



May 30, 2025

PHILIPPINE DEALING AND EXCHANGE CORP.
29/F, BDO Equitable Tower
8751 Paseo de Roxas, Makati City

Attention: Atty. Suzy Claire R. Selleza
Head - Issuer Compliance and Disclosure Department

Gentlemen:

Please find attached a copy of the following disclosures filed with the Philippine Stock Exchange:

1. PSE Disclosure Form I-ACGR – Integrated Annual Corporate Governance Report.

Thank you.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'Juan Antonio M. Evangelista'.

ATTY. JUAN ANTONIO M. EVANGELISTA
Corporate Secretary

SECURITIES AND EXCHANGE COMMISSION
SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended
Dec 31, 2024
2. SEC Identification Number
93269-A
3. BIR Tax Identification Number
000-361-376-000
4. Exact name of issuer as specified in its charter
ROBINSONS LAND CORPORATION
5. Province, country or other jurisdiction of incorporation
Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Metro
Manila
Postal Code
1100

8. Issuer's telephone number, including area code
(02)8397-1888

9. Former name, former address, and former fiscal year, if changed since last report
N/A

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



Robinsons Land Corporation RLC

PSE Disclosure Form I-ACGR - Integrated Annual Corporate Governance Report
Reference: SEC Code of Corporate Governance for Publicly-Listed Companies, PSE
Corporate Governance Guidelines, and ASEAN Corporate Governance Scorecard

Description of the Disclosure

Please find attached the Integrated Annual Corporate Governance Report (I-ACGR) of Robinsons Land Corporation for the year ended 2024 as filed with the Securities and Exchange Commission.

Filed on behalf by:

Name	Juan Antonio Evangelista
Designation	Corporate Secretary

COVER SHEET

9 3 2 6 9 - A
S.E.C. Registration Number

R O B I N S O N S L A N D C O R P O R A T I O N
(Company's Full Name)

L E V E L 2 G A L L E R I A C O R P O R A T E C
E N T E R , E D S A C O R N E R O R T I G A S A
V E N U E , Q U E Z O N C I T Y
(Business Address: No. Street City/Town/Province)

KERWIN MAX S. TAN
Compliance Officer
Contact Person

8397-1888
Company Telephone Number

1 2
Month Fiscal Year

3 1
Day

I - A C G R
FORM TYPE

Last Wednesday of May
Month Day Annual Meeting

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

SEC-BED Order No.125, Series of 1989; SEC-BED Order No.435, Series of 1989; SEC-BED Order No.523, Series of 1993;
SEC-BED Order No.524 Series of 1993; SEC-BED Order No. 572, Series of 1995; SEC-BED Order No. 057, Series of 1997;
SEC-CFD Order No. 128, Series of 2006; and SEC-MSDR Order No. 71, Series of 2015
Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks: pls. use blank ink for scanning purposes



ROBINSONS LAND CORPORATION

LEVEL 2, GALLERIA CORPORATE CENTER, EDSA CORNER ORTIGAS AVENUE, QUEZON CITY
TEL. NO.: 633-7631, 637-1670, 240-8801 FAX NO.: 633-9387 OR 633-9207

26 May 2025

SECURITIES AND EXCHANGE COMMISSION

G/F Secretariat Building
PICC Complex, Roxas Boulevard, Pasay City

Attention: **Atty. Rachel Esther J. Gumtang-Remalante**
Director, Corporate Governance and Finance Department

THE PHILIPPINE STOCK EXCHANGE, INC.

6/F PSE Tower
28th street corner 5th Avenue
Bonifacio Global City, Taguig City

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

In compliance with the SEC Memorandum Circular No. 15, Series of 2017 on the submission of the Integrated Annual Corporate Governance Report (I-ACGR), we submit to the Commission the fully accomplished I-ACGR of Robinsons Land Corporation (RLC) covering the year 2024.

KERWIN MAX S. TAN
COMPLIANCE OFFICER
TIN # 169-981-320



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

- | | |
|--|--|
| 1. For the calendar year ended | 2024 |
| 2. SEC Identification Number SEC Registration No. | 93269-A |
| 3. BIR Tax Identification No. TIN No. | 000361376000 |
| 4. Exact name of issuer as specified in its charter | ROBINSONS LAND CORPORATION |
| 5. Metro Manila, Philippines | 6. <input type="text"/> (SEC Use Only) |
| Province, Country or other jurisdiction of incorporation or organization | Industry Classification Code: |
| Level 2, Galleria Corporate Center, EDSA
corner Ortigas Avenue, Quezon City, Metro Manila | 1100 |
| 7. Address of principal office | Postal Code |
| 8397-1888 | |
| 8. Issuer's telephone number, including area code | |
| None | |
| 9. Former name, former address, and former fiscal year, if changed since last report. | |



**ROBINSONS LAND
CORPORATION**

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT
AS OF DECEMBER 31, 2024**

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	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 of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best 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	<p>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors of the Directors are disclosed in the following:</p> <p>Definitive Information Statement (DIS), Profiles of the Nominees for Election to the Board of Directors for the Year 2024, pages 9-12, LINK Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 128-135, LINK</p> <p>Annual Report SEC Form 17-A, Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, page 94-101, LINK</p>	
2. Board has an appropriate mix of competence and expertise.	Compliant	<p>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance are provided in the Company's Revised Corporate Governance Manual.</p>	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the	Compliant	<p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, 2. Qualifications for or Disqualification from Directorship, page 10-12, LINK</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
needs of the organization.			

Recommendation 1.2

1. Board is composed of a majority of nonexecutive directors.

Compliant

The Company’s Board is composed of 9 board members elected during the 2024 Annual Stockholders’ Meeting (ASM). The President and CEO is elected as a sole Executive Director while the other 8 members are Non-Executive Directors (NEDs), four (4) of which are Independent Directors and one (1) is a woman.

No.	RLC		Type of Directorship		
	Name	Position	ED	NED	ID
1	James L. Go	Director, Chairman Emeritus		✓	
2	Lance Y. Gokongwei	Director, Chairman, President and CEO	✓		
3	Patrick Henry C. Go	Director		✓	
4	Johnson Robert G. Go Jr.	Director		✓	
5	Robina Gokongwei-Pe	Director		✓	
6	Omar Byron T. Mier	Lead Independent Director			✓
7	Vivencio B. Dizon	Independent Director			✓
8	Bienvenido S. Bautista	Independent Director			✓
9	Jose T. Pardo	Independent Director			✓
Total			1	4	4

The directors and the type of their directorships are disclosed in the following:

Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 128-135, [LINK](#)

Company Website, About Us> Board of Directors and Officers, [LINK](#)

Annual Report SEC Form 17-A, Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 94-101, [LINK](#)

