended December 31, 2025. A comparison of the planned use and actual use of the Proceeds as at December 31, 2025 is shown below:

	Actual			Updated Planned Allocation	Difference
	Balance as at September 30, 2025	Movements during the Quarter	Balance as at December 31, 2025		
Gross Proceeds	₱227,500,000	₱–	₱227,500,000	₱227,500,000	₱–
Offer Expenses	(23,700,000)	–	(23,700,000)	(23,700,000)	–
Net Proceeds	203,800,000	–	203,800,000	203,800,000	–
Use of Proceeds					
Commissary set-up	(96,037,759)	(2,913,039)	(98,950,798)	(112,000,000)	13,049,202
Store network expansion and store improvement program	(65,381,782)	(1,452,008)	(66,833,790)	(76,800,000)	9,966,210
Acquisition opportunities and introduction of new concepts	(11,582,719)	(1,021,096)	(12,603,815)	(15,000,000)	2,396,185
	(173,002,260)	(5,386,143)	(178,388,403)	(203,800,000)	25,411,597
Unapplied Proceeds	₱30,797,740	(5,386,143)	₱25,411,597	₱–	₱25,411,597

- We traced the disbursements pertaining to the use of the proceeds to the Company's cash disbursements books and compared them to the supporting sales invoices, official receipts, collection receipts, and billing statements. We also traced the cash disbursements to the bank statements to check that the issued checks have cleared the bank. No exceptions were noted.

The disbursements under the commissary set-up program, amounting to ₱2.9 million, relate to commissary repairs and maintenance, acquisition of commissary equipment, transportation equipment, and other commissary improvements.

The disbursements under the store network expansion and store improvement program, amounting to ₱1.5 million, pertain to the acquisition of store equipment, repairs and maintenance, marketing graphics and advertisements, furniture and fixtures, security deposits, and commercial supplies.

The disbursements under the acquisition opportunities and introduction of new concepts program, amounting to ₱1.0 million, relate to the purchase of raw materials inventory for Balai Coffee, Tropical Pandan Mamon, Savory Breads, and Yema Cake.

4. The unapplied proceeds as at December 31, 2025 are maintained in the following bank accounts:

Cash in time deposits	₱12,859,469
Cash in savings accounts	12,552,128
	<hr/>
	₱25,411,597

We traced the outstanding balance to the related bank statements and certificates of time deposits. No exceptions were noted.

The Company has acknowledged that the agreed-upon procedures are appropriate for the purpose of the engagement. The Company is responsible for the subject matter on which the agreed-upon procedures are performed.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion. Had we performed additional procedures or performed an audit or a review of the financial statements in accordance with Philippine Standards on Auditing or Philippine Standards on Review Engagements, other matters might have come to our attention that would have been reported to the Company.

We have complied with the relevant ethical requirements in making informed decisions about the courses of action that are appropriate in the circumstances of the agreed-upon procedures engagement. For the purpose of this engagement, there are no independence requirements with which we are required to comply.

Our Firm applies Philippine Standard on Quality Control (PSQC) 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, Other Assurance and Related Services Engagements*, and accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Our report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties. This report relates only to items specified in the foregoing and does not extend to any financial statements of the Company taken as a whole.

REYES TACANDONG & CO.


ARTHUR VINSON U. ONG

Partner

CPA Certificate No. 120745

Tax Identification No. 253-222-555-000

BOA Accreditation No. 4782/P-018; Valid until June 6, 2026

SEC Accreditation No. 120745-SEC Group A

Issued March 29, 2022

Valid for Financial Periods 2021 to 2025

BIR Accreditation No. 08-005144-015-2023

Valid until June 4, 2026

PTR No. 10764301

Issued January 2, 2026, Makati City

January 14, 2026

Makati City, Metro Manila