

Guiding Reference	Assessor's Remarks
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B. Equitable Treatment of Shareholders

B.1 Shares and voting rights		
B.1.1	<p>Do the company's ordinary or common shares have one vote for one share?</p> <p>Response: Reference: Schedule C - BY-LAWS , Page 4 Section 7 - "At every meeting of the stockholders, each stockholder shall be entitled to vote in person or by proxy and, unless otherwise provided by law, he shall have one vote for each share of stock entitled to vote and standing in his name in the books of the Corporation at the record date.</p>	<p>OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (1) Within any series of a class, all shares should carry the same rights. All investors should be able to obtain information about the rights attached to all series and classes of shares before they purchase. Any changes in voting rights should be subject to approval by those classes of shares which are negatively affected.</p> <p>ICGN 8.3.1 Unequal voting rights Companies ordinary or common shares should feature one vote for one share. Divergence from a 'one-share, one-vote' standard which gives certain shareholders power which is disproportionate to their equity ownership should be both disclosed and justified.</p>
B.1.2	<p>Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?</p> <p>Response: Scheule B- PhilBritish have only one class of shares , Common Stocks - reference: Certificate of Filing of Amended Articles of Incorporation and Certificate of Approval of Increase of Capital Stock issued by the Security and Exchange Commission dated September 9, 2022.</p>	

B.2 Notice of AGM

<p>B.2.1</p>	<p>Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?</p> <p>Response: Each resolution taken-up in the Annual Stockholders' Meeting and the Annual Meeting of the Board of Director were dealt with only one item Reference: Schedule E - Minutes of the Annual Stockholders Meeting and the Meeting of the Board of Directors last April 20, 2023 and March 14, 2024 and the Certification of the completeness of the meetings of the Board of Directors from January 1, 2023 to December 31,</p>	<p>OECD Principle II (C) Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern shareholder meetings: (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting. (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p>	
<p>B.2.2</p>	<p>Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?</p> <p>Response: Schedule E-The notice of the meetings and the agenda are in English version. Based on Sch C - By-Laws Article III - Section 4 Notice of the Meetings - "except where expressly required by law, no publication of any notice of a meeting of stockholders shall be required,"</p>	<p>OECD Principle II (A) All shareholders of the same series of a class should be treated equally. (4) Impediments to cross border voting should be eliminated.</p> <p>ICGN 8.3.2 Shareholder participation in governance Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors in an individual basis and also the right to appoint external auditor.</p>	
<p><i>Does the notice of AGM/circulars have the following details:</i></p>		<p>ICGN 8.4.1 Shareholder ownership rights</p>	

B.2.3	<p>Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?</p> <p>Response: Schedule E and O: Secretray's Certificate of the Elected Officers in the last Annual Stockholder's Meeting and the Annual Meeting of the Board of Directors dated April 20, 2023 and copy of the Biographical Data of the Elected Board of Directors.</p>	The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.	
B.2.4	<p>Are the auditors seeking appointment/re-appointment clearly identified?</p> <p>Response: Reference-Schedule M - Engagement Letter from R.R. Tan and Associates dated November 6, 2023 duly signed by the Chairman of the Board-- Mrs. Rosario W. Cuyegkeng. Reference- Revised Manual on Corporate Governance - Plan of Compliance -Sec.</p>		
B.2.5	<p>Has an explanation of the dividend policy been provided?</p> <p>Response: Reference: Schedule C -By-Laws Article VIII - Dividends Sec. 2 Dividends; Revised Manual on Corporate Governance Section VII Shareholder's Benefit Item 5 A- paragraph 2.2 Investors Right and Protection , Rights to Dividends pages</p>		

B.2.6	<p>Is the amount payable for final dividends disclosed?</p> <p>Response: Schedule C - For the year 2023 no dividend declared. The Company need to meet the required minimum networth of Php1.3 Billion as of December 31, 2023. With reference to By-Laws -Article VIII Section 2 and the Revised Manual of Corporate Governance - pages 20-21 "no dividend shall be declared which would impair the capital of the Corporation."</p>		
B.2.7	<p>Were the proxy documents made easily available?</p> <p>Response: Schedule C - Ref: By-Laws Article III Section 8 Proxies - A stockholder is entitled to vote at any such stockholders' meeting may be represented and vote thereat by proxy appointed in a written instrument subscribed to by the stockholder or his duly authorized attorney-in-fact. page 4.</p>		

B.3 Insider trading and abusive self-dealing should be prohibited.

<p>B.3.1</p>	<p>Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?</p> <p>Response: Schedule F - Revised Manual of Corporate Governance- Section III Management Responsibility and Accountability - Item A- Conflict of Interest page 17 -Conflict of interest ; item B. Communication , Section IV- Corporate Independence page 17 enumerates the policies.rules prohibiting directors/coomissioners and employees with overlapping interest in the Corporation shall be disclosed to the Board and any material transactions involving such interest shall be similiary disclosed."</p>	<p>OECD Principle III (B) Insider trading and abusive dealing should be prohibited</p> <p>ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.</p> <p>ICGN 8.5 Shareholder rights of action ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>	<p>Default</p>
<p>B.3.2</p>	<p>Are the directors / commissioners required to report their dealings in company shares within 3 business days?</p> <p>Response: Reference: Schedule F -Amended Corporate Governance Section III Management Responsibility and Accountability Item A- Conflict of Interest and Communication required immediatel disclosure of any act involving any person with decision making authority with respect to the operation of the company , shall be disclosed to the whole board and CEO for proper action. Page 17</p>		

B.4 Related party transactions by directors and key executives.			
B.4.1	<p>Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?</p> <p>Response:Schedule F- Revised Manual of Corporate Governance - Section III Management Responsibility and Accountability Item A-Conflict of Interest page 17 and Code of Business Ethics and Compliance Section I - Conflict of Interest page 3-4.</p>	<p>OECD Principle III (C) Members of the board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the corporation.</p> <p>ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p>	Default
B.4.2	<p>Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders?</p> <p>Response: Schedule I - PhilBritish have a Charter of the Related Party Transactions Committee that defines the related parties, enumerates the related party transactions , duties and responsibilities of the RPT Committeeand its members and the guidelines in ensuring arm's length terms. Reference: Charter of the Related Party Transactions Committee pages 1-4.</p>	<p>ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p>	

B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted? Response: Schedule F - Page 17 A - Conflict of Interest.		Default
B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates? Response: Sch. F - No company policy on loans to directors and commissioners.		Default

B.5	Protecting minority shareholders from abusive actions
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<p>B.5.1</p>	<p>Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?</p> <p>Response: Schedule I- The enumerated list of RPT are transactions or dealings with related parties regardless of whether or not a price is charged -reference: Charter of Related Party Transactions Committee page 1.</p>	<p>OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (2) Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.</p> <p>ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p> <p>ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p>	
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B.5.2	<p>Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?</p> <p>Response: Ref: per Sch 1, page 2 Charter of Related Party Transactions Committee Section II - Duties and Responsibilities of the Board Committee and the Guidelines in ensuring arm's length terms.</p>		
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