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 1.3			
<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	Compliant	<p>The company’s Board Charter and Manual on Corporate Governance relating to its policy on training of director are found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article IX Communication, Education and Training, page 38, LINK</p>	
<p>2. Company has an orientation program for first time directors.</p>	Compliant	<p>The orientation program of directors is found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article IX Communication, Education and Training, page 38, LINK</p> <p>In-house Corporate Governance Training for Directors and Executives was held on September 10, 2024 entitled, “Building a Resilient Gokongwei Group: Corporate Governance Training on Sustainability, Cybersecurity, and Integrity”.</p> <p>¹Mr. James L. Go has been granted permanent exemption from the Corporate Governance Training requirement as stated in the Letter dated November 12, 2015 from the SEC Corporate Governance and Finance Department.</p> <p>Refer to ANNEX 1 for the Director’s Corporate Governance Training Attendance Certificate and ANNEX 2 for the SEC Corporate Governance Training Accreditation Memo</p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	Non-Compliant		<p>The Company sees to it that the members of the board are committed and have the necessary</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			<p>capabilities to perform their roles and responsibilities.</p> <p>In-house Corporate Governance Training for directors and executives were held via webinar on September 10, 2024 entitled “Building a resilient Gokongwei Group: Corporate Governance Training on Sustainability, Cybersecurity, and Integrity”. Substantially all directors attended the corporate governance training.</p> <p>Refer to ANNEX 1 for the Director’s Corporate Governance Training Attendance Certificate and ANNEX 2 for the SEC Corporate Governance Training Accreditation Memo</p>
Recommendation 1.4			
<p>1. Board has a policy on board diversity.</p>	<p>Compliant</p>	<p>In accordance with the best practices in Corporate Governance and the implementation of the Company’s Board Diversity Policy, the Board is diverse in terms of expertise, gender and professional experiences. The Company’s Board is composed of 9 board members elected during the 2024 Annual Stockholders’ Meeting (ASM). The President and CEO is elected as a sole Executive Director while the other 8 members are Non-Executive Directors (NEDs), four (4) of which are Independent Directors and one (1) is a woman.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Information on the company’s board diversity policy is disclosed in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.3 Responsibility, Duties and Functions of the Board, 3.2.4. page 12, LINK</p> <p>Company Website, Governance> Company Policies> Board Diversity Policy, LINK</p>	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	<p>The Company recognizes the benefits of having a diverse Board, and its increasing value in maintaining sound corporate governance, achieving strategic objectives, realizing sustainable growth and balanced development.</p> <p>Board diversity shall be considered from varied aspect when structuring the Board’s composition including but not limited to gender, age, culture and educational background, geographical location, professional experience, skills, knowledge, and length of service of directors, and other regulatory requirements, etc. The Board shall likewise strive to ensure that there is independence in the Board membership and may consider having women in the Board.</p> <p>Company Website, Governance> Company Policies> Board Diversity Policy, LINK</p> <p>Corporate Governance Committee Charter, Section 4. Duties and Responsibilities (page 2-3); Section 5. Reporting Process (page 3); Section 6. Performance Assessment (page 3), LINK</p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	Atty. Juan Antonio M. Evangelista is the Corporate Secretary of the RLC. He handles various corporate secretarial functions of a number of companies within the Group. He obtained his Juris Doctor degree from Xavier University-Ateneo de Cagayan in 1998. He was admitted to the Philippine Bar in 1999.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	Atty. Evangelista is not the Compliance Officer of the Company and not a member of the Board of Directors.	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	Information on the Corporate Secretary, including his/her name, qualifications, duties and functions directorships are disclosed in the following: Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, E. The Corporate Secretary, pages 25-26, LINK Annual Report SEC Form 17-A , Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, page 100-101, LINK Company Website , About Us> Board of Directors and Officers, LINK	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Atty. Evangelista attended the in-house Corporate Governance Training for Directors and Executives held on September 10, 2024 entitled, “Building a Resilient Gokongwei Group: Corporate Governance Training on Sustainability, Cybersecurity, and Integrity”.	

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		Refer to ANNEX 1 for the Corporate Secretary's Corporate Governance Training Attendance Certificate and ANNEX 2 for the SEC Corporate Governance Training Accreditation Memo	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.		The Corporate Secretary distributed the board meeting materials at least five business days before scheduled meeting:	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Kerwin Max S. Tan, is the Chief Financial Officer and Chief Risk and Compliance Officer of RLC effective March 1, 2016. Previously, he was appointed as the Vice President - Treasurer of RLC in October 2014 and Vice President and Deputy Treasurer of RLC in January 2014. Before this assignment, he was the Vice President for Operations of RLC Residences effective March 1, 2007. Prior to working in RLC, he worked in various divisions of Citibank N.A. for nine years. His last position at Citibank N.A. was Assistant Vice President and Head of Cash Management Operations. He received a degree in Bachelor of Science in Industrial Engineering from the University of the Philippines, Diliman.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	Information on the Company's Compliance Officer, including his/her name, position, qualifications, duties and functions are disclosed in the following: Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, H. Compliance Officer, page 31, LINK	

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		Definitive Information Statement (DIS) , Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, page 132, LINK	
3. Compliance Officer is not a member of the board.	Compliant	Annual Report SEC Form 17-A , Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, page 98, LINK Company Website , About Us> Board of Directors and Officers, LINK	
4. Compliance Officer attends training/s on corporate governance.	Compliant	The Compliance Officer attended the in-house Corporate Governance Training for Directors and Executives held on September 10, 2024 entitled, “Building a Resilient Gokongwei Group: Corporate Governance Training on Sustainability, Cybersecurity, and Integrity”. Refer to ANNEX 1 for the Compliance Officer’s Corporate Governance Training Attendance Certificate and ANNEX 2 for the SEC Corporate Governance Training Accreditation Memo	
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 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	The following contains the information on how the directors performed their duties: Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, A.4. Specific Duties and Responsibilities of a Director, page 13-14, LINK	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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		<p>Definitive Information Statement (DIS), Item 5. Directors and Executive Officers, (g) Certain Relationships and Related Party Transactions, 3. Appraisals and Performance Report for the Board, page 24, LINK</p> <p>Company Website, Disclosures> Meetings> Minutes of Annual Stockholders' Meeting, LINK</p>	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	<p>The following contains the information on how the directors performed this function:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board, 3.2.2, page 12, LINK</p> <p>Business objectives and strategies are reviewed and approved annually.</p>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>Company Website, Disclosures> Meetings> Minutes of Annual Stockholders' Meeting, LINK</p>	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>The company's vision, mission and core values can be found in:</p> <p>Company Website, About Us> Principles, Missions, and Visions, LINK</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board, 3.2.8, page 13, LINK</p>	
2. Board has a strategy execution process	Compliant	<p>The following contains information on the strategy execution process:</p>	

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that facilitates effective management performance and is attuned to the company’s business environment, and culture.		<p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board, 3.2.2, page 12, LINK</p> <p>Annual Report SEC Form 17-A, Part 1, Business and General Information; pages 8-67, LINK</p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>The Company’s Chairman is Lance Y. Gokongwei. The following contains the information on the Chairperson, including his name and qualifications:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, C. Chairman, page 24, LINK</p> <p>Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, a. Directors’ and Key Officers’ Experience, Lance Y. Gokongwei, page 129, LINK</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>The company’s succession planning policies and programs and its implementation are disclosed in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board, 3.2.3, page 12; A.5. Internal Controls and Responsibilities of the Board, 5.1.5, page 14; B.3. Corporate Governance Committee, 3.3. Functions, 3.3.4, page 19, LINK</p>	
2. Board adopts a policy on the	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
retirement for directors and key officers.		Company Website , Governance> Company Policies> Succession Planning and Remuneration Policy, LINK	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	The following contains information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance. Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, B.3. Corporate Governance Committee, 3.3.6, page 19, LINK	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	Company Website , Governance> Company Policies> Succession Planning and Remuneration Policy, item 12 and 13, page 3, LINK	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.		Provide proof of board approval	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

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<p>2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.</p>		<p>Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.</p>	
Recommendation 2.6			
<p>1. Board has a formal and transparent board nomination and election policy.</p>	Compliant	<p>The following contains information on the company’s nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders; proof that minority shareholders have a right to nominate candidates to the board; information that there was an assessment of the effectiveness of the Board’s processes in the nomination, election or replacement of a director.</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A. 3.2. Duties and Functions of the Board, 3.2.4, page 12; B.3. Corporate Governance Committee, 3.3.5, page 19, LINK Company Website, Company Policies> Board Nomination and Election Policy, LINK</p> <p>Company Website, Disclosures> Meetings> Notice of Annual Stockholders’ Meeting, LINK</p>	
<p>2. Board nomination and election policy is disclosed in the company’s Manual on Corporate Governance.</p>	Compliant		
<p>3. Board nomination and election policy includes how the company accepted nominations from</p>	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
minority shareholders.			
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
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		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
Optional: Recommendation 2.6			
1. Company uses professional search firms or other external sources of candidates (such as		Identify the professional search firm used or other external sources of candidates	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

