



ANNUAL CORPORATE GOVERNANCE REPORT OF:

Perla Compania De Seguros, Inc

- 1 For the calendar year ended : 2023
- 2 Certificate of Authority Number: 2022/11-R
- 3 Address of Principal Office 2nd Floor, Perla Manion Building, 117 Carlos Palanca, Jr. Street
Legaspi Village, Makati City 1229
- 4 Company Telephone Number: (+632) 8892-548 to 50
- 5 Company's Official Website www.perlainurance.com

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	COMPLIANT/NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent working board to foster the long-term success and sustainability of the corporation in a manner consistent with its corporate objectives and the long-term interests of its shareholders and other stakeholders			
Recommendation 1.1			
1 Board is composed of directors with collective working knowledge, experience, or expertise that is relevant to the company's industry/sector.	Compliant	See GIS	
2 Board has an appropriate mix of competence and expertise.	Compliant	See GIS	
3 Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	Information on website, Additional director information	
Recommendation 1.2			
1 Board is composed of a majority of non executive directors.	Compliant	See GIS	
Recommendation 1.3			
1 Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.	Compliant	Manual on Corp Governance found in Company website	
2 Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first time directors.	Compliant	Manual on Corp Governance found in Company website	
3 Company has relevant annual continuing training for all directors.	Non-Compliant	Training only done as needed usually every 2-3 years or when new director is brought in	

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Recommendation 1.4			
1 Board has a policy on board diversity.	Non-Compliant	Company is still working to increase board diversity and looking for suitable candidates	
Recommendation 1.5			
1 Board is assisted in its duties by a Corporate Secretary.	Non-Compliant	Manual on Corp Governance found in Company website	
2 Corporate Secretary is a separate individual from the Compliance Officer	Compliant	See key personnel	
3 Corporate Secretary is not a member of the Board of Directors	Non-Compliant	Corp Sec is more than capable of fulfilling both duties	
4 Corporate Secretary attends training/s on corporate governance.	Compliant	Attended director training as required	
Recommendation 1.6			
1 Board is assisted by a Compliance Officer.	Compliant	Manual on Corp Governance found in Company website	
2 Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3 Compliance Officer is not a member of the board.	Compliant		
4 Compliance Officer attends training/s on corporate governance annually.	Non-Compliant	Attends trainings as needed such as when new to the role	

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Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made and known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1 Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Minutes of meetings	
Recommendation 2.2			
1 Board oversees the development , review and approval of the company's business objectives and strategy.	Compliant	Minutes of Board Meetings	
2 Board oversees and monitors the implementation of the company's business objectives and strategy in order to sustain the company's long-term viability and strength.	Compliant	Minutes of Board Meetings	
Recommendation 2.3			
1 Board is headed by a competent and qualified Chairperson.	Compliant	Minutes of Board Meetings	
Recommendation 2.4			
1 Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Company tries to always have a second in command for various positions so that succession is smooth	
2 Board adopts a policy on the retirement for directors and key officers.	Compliant	HR Policy Employees are retired at 55, 1 year extensions can then be given for directors and officers based on their performance	

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Recommendation 2.5			
1 Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	Compliant	The Company sets Key Performance Indicators (KPI) targets for employees to achieve every 6 months and this affects salaries and bonuses.	
2 Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Depending of the officer, KPI could include measurable things like meeting regularly with clients to build lasting relationships	
3 Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Shareholders discuss remuneration of directors	
Recommendation 2.6			
1 Board has a formal and transparent board nomination and election policy	Compliant	Minutes of Annual Shareholders Meeting	
2 Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Manual on Corp Governance found in Company website	
3 Board nomination and election policy includes how the company accepts nominations from minority shareholders.	Compliant	Manual on Corp Governance found in Company website	
4 Board nomination and election policy includes how the board reviews nominated candidates.	Compliant	Manual on Corp Governance found in Company website	
5 Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant	Manual on Corp Governance found in Company website	



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Recommendation 2.6			
6 Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	Manual on Corp Governance found in Company website	
Recommendation 2.7			
1 Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transaction.	Compliant	Minutes of Annual Shareholders Meeting	
2 RPT policy includes appropriate review and approval of materials RPTs which guarantee fairness and transparency of the transactions.	Compliant	Minutes of Annual Shareholders meeting	
3 RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	Minutes of Annual Shareholders Meeting	
Recommendation 2.8			
1 Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive)	Compliant	Minutes of Organizational Meeting	