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director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.			
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 transactions.	Compliant	<p>The following contains the company’s policy on related party transaction, including policy on review and approval of significant RPTs:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.3 Responsibilities, Duties and Functions of the Board, 3.2. Duties and Functions of the Board, 3.2.5, page 12; B.5 Related Party Transaction Committee, 5.3. Functions of the Related Party Transactions Committee, page 22-23, LINK</p> <p>Company Website, Governance> Company Policies> Material Related Party Transaction Policy, LINK</p> <p>All related party transactions for the financial year are related to the regular business operations consummated on an arms-length basis.</p>	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	<p>Annual Report SEC Form 17-A, Part III – Control and Compensation Information, Item 16. Certain Relationships and Related Party Transactions, page 104; Notes to Consolidated Financial Statements, Note 20, pages 280-284, LINK</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

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<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>		
Supplement to Recommendations 2.7			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any</p>	<p>Compliant</p>	<p>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Company Website, Governance> Company Policies> Material Related Party Transaction Policy, Definition of Terms, item 7 and 8, page 4; Approval of MRPT, item 4 and 5, page 7, LINK</p> <p>Materiality Threshold refers to ten percent (10%) of the Company’s total consolidated assets based on its latest audited financial statements. All individual MRPTs shall be approved by at least two-thirds (2/3) vote of the Board of Directors, with at least a majority of the Independent Directors voting to approve the MRPT. In case that a majority of the Independent Directors’ vote is not secured, the MRPT may be ratified by the vote of the stockholders representing at least two thirds (2/3) of the outstanding capital stock.</p> <p>Annual Report SEC Form 17-A, Notes to Consolidated Financial Statements, Note 20, G. Payable to affiliated companies, page 284, LINK</p> <p>Definitive Information Statement (DIS), Notes to Consolidated Financial Statements, Note 20, G. Payable to affiliated companies, page 318, LINK</p>	

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<p>twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>			
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>Provide information on voting system, if any.</p> <p>Definitive Information Statement (DIS), Item 4. Submission of Matters to a Vote of Security Holders, page 96, LINK</p> <p>Amended By-Laws, Article VII Meetings of Stockholders, 7. Minutes, page 3, LINK</p> <p>Company Website, About Us>Articles of Incorporation> Amended ByLaws, LINK</p>	
<p>Recommendation 2.8</p>			
<p>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</p>	<p>Compliant</p>	<p>The following contains the Board's policy and responsibility for approving the selection of management:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board, 3.2.6, page 12; VII Corporate Governance Monitoring and Self-Assessment, page 36, LINK</p> <p>Company Website, Governance> Company Policies> Succession Planning and Remuneration Policy> Appointment and Succession Plan for the Board, Nos. 3 and 4, pages 1-2, LINK</p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Officer, Chief Compliance Officer and Chief Audit Executive).		<p>Company Website, About Us> Articles of Incorporation> By-Laws> Article II. The Board of Directors, 4. Powers, pages 5-6, LINK</p> <p>Company Website, About Us> Articles of Incorporation> Amended By-Laws> Article II. The Board of Directors, Section 4: Powers, pages 5-6, LINK</p>	
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	<p>The following contains the Board’s policy and responsibility for assessing the performance of management:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board, 3.2.6, page 12; Article VII Corporate Governance Monitoring and Self-Assessment, page 36, LINK</p> <p>Company Website, Governance> Company Policies> Succession Planning and Remuneration Policy, page 2, LINK</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board, 3.2.6, page 12; Article VII Corporate Governance Monitoring and Self-Assessment, pages 36-37, LINK</p> <p>Company Website, Governance> Company Policies> Succession Planning and Remuneration Policy, Appointment and Succession Plan for Senior Management, No. 6, page 2, LINK</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>Senior Executive’s performance is assessed annually after the end of the Financial Year.</p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management’s performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>The following contains the Board’s performance management framework for management and personnel:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board, 3.2.6 and 3.2.7, page 12; Article VII Corporate Governance Monitoring and Self-Assessment, page 36, LINK</p> <p>Company Website, Governance> Company Policies> Succession Planning and Remuneration Policy, No. 6, page 2, LINK</p>	
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	<p>Senior Executive’s performance is assessed annually after the end of the Financial Year.</p> <p>Company Website, About Us> Articles of Incorporation> By-Laws> Article II-A Executive Committee, page 9, LINK</p>	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<p>The following provide information on the Board’s responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system:</p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board, 3.2.7 and 3.2.14, pages 12-13; 5. Internal Control Responsibilities of the Board, page 14; B. Board Committees, 2. Audit Committee, 2.1. Role of the Audit Committee, page 16; F. Internal Audit, 4. Responsibilities of Internal Audit, page 28, LINK	
3. Board approves the Internal Audit Charter.	Compliant	The following are the links to the company’s Internal Audit Charter: Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, B. Board Committees, 2. Audit Committee, 2.1. Role of the Audit Committee, page 16; F. Internal Audit, 4. Responsibilities of Internal Audit, 4.1, page 28, LINK Company Website , Governance> Board Committees> Audit Committee Charter, LINK	
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	Compliant	The following shows the Board’s oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework. Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board, 3.2.7, page 12; 4. Board Risk Oversight Committee, 4.1. Role of the BROCC, page 20; G. Enterprise Risk Management, pages 29-30, LINK	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
manage key business risks.		Company Website , Governance> Enterprise Risk Management, LINK	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	Definitive Information Statement (DIS) , 32. Financial Risk Management Objectives and Policies Risk Management Structure; page 348-355, LINK	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	The Company's Charter of the Board is incorporated in the RCGM and is posted on the company website. The Board Charter, among others, formalizes and clearly states the Board's roles, responsibilities and accountabilities in carrying out its duties and serves as a guide to the directors in the performance of their functions. Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, B. Board Committees, 1. Appointment of Members and Adoption of Committee Charter, pages 15-16, LINK	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	Company Website , Governance> Board Committees> Board Committee Charter, LINK Board Committee Charter RLC Audit Committee Charter , LINK	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
3. Board Charter is publicly available and posted on the company's website.	Compliant	<p>RLC Corporate Governance Committee Charter, LINK</p> <p>RLC Board Risk Oversight Committee Charter, LINK</p> <p>RLC Related Party Transaction Committee Charter, LINK</p>	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	<p>Information on or link/reference to a document showing company's insider trading policy is found in:</p> <p>Company Website, Governance> Company Policies> Insider Trading Policy, LINK</p>	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	<p>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</p> <p>Company Website, Governance> Company Policies> Directors, Officers, Stockholders and Related Interests (DOSRI), LINK</p> <p>Company Website, Governance> Company Policies> Material Related Party Transactions Policy, Policy Statement, page 3, LINK</p>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <p>Company Website, About Us> Articles of Incorporation> By-Laws, Article II Board of Directors, Section 4: Powers, pages 5-6, LINK</p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<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>			
<p>Recommendation 3.1</p>			
<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>Information on all the board committees established by the company are disclosed in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, B. Board Committee, pages 15-24 LINK</p> <p>Company Website, Governance> Board Committees, LINK</p>	
<p>Recommendation 3.2</p>			
<p>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.</p>	<p>Compliant</p>	<p>Information regarding the Company’s Audit Committee, including its functions are disclosed in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, B.2. Audit Committee, pages 16-18, LINK</p> <p>Company Website, Governance> Board Committees> Audit Committee Charter, LINK</p> <p>The Audit Committee’s responsibility to recommend the appointment and removal of the company’s external auditor is documented and can be found in:</p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION						
		<p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, B.1. Audit Committee, 2.3. Functions of the Audit Committee, 2.3.11, page 17; Article V. Accountability and Audit, B., page 33, LINK</p>							
<p>2. Audit Committee is composed of at least three appropriately qualified nonexecutive directors, the majority of whom, including the Chairman is independent.</p>	<p>Compliant</p>	<p>Information on the members of the Audit Committee, including their qualifications and type of directorship are disclosed and can be found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, B.2. Audit Committee, 2.2. Organization of the Audit Committee, 2.2.2, page 16, LINK</p> <p>The Audit Committee is composed of 4 Independent Directors.</p> <table border="1" data-bbox="667 812 1239 1055"> <thead> <tr> <th>Position</th> <th>Name of Director</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>Omar Byron T. Mier (ID)</td> </tr> <tr> <td>Members</td> <td> Bienvenido S. Bautista (ID) Vivencio B. Dizon (ID) Jose T. Pardo (ID) </td> </tr> </tbody> </table> <p>Company Website, Governance> Board Committees, Audit Committee, LINK</p> <p>PSE EDGE, List of Committees and Membership, LINK</p> <p>Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; pages 128-135, LINK</p>	Position	Name of Director	Chairman	Omar Byron T. Mier (ID)	Members	Bienvenido S. Bautista (ID) Vivencio B. Dizon (ID) Jose T. Pardo (ID)	
Position	Name of Director								
Chairman	Omar Byron T. Mier (ID)								
Members	Bienvenido S. Bautista (ID) Vivencio B. Dizon (ID) Jose T. Pardo (ID)								

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION												
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Information on the background, knowledge, skills, and/or experience of the members of the Audit Committee are disclosed and can be found in:</p> <p>Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; pages 128-135, LINK</p>													
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Information on the Chairman of the Audit Committee is disclosed in and can be found in:</p> <p>Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, page 131, LINK</p> <p>The Chairman of the Audit Committee is Mr. Omar Byron T. Mier. He is not the Chairman of the Board or any other committee.</p> <table border="1" data-bbox="655 1094 1497 1451"> <thead> <tr> <th>Position</th> <th>Name of Director</th> </tr> </thead> <tbody> <tr> <td>Chairman of the Audit Committee</td> <td>Omar Byron T. Mier (ID)</td> </tr> <tr> <td>Chairman of the Corporate Governance Committee</td> <td>Bienvenido S. Bautista (ID)</td> </tr> <tr> <td>Chairman of the Board Risk Oversight Committee</td> <td>Vivencio B. Dizon (ID)</td> </tr> <tr> <td>Chairman of the Related Party Transactions Committee</td> <td>Jose T. Pardo (ID)</td> </tr> <tr> <td>Chairman of the Board</td> <td>Lance Y. Gokongwei (ED)</td> </tr> </tbody> </table>	Position	Name of Director	Chairman of the Audit Committee	Omar Byron T. Mier (ID)	Chairman of the Corporate Governance Committee	Bienvenido S. Bautista (ID)	Chairman of the Board Risk Oversight Committee	Vivencio B. Dizon (ID)	Chairman of the Related Party Transactions Committee	Jose T. Pardo (ID)	Chairman of the Board	Lance Y. Gokongwei (ED)	
Position	Name of Director														
Chairman of the Audit Committee	Omar Byron T. Mier (ID)														
Chairman of the Corporate Governance Committee	Bienvenido S. Bautista (ID)														
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Chairman of the Related Party Transactions Committee	Jose T. Pardo (ID)														
Chairman of the Board	Lance Y. Gokongwei (ED)														

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Company Website , Disclosures> Minutes of Annual Stockholders' Meeting, LINK	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Proof that the Audit Committee approved all non-audit services conducted by the external auditor is disclosed and can be found in: Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, B.2. Audit Committee, 2.3. Functions of the Audit Committee, 2.3.7, page 17, LINK	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non-Compliant	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.	The Audit Committee met five (5) times for 2024 (March 8, May 3, August 9, September 9 and November 6). The Company President and CEO, was present during all meetings. The Revised Corporate Governance Manual states that, "The Audit Committee <u>may</u> opt to meet without the presence of the CEO or other management team members, and periodically meet with the Internal Audit Head. For the past Financial Year, the Committee has not seen yet the need for this separate meeting. Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, B. Board Committees, 2. Audit Committee,

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			2.4 Meetings of the Audit Committee, page 18, LINK
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	The Audit Committee had five (5) meetings during the year as documented in: Refer to Annex 5 for the Corporate Secretary Certification on the number of meetings held in 2024.	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Revised Corporate Governance Manual (RCGM) , Article III, Governance Structure, A. Board of Directors, 5. Internal Control Responsibilities of the Board, 5.3, page 14; F. Internal Audit, 2. Organization of the Internal Audit, 2.1, page 27, LINK Company Website , Governance> Board Committees> Audit Committee Charter, LINK	
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	Compliant	Information on the Corporate Governance Committee, including its functions is disclosed and can be found in: Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, B. Board Committees, 3. Corporate Governance Committee, page 18-20, LINK Company Website , Governance> Board Committees> Corporate Governance Committee, LINK	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION								
<p>functions that were formerly assigned to a Nomination and Remuneration Committee.</p>		<p>The Committee’s process of identifying the quality of directors aligned with the company’s strategic direction is disclosed and can be found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A. Board of Directors, 3.2. Duties and Function of the Board, 3.2.4, page 12, LINK</p> <p>Company Website, Governance> Company Policies> Board Nomination and Election Policy, LINK</p>									
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Compliant</p>	<p>Information on the members of the Corporate Governance Committee, including their qualifications and type of directorship are disclosed and can be found in:</p> <p>The Corporate Governance Committee is composed of 4 Independent Directors, including the Chairman.</p> <p>The incumbent members of the Corporate Governance Committee of the Corporation are the following:</p> <table border="1" data-bbox="667 1015 1239 1263"> <thead> <tr> <th>Position</th> <th>Name of Director</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>Bienvenido S. Bautista (ID)</td> </tr> <tr> <td rowspan="3">Members</td> <td>Vivencio B. Dizon (ID)</td> </tr> <tr> <td>Omar Byron T. Mier (ID)</td> </tr> <tr> <td>Jose T. Pardo (ID)</td> </tr> </tbody> </table> <p>PSE EDGE, Results of the Organizational Meeting of Board of Directors, LINK</p>	Position	Name of Director	Chairman	Bienvenido S. Bautista (ID)	Members	Vivencio B. Dizon (ID)	Omar Byron T. Mier (ID)	Jose T. Pardo (ID)	
Position	Name of Director										
Chairman	Bienvenido S. Bautista (ID)										
Members	Vivencio B. Dizon (ID)										
	Omar Byron T. Mier (ID)										
	Jose T. Pardo (ID)										