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Recommendation 2.8			
2 Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive)	Compliant	Minutes of Organizational Meeting	
Recommendation 2.9			
1 Board establishes an effective performance management framework that ensures that Management including the Chief Executive Officer performance is at par with the standards set by the Board and Senior Management.	Compliant	Minutes of Organizational Meeting	
2 Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	Minutes of Organization Meeting	
Recommendation 2.10			
1 Board oversees that an appropriate internal control system is in place	Compliant	Internal Audit reports to the board	
2 The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	Internal Audit reports to the board	
3 Board approves the internal Audit Charter.	Non-Compliant	Internal audit is under President and Treasurer for now	

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Recommendation 2.11			
1 Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Non-compliant	Board relies on internal audit to manage business risks	
2 The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposure, as well as the effectiveness of risk management strategies.	Non-Compliant	Board relies on internal audit to manage business risks	
Recommendation 2.12			
1 Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	Compliant	Manual on Corp Governance found in Company website	
2 Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	Manual on Corp Governance found in Company website	
3 Board Charter is publicly available and posted on the company's website.	Non-Compliant	Manual on Corp Governance found in Company website	



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<p>Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions and other key corporate governance concerns, such as nomination and remuneration. The composition functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.</p>			
Recommendation 3.1			
1 Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	See website, Manual on Corp Governance	
Recommendation 3.2			
1 Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes and compliance with applicable laws and regulations.	Compliant	Manual on Corp Governance found in Company website	
2 Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	Manual on Corp Governance found in Company website	
3 All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Manual on Corp Governance found in Company website	
4 The Chairman of the Audit Committee is not the Chairman of the Board or any other committee.	Compliant	Manual on Corp Governance found in Company website	

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Recommendation 3.3			
1 Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Non-Compliant	Not one of the committees in Manual of Corp Governance	
2 Corporate Governance Committee is composed of at least three members , majority of whom should be independent directors.	Non-Compliant	Not one of the committees in Manual of Corp Governance	
3 Chairman of the Corporate Governance Committee is an independent director.	Non-Compliant	Not one of the committees in Manual of Corp Governance	
Recommendation 3.4			
1 Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Non-Compliant	Not one of the committees in Manual of Corp Governance	
2 BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-Compliant	Not one of the committees in Manual of Corp Governance	
3 The Chairman of the BROC is not the Chairman of the Board or of any other committee	Non-Compliant	Not one of the committees in Manual of Corp Governance	
4 At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non-Compliant	Not one of the committees in Manual of Corp Governance	

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Recommendation 3.5			
1 The Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Non-Compliant	Not one of the committees in Manual of Corp Governance	
2 RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including the Chairman.	Non Compliant	Not one of the committees in Manual of Corp Governance	
Recommendation 3.6			
1 All established committee have a Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Manual on Corp Governance found in Company website	
2 Committee Charters provide standards for evaluating the performance of the Committee.	Compliant	Manual on Corp Governance found in Company website	
3 Committee Charters were fully disclosed on the company website.	Compliant	Manual on Corp Governance found in Company website	



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Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1 The Directors attend and actively participate in all meetings of the Board Committees and shareholders in person or through tele/video conferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Minutes of Board Meetings	
2 The directors review meeting materials for all Board and Committee meetings.	Compliant	Minutes of Board Meetings	
3 The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Minutes of Board Meetings	
Recommendation 4.2			
1 Non-executive directors concurrently serve as directors to a maximum of five Insurance Commission Regulated Entities (ICREs) and publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	Manual on Corp Governance	



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Recommendation 4.3			
1 The directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company.	Non-Compliant	This is not required in corp governance manual. They only have to keep less than 5 directorships in ICREs	
Principle 5: The board should endeavor to exercise an objective and independent judgement on all corporate affairs.			
Recommendation 5.1			
1 The Board is composed of at least twenty percent (20%) Independent directors.	Compliant	Found in Company's General Information Sheet (GIS)	
Recommendation 5.2			
1 The independent directors possess all the necessary qualification and none of the disqualification to hold the position.	Compliant	Information on website Profile off Directors	



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Recommendation 5.3			
<p>1 The Independent directors serve for a maximum cumulative term of nine years.</p> <p>As far as Insurance Companies are concerned, the foregoing term limit shall be reckoned from 02 January 2015 while the reckoning date for the Pre-Need Companies and Health Maintenance Organizations shall be from 21 September 2016.n</p> <p>For the covered entities, all previous terms served by exiting independent Directors prior to the effectivity of this Circular shall both be included in the application of the term limit prescribed in the item.</p>	Compliant	Manual on Corp Governance found in Company website	
<p>2 The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	Compliant	Manual on Corp Governance found in Company website	
<p>3 In the instance that the company retains an independent director in the same capacity after nine years, the board submits to the insurance Commission a formal written justification and seek shareholder's approval during the annual shareholders meeting.</p>	Compliant	Manual on Corp Governance found in Company website	