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		<p>Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 128-135, LINK</p> <p>Company Website, Governance> Board Committees> Corporate Governance Committee, LINK</p>	
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Compliant</p>	<p>Information on the Chairman of the Corporate Governance Committee is disclosed and can be found in:</p> <p>The Chairman of the Corporate Governance Committee is Mr. Bienvenido S. Bautista, an Independent Director.</p> <p>PSE EDGE, Results of the Organizational Meeting of Board of Directors, LINK</p> <p>Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 130-131, LINK</p>	
<p>Optional: Recommendation 3.3.</p>			
<p>1. Corporate Governance Committee meet at least twice during the year.</p>		<p>The Corporate Governance Committee had ___ meetings during the year as documented in:</p>	
<p>Recommendation 3.4</p>			
<p>1. Board establishes a separate Board Risk Oversight</p>	<p>Compliant</p>	<p>Information on the Board Risk Oversight Committee (BROC), including its functions is disclosed and can be found in:</p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION								
<p>Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>		<p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, B. Board Committees, 4. Board Risk Oversight Committee, pages 20-22, LINK</p>									
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Compliant</p>	<p>Information on the members of the BROC, including their qualifications and type of directorship are disclosed and found in:</p> <p>The BROC is composed of four independent directors, including the Chairman.</p> <table border="1" data-bbox="667 933 1239 1179"> <thead> <tr> <th>Position</th> <th>Name of Director</th> </tr> </thead> <tbody> <tr> <td>Chairman</td> <td>Vivencio B. Dizon (ID)</td> </tr> <tr> <td rowspan="3">Members</td> <td>Omar Byron T. Mier (ID)</td> </tr> <tr> <td>Bienvenido S. Bautista (ID)</td> </tr> <tr> <td>Jose T. Pardo (ID)</td> </tr> </tbody> </table> <p>PSE EDGE, Results of the Organizational Meeting of Board of Directors, LINK</p> <p>Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, page 128-135, LINK</p>	Position	Name of Director	Chairman	Vivencio B. Dizon (ID)	Members	Omar Byron T. Mier (ID)	Bienvenido S. Bautista (ID)	Jose T. Pardo (ID)	
Position	Name of Director										
Chairman	Vivencio B. Dizon (ID)										
Members	Omar Byron T. Mier (ID)										
	Bienvenido S. Bautista (ID)										
	Jose T. Pardo (ID)										

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION												
		<p>Company Website, Governance> Board Committees> Board Risk Oversight Committee, LINK</p>													
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Information on the Chairman of the BROC is disclosed and can be found in:</p> <p>The Chairman of the BROC is Mr. Vivencio B. Dizon who is not the Chairman of the Board or of any other Committee.</p> <table border="1" data-bbox="655 646 1499 1060"> <thead> <tr> <th data-bbox="655 646 1119 688">Position</th> <th data-bbox="1119 646 1499 688">Name of Director</th> </tr> </thead> <tbody> <tr> <td data-bbox="655 688 1119 738">Chairman of the Audit Committee</td> <td data-bbox="1119 688 1499 738">Omar Byron T. Mier (ID)</td> </tr> <tr> <td data-bbox="655 738 1119 836">Chairman of the Corporate Governance Committee</td> <td data-bbox="1119 738 1499 836">Bienvenido S. Bautista (ID)</td> </tr> <tr> <td data-bbox="655 836 1119 927">Chairman of the Board Risk Oversight Committee</td> <td data-bbox="1119 836 1499 927">Vivencio B. Dizon (ID)</td> </tr> <tr> <td data-bbox="655 927 1119 1003">Chairman of the Related Party Transactions Committee</td> <td data-bbox="1119 927 1499 1003">Jose T. Pardo (ID)</td> </tr> <tr> <td data-bbox="655 1003 1119 1060">Chairman of the Board</td> <td data-bbox="1119 1003 1499 1060">Lance Y. Gokongwei (ED)</td> </tr> </tbody> </table> <p>PSE EDGE, Results of the Organizational Meeting of Board of Directors, LINK</p> <p>Company Website, Governance> Board Committees> Board Risk Oversight Committee, LINK</p> <p>Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, Mr. Vivencio B. Dizon, page 130, LINK</p>	Position	Name of Director	Chairman of the Audit Committee	Omar Byron T. Mier (ID)	Chairman of the Corporate Governance Committee	Bienvenido S. Bautista (ID)	Chairman of the Board Risk Oversight Committee	Vivencio B. Dizon (ID)	Chairman of the Related Party Transactions Committee	Jose T. Pardo (ID)	Chairman of the Board	Lance Y. Gokongwei (ED)	
Position	Name of Director														
Chairman of the Audit Committee	Omar Byron T. Mier (ID)														
Chairman of the Corporate Governance Committee	Bienvenido S. Bautista (ID)														
Chairman of the Board Risk Oversight Committee	Vivencio B. Dizon (ID)														
Chairman of the Related Party Transactions Committee	Jose T. Pardo (ID)														
Chairman of the Board	Lance Y. Gokongwei (ED)														

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<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Compliant</p>	<p>Information on the background, skills, and/or experience of the members of the BROC.</p> <p>Company Website, Governance> Board Committees> Board Risk Oversight Committee, LINK</p> <p>Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 128-135, LINK</p>	
<p>Recommendation 3.5</p>			
<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p>Revised Corporate Governance Manual (RCGM), Article III. Governance Structure, B. Board Committees, 5. Related Party Transaction Committee, pages 22-24, LINK</p>	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION								
		<p>The RPT Committee is composed of four independent directors.</p> <table border="1" data-bbox="667 383 1312 617"> <thead> <tr> <th data-bbox="667 383 848 427">Position</th> <th data-bbox="848 383 1312 427">Name of Director</th> </tr> </thead> <tbody> <tr> <td data-bbox="667 427 848 488">Chairman</td> <td data-bbox="848 427 1312 488">Jose T. Pardo (ID)</td> </tr> <tr> <td data-bbox="667 488 848 617" rowspan="3">Members</td> <td data-bbox="848 488 1312 532">Bienvenido S. Bautista (ID)</td> </tr> <tr> <td data-bbox="848 532 1312 576">Vivencio B. Dizon (ID)</td> </tr> <tr> <td data-bbox="848 576 1312 617">Omar Byron T. Mier (ID)</td> </tr> </tbody> </table> <p>PSE EDGE, Results of Organizational Meeting of Board of Directors, LINK</p> <p>Company Website, Governance> Board Committees> Related Party Transactions (RPT) Committee, LINK</p> <p>Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 128-135, LINK</p>	Position	Name of Director	Chairman	Jose T. Pardo (ID)	Members	Bienvenido S. Bautista (ID)	Vivencio B. Dizon (ID)	Omar Byron T. Mier (ID)	
Position	Name of Director										
Chairman	Jose T. Pardo (ID)										
Members	Bienvenido S. Bautista (ID)										
	Vivencio B. Dizon (ID)										
	Omar Byron T. Mier (ID)										
Recommendation 3.6											
<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other</p>	<p>Compliant</p>	<p>The company’s committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes, are disclosed and can be found in:</p> <p>Company Website, Governance> Board Committees> Board Committee Charters, LINK</p> <p>Board Committee Charter RLC Audit Committee Charter, LINK RLC Corporate Governance Committee Charter, LINK RLC Board Risk Oversight Committee Charter, LINK RLC Related Party Transaction Committee Charter, LINK</p>									

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
relevant information.			
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant		
<p>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.</p>			
<p>Recommendation 4.1</p>			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele- /videoconferencing conducted in accordance with the	Compliant	<p>Actual Meetings are conducted instead of tele/ videoconferencing.</p> <p>As a policy, members of the Board shall attend regular and special meetings in person or through video/teleconferencing conducted in accordance with the rules and regulations of the SEC except for justifiable reasons that prevent them from doing so.</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.6. Board Meetings and Quorum Requirement, page 15, LINK</p> <p>Information on the attendance and participation of directors to Board, Committee and shareholders' meetings are disclosed and found in:</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																																								
<p>rules and regulations of the Commission.</p>		<p>Company Website, Disclosures> Meetings> Minutes of Annual Stockholders’ Meeting, LINK</p> <p>Definitive Information Statement (DIS), Appraisals and Performance Report of the Board, page 24, LINK</p> <p>The attendance of the directors at the meetings of the Board of Directors held in 2024 are as follows:</p> <table border="1" data-bbox="741 586 1430 818"> <thead> <tr> <th>Board member</th> <th>Name</th> <th>No. of Meetings Attended/Held</th> <th>Percent of Meetings Attended (%)</th> </tr> </thead> <tbody> <tr> <td>Chairman Emeritus</td> <td>James L. Go</td> <td>6/6</td> <td>100.00%</td> </tr> <tr> <td>Chairman, President and CEO</td> <td>Lance Y. Gokongwei</td> <td>6/6</td> <td>100.00%</td> </tr> <tr> <td>Director</td> <td>Patrick Henry C. Go</td> <td>6/6</td> <td>100.00%</td> </tr> <tr> <td>Director</td> <td>Johnson Robert G. Go, Jr.</td> <td>6/6</td> <td>100.00%</td> </tr> <tr> <td>Director</td> <td>Robina Gokongwei-Pe</td> <td>6/6</td> <td>100.00%</td> </tr> <tr> <td>Lead Independent Director</td> <td>Omar Byron T. Mier</td> <td>6/6</td> <td>100.00%</td> </tr> <tr> <td>Independent Director</td> <td>Vivencio B. Dizon</td> <td>6/6</td> <td>100.00%</td> </tr> <tr> <td>Independent Director</td> <td>Bienvenido S. Bautista</td> <td>6/6</td> <td>100.00%</td> </tr> <tr> <td>Independent Director</td> <td>Jose T. Pardo</td> <td>6/6</td> <td>100.00%</td> </tr> </tbody> </table>	Board member	Name	No. of Meetings Attended/Held	Percent of Meetings Attended (%)	Chairman Emeritus	James L. Go	6/6	100.00%	Chairman, President and CEO	Lance Y. Gokongwei	6/6	100.00%	Director	Patrick Henry C. Go	6/6	100.00%	Director	Johnson Robert G. Go, Jr.	6/6	100.00%	Director	Robina Gokongwei-Pe	6/6	100.00%	Lead Independent Director	Omar Byron T. Mier	6/6	100.00%	Independent Director	Vivencio B. Dizon	6/6	100.00%	Independent Director	Bienvenido S. Bautista	6/6	100.00%	Independent Director	Jose T. Pardo	6/6	100.00%	
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<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.6. Board Meetings and Quorum Requirement, page 15, LINK</p>																																									
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p>Information on any questions raised or clarification/explanation sought by the directors are disclosed and can be found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.6. Board Meetings and Quorum Requirement, page 15, LINK</p> <p>Company Website, Disclosures> Meetings> Minutes of Annual Stockholders’ Meeting, LINK</p>																																									

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management’s proposals/views, and oversee the long-term strategy of the company.</p>	<p align="center">Non-Compliant</p>	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company’s directors in both listed and non-listed companies</p>	<p>The Company sees to it that the members of the board are committed to perform their roles and responsibilities regardless of the number of board seats they have in other companies and in the absence of policy setting the limit of board seats that a non-executive director can hold. The Company take note of the guidelines on the number of board seats recommended by the Commission to listed companies. Based on the 2024 Board Attendance, all directors attended all board meetings of the year.</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A. Board of Directors, 8. Directorships and Officerships in Other Corporations, page 15, LINK</p> <p>Definitive Information Statement (DIS), Part III Controls and Compensation Information, Item 14 Directors and Executive Officers of the Registrant, pages 128-135, LINK</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	
			Name of Director	PLC with Directorship/ Designation
			James L. Go	<ol style="list-style-type: none"> 1. Robinsons Land Corporation – Chairman Emeritus (Non-Executive Director) 2. Robinsons Retail Holdings, Inc. – Vice-Chairman (Non-Executive Director) 3. JG Summit Holdings, Inc. – Chairman (Non-Executive Director) 4. Universal Robina Corporation – Chairman Emeritus (Non-Executive Director) 5. Cebu Air, Inc. – Board Adviser 6. Oriental Petroleum and

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION				
			<table border="1"> <tr> <td data-bbox="1558 347 1726 773"></td> <td data-bbox="1726 347 1990 773"> Minerals Corporation – Chairman and CEO 7. PLDT, Inc. – Non-Executive Director 8. Manila Electric Company– Non-Executive Director </td> </tr> <tr> <td data-bbox="1558 773 1726 1419">Lance Y. Gokongwei</td> <td data-bbox="1726 773 1990 1419"> 1. Robinsons Land Corporation – Chairman, President and Chief Executive Officer 2. Altus Property Ventures, Inc. – (Non-Executive Director) 3. RL Commercial REIT, Inc. – (Non-Executive Director) 4. Robinsons Retail Holdings, Inc. – Chairman (Non- </td> </tr> </table>		Minerals Corporation – Chairman and CEO 7. PLDT, Inc. – Non-Executive Director 8. Manila Electric Company– Non-Executive Director	Lance Y. Gokongwei	1. Robinsons Land Corporation – Chairman, President and Chief Executive Officer 2. Altus Property Ventures, Inc. – (Non-Executive Director) 3. RL Commercial REIT, Inc. – (Non-Executive Director) 4. Robinsons Retail Holdings, Inc. – Chairman (Non-
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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	
				Executive Director) 5. JG Summit Holdings, Inc. – President and CEO 6. Universal Robina Corporation – Chairman (Non-Executive Director) 7. Cebu Air, Inc. – President and CEO 8. Oriental Petroleum and Minerals Corporation – Non-Executive Director 9. Manila Electric Company – Vice-Chairman (Non-Executive Director)
			Robina Y. Gokongwei -Pe	1. Robinsons Land Corporation - Non-Executive Director

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

COMPLIANT/ NON- COMPLIANT		ADDITIONAL INFORMATION	EXPLANATION
			<p>Clearing Corporation of the Philippines – Chairman and Independent Director</p> <p>5. Bank of Commerce – Chairman and Board of Advisers</p> <p>6. Del Monte Philippines, Inc. – Independent Director</p> <p>7. National Grid Corporation – Non Executive Director</p> <p>8. League One Finance and Leasing Corporation – Independent Director</p>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 4.3			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	Compliant	<p>As a policy, a Director shall notify the Board before accepting Directorship in any company.</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A. Board of Directors, 8. Directorships and Officerships in Other Corporations, 8.2, page 15, LINK</p> <p>The changes, if any, in the Directors' Directorship are reflected in the Definitive Information Statement.</p> <p>Definitive Information Statement (DIS), PART III – Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 128-135, LINK</p>	
Optional: Principle 4			
<p>1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.</p>			
<p>2. Company schedules board of directors' meetings before the start of the financial year.</p>	Compliant	<p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A. Board of Directors, 6. Board Meetings and Quorum Requirement, 6.1, page 15, LINK</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
3. Board of directors meet at least six times during the year.	Compliant	The Company had 6 board meetings during the year. Definitive Information Statement (DIS) , Appraisals and Performance Report of the Board, page 24, LINK Refer to Annex 6 for the attendance of the directors at the meetings of the Board of Directors held in 2024.	
4. Company requires a minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	Information on the number of independent directors in the board is disclosed and can be found in: Company Website , Disclosures> Minutes of the 2024 Annual Shareholders Meeting, 4. Election of the Board of Directors, page 6-8, LINK The Company has 4 Independent Directors.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

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Recommendation 5.2																																																																										
<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	Compliant	<p>Information on the qualifications of the independent directors is disclosed and can be found:</p> <p>Revised Corporate Governance Manual (RCGM), Article I Introduction and Definition of Terms, 9. Independent Director, pages 6-7, LINK</p> <p>Annual Report SEC Form 17-A, Part III Control and Compensation Information, Item 14. Directors and Executive Officer of the Registrant; page 94-101, LINK</p> <p>Definitive Information Statement (DIS), PART III – Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 128-135, LINK</p>																																																																								