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Recommendation 5.4			
1 The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Chairperson – Judy Lou CEO – Jeffrey Lim	
2 The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Manual on Corp Governance found in Company website	
Recommendation 5.5			
1 If the Chairman of the Board is not an independent director or where the roles of Chairman and CEO are being held by one person, the Board should designate a lead director among the independent directors.	Compliant	Rodolfo Ang is lead director among independent directors	
Recommendation 5.6			
1 Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.	Compliant	Rules on Related Party Transactions	
Recommendation 5.7			
1 The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit. Compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the corporation.	Non-Compliant	All audit committee directors meet together with Internal and External audit	
2 The meetings are chaired by the lead independent director.	Non-Compliant	All audit committee directors meet together with Internal and External audit	

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Principle 6: The best measure of the Board effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1 The Board conducts an annual assessment of the performance as a whole.	Non-Compliant	Performance assessed by shareholders not the board	
2 The performance of the Chairman is assessed annually by the Board.	Non-Compliant	Performance assessed by shareholders not the board	
3 The performance of the individual member of the Board is assessed annually by the Board.	Non-Compliant	Performance assessed by shareholders not the board	
4 The performance of each committee is assessed annually by the Board.	Non-Compliant	Performance assessed by shareholders not the board	
5 Every three years, the assessment are supported by an external facilitator.	Non-Compliant	Performance assessed by shareholders not the board	
Recommendation 6.2			
1 Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Non-Compliant	Shareholders can replace board members as needed	
2 The system allows for a feedback mechanism from the shareholders.	Compliant	Shareholders can raise comments, criticisms or replace board during shareholder meetings	



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Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1 Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Manual on Corp Governance found in Company website	
2 The Code is properly disseminated to the Board, senior management and employees.	Compliant	Manual on Corp Governance found in Company website	
3 The code is disclosed and made available to the public through the company website .	Compliant	www.perlainurance.com	
Recommendation 7.2			
1 Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Internal Audit reports to the board violations	
2 Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	Internal audit reports to the board violations	



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Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1 Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	The financial statements, synopsis, GIS and other documents required by IC/SEC are available online.	
Recommendation 8.3			
1 Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgement.	Compliant	Directors' Bio is available	
2 Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgement.	Non-Compliant	Not all executives have agreed to having their qualifications listed online. Company respects their preference	

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Recommendation 8.4			
1 Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.	Non-Compliant	Not all board members agreed to this. We respect their privacy	
2 Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.	Non-Compliant	Not all board members agreed to this. We respect their privacy	
3 Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-Compliant	Not all board members agreed to this. We respect their privacy	
Recommendation 8.5			
1 Company discloses is policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Manual on Corporate Governance, Annual Shareholders meeting	

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Recommendation 8.5			
2 Company discloses material or significant RPTs in its Annual Company Report or Annual Corporate Governance Report, reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders meeting during the year.	Compliant	No material or significant RPTs as discussed in Annual shareholders meeting	
Recommendation 8.7			
1 Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	www.perlainsurance.com	
2 Company's MCG is posted on its company website.	Compliant	www.perlainsurance.com	
Principle 9: The company should established standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1 Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Annual shareholders meeting	
2 The appointment, re-appointment, removal and fees of the external auditor is recommended b the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	Annual Shareholders meeting	

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Recommendation 9.1			
3 For removal of the external auditor, the reasons for removal or change are disclosed to the regulations and the public through the company website and required disclosures.	Non-Compliant	Issue has never arisen and has not been fully discussed. Current procedure just dictates that board must vote and shareholders are notified	
Recommendation 9.2			
1 Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. Exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. Exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Non-Compliant	Not all of these are enumerated in Manual on Corporate Governance	
2 Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Manual on Corp Governance found in Company website	
Recommendation 9.3			
1 Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	To avoid problems, the company does not ask the approved external auditor for any additional services.	