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																	
Supplement to Recommendation 5.2																				
<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	Compliant	<p>Information that directors are not constrained to vote independently is disclosed and can be found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A. Board of Directors, 4. Specific Duties and Responsibilities of a Director, pages 13-14, LINK</p>																		
Recommendation 5.3																				
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	Compliant	<p>Information on the years IDs have served as such is disclosed and can be found in:</p> <p>Definitive Information Statement (DIS), PART III – Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 128-135; Annex A-D Certification of Independent Directors, pages 35-41, LINK</p> <table border="1" data-bbox="655 1003 1507 1377"> <thead> <tr> <th rowspan="2">Director's Name</th> <th colspan="2">No. of years served as director as of 2024</th> </tr> <tr> <th>From first election</th> <th>Reckoning from 2012</th> </tr> </thead> <tbody> <tr> <td>1. Omar Byron T. Mier, August 13, 2015</td> <td align="center">9</td> <td align="center">9</td> </tr> <tr> <td>2. Bienvenido S. Bautista, May 13, 2021</td> <td align="center">4</td> <td align="center">4</td> </tr> <tr> <td>3. Vivencio B. Dizon* May 12, 2023</td> <td align="center">2</td> <td align="center">2</td> </tr> <tr> <td>4. Jose T. Pardo May 8, 2024</td> <td align="center">1</td> <td align="center">1</td> </tr> </tbody> </table> <p><i>*Mr. Vivencio B. Dizon resigned as member of the Board of Directors and in all committees effective February 20, 2025.</i></p>	Director's Name	No. of years served as director as of 2024		From first election	Reckoning from 2012	1. Omar Byron T. Mier, August 13, 2015	9	9	2. Bienvenido S. Bautista, May 13, 2021	4	4	3. Vivencio B. Dizon* May 12, 2023	2	2	4. Jose T. Pardo May 8, 2024	1	1	
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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Information on the company’s policy on term limits for its independent director is disclosed and can be found in: Provide reference to the meritorious justification and proof of shareholders’ approval during the annual shareholders’ meeting. Revised Corporate Governance Manual (RCGM) , Article I Introduction and Definition of Terms, B.9. Independent Director, 9.12, page 7, LINK	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders’ approval during the annual shareholders’ meeting.	Compliant		
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non-Compliant	Following are company’s Chairman of the Board and Chief Executive Officer (CEO): The Chairman, President and CEO of the Company in 2024 is Mr. Lance Y. Gokongwei. Nonetheless, last January 6, 2025, Ms. Maria Socorro Isabelle V. Aragon-GoBio was appointed as the President and Chief Executive Officer of the	If the roles of the Chairman and CEO are unified, the Company shall lay down proper checks and balances to ensure that the Board get the benefit of independent views and perspectives. In addition, the Board of Directors appointed Independent Director

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Company. Mr. Lance Y. Gokongwei still remains as the Chairman. This change took effect starting February 1, 2025.	Omar Byron T. Mier as the Lead Independent Director. PSE EDGE , Results of the Organizational Meeting of Board of Directors, LINK
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer. Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, C. The Chairman, page 24; D. The CEO, page 25, LINK	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	The company’s Lead Independent Director is Mr. Omar Byron T. Mier. Lead Independent director’s information is disclosed and can be found in: PSE EDGE , Results of Organizational Meeting of Board of Directors, LINK Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, C. Chairman, page 24; D. CEO, page 25, LINK Annual Report (Digital Colored Copy) , LINK	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the	Compliant	Provide proof of abstention, if this was the case.	

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corporation abstain from taking part in the deliberations on the transaction.		No Director had a material interest in any transaction executed by the Company during the Financial Year.	
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 present.	Non-Compliant	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	The Revised Corporate Governance Manual states that, “The Audit Committee <u>may</u> opt to meet without the presence of the CEO or other management team members, and periodically meet with the Internal Audit Head. For the past Financial Year, the Committee has not seen yet the need for this separate meeting. Revised Corporate Governance Manual (RCGM) , Article III Governance Structure B. Board Committees, 2.4 Meetings of the Audit Committee, Item. 2.4.1, page 18, LINK
2. The meetings are chaired by the lead independent director.	Non-Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Provide name/s of company CEO for the past 2 years	

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		<p>The Company’s President and CEO for 2023 was Mr. Frederick D. Go. He resigned as member of the Board of Directors and as President and CEO effective January 8, 2024.</p> <p>The Company’s President and CEO for 2024 is Mr. Lance Y. Gokongwei. GIS 2022, LINK GIS 2023, LINK GIS 2024, LINK</p>	
<p>Principle 6: The best measure of the Board’s 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.</p>			
<p>Recommendation 6.1</p>			
<p>1. Board conducts an annual self-assessment of its performance as a whole.</p>	<p>Compliant</p>	<p>Members of the Board conduct collective and individual annual assessment of the Board performance through a Board Assessment Review initiated by the Corporate Governance Committee. Results of the Board and Committee Assessments are presented to the Board Corporate Governance Committee and circulated to the Board for their feedback and confirmation</p>	
<p>2. The Chairman conducts a self-assessment of his performance.</p>	<p>Compliant</p>	<p>Company Website, Governance> Company Policies> Board Assessment, LINK</p>	
<p>3. The individual members conduct a self-assessment of their performance.</p>	<p>Compliant</p>		
<p>4. Each committee conducts a self-</p>	<p>Compliant</p>		

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assessment of its performance.			
5. Every three years, the assessments are supported by an external facilitator.	Compliant	<p>Identify the external facilitator and provide proof of use of an external facilitator.</p> <p>The Company engages an external facilitator every three (3) years for the year-end assessments.</p> <p>For the year 2024, the Company engaged the Good Governance Advocates and Practitioners of the Philippines (“GGAPP”), an independent association of corporate governance practitioners, to support the Company’s Board performance assessment.</p> <p>Certificate: Company Website, Governance> Company Policies> Board Assessment> Certificate of 3rd Party Board Evaluation, LINK</p> <p>Refer to ANNEX 4 - GGAPP Certificate of 3rd Party Board Evaluation</p>	
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.	Compliant	<p>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from Shareholders</p> <p>Members of the Board conduct collective and individual annual assessment of the Board performance through a Board Assessment Review initiated by the Corporate Governance Committee. Results of the Board and Committee Assessments are presented to the Board Corporate Governance Committee and circulated to the Board for their feedback and confirmation.</p> <p>Company Website, Governance> Company Policies> Board Assessment, LINK</p>	

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2. The system allows for a feedback mechanism from the shareholders.	Compliant	Information on the feedback mechanism from shareholders is disclosed and can be found in: Revised Corporate Governance Manual (RCGM) , Article VI Stakeholders’ Rights and Protection of Minority Shareholders’ Interest, A. Shareholders, A.1 Shareholders’ Right, item 1, page 33; Article VII Corporate Governance Monitoring and Self-Assessment, B., page 36, LINK	
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	Information on the company’s Code of Business Conduct and Ethics is disclosed and can be found in: Company Website , Governance> Code of Business Conduct and Ethics, LINK	
2. The Code is properly disseminated to the Board, senior	Compliant	Information on how the company disseminated the Code to its Board, senior management and employees is disclosed and can be found in: Revised Corporate Governance Manual (RCGM) , Article IX Communication, Education and Training, page 38, LINK	

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management and employees.			
3. The Code is disclosed and made available to the public through the Company Website.	Compliant	The Code of Business Conduct and Ethics is posted/ disclosed at: Company Website , Governance> Code of Business Conduct and Ethics, LINK Company Website , Governance> Company Policies> Conflict of Interest, LINK	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Information on the company’s policy and procedure on curbing and penalizing bribery is disclosed and can be found in: Company Website , Governance> Code of Business Conduct and Ethics, LINK Company Website , Governance> Company Policies> Conflict of Interest, LINK	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies is found in. Company Website , Governance> Code of Business Conduct and Ethics, LINK Company Website , Governance> Company Policies> Conflict of Interest, LINK	