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Recommendation 9.3			
2 Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	To avoid problems, the company does not ask the approved external auditor for any additional services.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1 Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environment, social and governance (EESG) issues of its business, which underpin sustainability.	Non-Compliant	There is no policy on disclosure of non-financial information. Pertinent data is evaluated by the board on a case to case basis.	
2 Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Non-Compliant	There is no policy on disclosure of non-financial information. Pertinent data is evaluated by the board on a case to case basis.	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. The channel is crucial for informed decision making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1 The company should have a website to ensure a comprehensive , cost efficient, transparent, and timely manner of disseminating relevant information to the public.	Compliant	All information for the public is available on the website www.perlainsurance.com	

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Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1 Company has an adequate and effective internal control system in the conduct of its business.	Compliant	Internal Auditor checks on all operational and finance related functions.	
2 Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Company management ensures that there is not too much concentration of risk. Reinsurance and diversification are used.	
Recommendation 12.2			
1 Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	Internal Audit exists in house	
Recommendation 12.3			
1 The company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Information on CAE	
2 CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	Responsibilities of CAE	
3 In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Non-Compliant	Audit done in house	

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Recommendation 12.5			
1 In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Non-Compliant	Company is presently recruiting such a person to handle risks especially related to underwriting concentration	
2 CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities	Non-Compliant	Still recruiting the person	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1 Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Manual on Corporate Governance	
2 Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	www.perlainsurance.com	
Recommendation 13.2			
1 Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 21 days before the meeting.	Compliant	www.perlainsurance.com Remuneration is not discussed during shareholders meeting	

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Recommendation 13.3			
1 Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Annual shareholders meeting	
2 Minutes of the Annual and Special Shareholders' Meetings are available on the company website within five business days from the end of the meeting.	Compliant	Annual shareholders meeting	
Recommendation 13.4			
1 Board has an alternative dispute mechanism to resolve inter-corporate disputes in an amicable and effective manner.	Non-Compliant	The issue has not come up to the board	
2 The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Non-Compliant	The issue has not been brought up to the board.	

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Duties of Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders rights and/or interests are at stake, shareholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1 Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	GIS, Manual on Corporate Governance	
Recommendation 14.2			
1 Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Manual on Corporate Governance	
Recommendation 14.3			
1 Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Ester Berdida – HR Manager Julia Fideles- Corporate Secretary Shareholders can voice their complaints to these 2 assigned individuals with contact number 8892-9548	



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Principle 15: A mechanism for employee participation should be developed to create a symbolic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1 Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and its governance.	Non-Compliant	All work on this was halted during the pandemic.	
Recommendation 15.2			
1 Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Manual on Corporate Governance	
2 Board disseminate the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	All employees are notified when they first join the company. This is all repeated during annual trainings.	
Recommendation 15.3			
1 Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	Compliant	Manual on Corporate Governance . Employees are protected for whistleblowing	




ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 15.3			
2 Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Being handled by the HRD Head - Ester Berdida. Contact No. 8892-9548	
3 Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	If ever anything arises, these are discussed by the board during their meetings.	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1 Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow the business, while contributing to the advancement of the society where it operates.	Compliant	In the past, company was involved in tree planting, disaster relief and other environmental areas. All these programs were suspended since May 2020 or the start of the pandemic. Company's focus now is to help its own workers adjust to changes in the business environment.	

CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records.


Signed in the City of Makati, Metro Manila on the 23rd of June, 2022


Judy M. Lou
Chairperson of the Board


Julia Fideles
Corporate Secretary


Rodolfo Ang
Independent Director


Jeffrey Lim
President/CEO


James Julian Lim
Corporate Governance Compliance Officer


George Lee
Independent Director

SUBSCRIBED AND SWORN to before me this JUL 05 2022 day of 2022 by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification documents as follows:

Name	ID No	Date/Place Issued
Judy M. Lou	163-243-923	Feb 9, 1994
Jeffrey Lim	SSS 03-746,6326-0	
Julia Fideles	TIN 107-773-244	Oct 31, 1991
James Julian Lim	SSS 33-5976610-2	
Rodolfo Ang	TIN 107-266-967	AUG. 25, 1998
George Lee	TIN 111-958-588	

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NOTARY PUBLIC
ATTY. HENRY D. ADASA
NOTARY PUBLIC CITY OF MAKATI
NATIONAL COMMISSION 2004887 / 12/21/2021 Manila
RP NO. 170596 - 05/JUL/2022, PSAO
PTR NO. 0060107 - 03/01/2022 NIAA
ROLL NO. 296370, TIN: 173-625-639
MCLE CORP., INC. Y8-8080365 4/26/2019 valid April 04, 2025
URBAN DECA HOMES MANILA, 3-2, UNIT 303, TONDOK, MIA. (S)