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<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>Compliant</p>	<p>The Company has an Online Self-Disclosure tool where all concerned employees are required to answer.</p> <p>The following are required to comply with the Code of Business Conduct and Ethics. There are no material findings on noncompliance.</p> <ul style="list-style-type: none"> • All new employees regardless of rank/position level (for pre-employment declaration/disclosure) • All employees in the managerial and executive levels • All employees with procurement, retail merchandising, CAPEX project management, and leasing functions • Technical specialists involved in CAPEX projects • All employees involved in engineering fabrications (whether OPEX or CAPEX) • All employees that will be required by their Immediate Heads. 	
Disclosure and Transparency			
<p>Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.</p>			
Recommendation 8.1			
<p>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</p>	<p>Compliant</p>	<p>Information on the company’s disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders are disclosed and can be found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article VI Stakeholders’ Rights and Protection of Minority Shareholders’ Interest, A. Shareholders, A.1 Shareholders’ Rights, page 33-34; Article VIII Disclosure and Transparency, page 37, LINK</p>	

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complete picture of a company's financial condition, results and business operations.																												
Supplement to Recommendations 8.1																												
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions.</p> <p>Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	Compliant	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p>The quarterly reports were published within 45 days from reporting period, whereas the annual report was published within the 90-day period:</p> <table border="1" data-bbox="659 868 1533 1019"> <thead> <tr> <th>Type of Report</th> <th>Date of Report</th> <th>Date Published in PSE EDGE</th> <th>Actual No. of Days</th> <th>Remarks</th> </tr> </thead> <tbody> <tr> <td>Quarterly Report (1st)</td> <td>March 31, 2024</td> <td>May 9, 2024</td> <td>39</td> <td>Compliant</td> </tr> <tr> <td>Quarterly Report (2nd)</td> <td>June 30, 2024</td> <td>August 12, 2024</td> <td>43</td> <td>Compliant</td> </tr> <tr> <td>Quarterly Report (3rd)</td> <td>September 30, 2024</td> <td>November 8, 2024</td> <td>39</td> <td>Compliant</td> </tr> <tr> <td>Annual Report</td> <td>December 31, 2024</td> <td>March 24, 2025</td> <td>83</td> <td>Compliant</td> </tr> </tbody> </table>	Type of Report	Date of Report	Date Published in PSE EDGE	Actual No. of Days	Remarks	Quarterly Report (1st)	March 31, 2024	May 9, 2024	39	Compliant	Quarterly Report (2nd)	June 30, 2024	August 12, 2024	43	Compliant	Quarterly Report (3rd)	September 30, 2024	November 8, 2024	39	Compliant	Annual Report	December 31, 2024	March 24, 2025	83	Compliant	
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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. <p>Annual Report SEC Form 17-A, Part I. Business and General Information, H. Industry Risk, Page 56-58; 32. Financial Risk Management Objectives and Policies, Pages 314-321, LINK</p>	
Recommendation 8.2			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>Information on the company's policy requiring directors and officers to disclose their dealings in the company's share is disclosed and found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A. Board of Directors, 4. Specific Duties and Responsibilities of a Director, 4.8, page 14; Article VIII Disclosure and Transparency, page 37 LINK</p> <p>Company Website, Governance> Company Policies> Insider Trading Policy, LINK</p>	

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2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p>Company Website, Disclosures> Form 23 A/B (Statement of Beneficial Ownership), LINK</p> <p>Definitive Information Statement (DIS), 2. Directors Disclosures on Self-Dealing and Related Party Transactions, pages 23-24, LINK</p>	
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	<p>Information on the shareholdings of directors, management and top 100 shareholders are disclosed in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A. Board of Directors, 4. Specific Duties and Responsibilities of a Director, 4.8, page 14; Article VIII Disclosure and Transparency, page 37, LINK</p> <p>Definitive Information Statement (DIS), 2. Directors Disclosures on Self-Dealing and Related Party Transactions, pages 23-24, LINK</p> <p>Annual Report SEC Form 17-A, Map of the Relationships of the Company within the Group, page 337, LINK</p>	

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Recommendation 8.3			
<p>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 judgment.</p>	Compliant	<p>Information on the directors’ academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended are disclosed in:</p> <p>Definitive Information Statement (DIS), Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, Directors’ and Key Officers’ Experience pages 128-135, LINK</p> <p>Annual Report SEC Form 17-A, Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, pages 94-101, LINK</p>	
<p>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 judgment.</p>	Compliant		
Recommendation 8.4			
<p>1. Company provides a clear disclosure of its policies and</p>	Compliant	<p>Company policy and practice for setting board remuneration is disclosed and can be found in:</p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																																														
<p>procedure for setting Board remuneration, including the level and mix of the same.</p>		<p>Information on the company policy and practice for determining executive remuneration is disclosed and can be found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A. Board of Directors, 7. Remuneration of Directors and Officers, page 15, LINK</p>																																															
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>Company Website, Governance> Company Policies> Succession Planning and Remuneration Policy, Item 12 & 13, page 3, LINK</p>																																															
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Non-Compliant</p>	<p>Breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO is disclosed in:</p>	<p>Disclosure of the Director Remuneration and Executive Compensation in aggregate amount and can be found in the:</p> <p>Annual Report SEC Form 17-A, Part III Control and Compensation Information, Item 15. Executive Compensation, page 102, LINK</p> <p>Item 15. Executive Compensation</p> <p>a) Summary Compensation Table</p> <p>The following table identifies RLC's Chief Executive Officer and the four (4) most highly compensated executive officers and summarizes their aggregate compensation as of calendar year ended December 31, 2024.</p> <table border="1"> <thead> <tr> <th rowspan="2">Name</th> <th rowspan="2">Position</th> <th colspan="4">Calendar Year 2024</th> </tr> <tr> <th>Salary</th> <th>Bonus</th> <th>Other</th> <th>Total</th> </tr> </thead> <tbody> <tr> <td>A. CEO and four most highly compensated executive officers</td> <td></td> <td>\$ 54,499,817</td> <td>\$ 1,860,000</td> <td>\$ 780,000</td> <td>\$ 57,139,817</td> </tr> <tr> <td>1. James C. Go</td> <td>Director, Chairman Emeritus</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>2. Lenny Y. Gokongwa</td> <td>Director, Chairman, President and CEO</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>3. Farley D. Go</td> <td>Executive Vice President and BU General Manager</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>4. James P. Go</td> <td>Senior Vice President and BU General Manager</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>5. Harold D. Pardo</td> <td>Senior Vice President and Head of Corporate Construction Management</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table> <p>B. All other officers and directors as a group (unrelated) \$ 80,543,818 \$ 8,800,000 \$ 3,310,000 \$ 92,653,818</p>	Name	Position	Calendar Year 2024				Salary	Bonus	Other	Total	A. CEO and four most highly compensated executive officers		\$ 54,499,817	\$ 1,860,000	\$ 780,000	\$ 57,139,817	1. James C. Go	Director, Chairman Emeritus					2. Lenny Y. Gokongwa	Director, Chairman, President and CEO					3. Farley D. Go	Executive Vice President and BU General Manager					4. James P. Go	Senior Vice President and BU General Manager					5. Harold D. Pardo	Senior Vice President and Head of Corporate Construction Management				
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Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	<p>Information of the company’s RPT policies is disclosed and can be found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article VIII Disclosure and Transparency, page 38, LINK</p> <p>Company Website, Governance> Company Policies> Material Related Party Transactions Policy, LINK</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>For the past Financial Year, there was no transaction decided by the board involving conflict of interest with any director.</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>All material RPTs are disclosed in the:</p> <p>Annual Report SEC form 17-A, Part III – Control and Compensation Item 16. Certain Relationships and Related Party Transactions, Related Party Transactions, page 104; Notes to Consolidated Financial Statements, Note 20, page 280-284, LINK</p>	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, A.4. Specific Duties and Responsibilities of a Director, Item. 4.1, page 13; Article VIII Disclosure and Transparency, page 38, LINK</p>	

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Optional: Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Link or reference where this is disclosed: Annual Report SEC form 17-A , Part III – Control and Compensation Item 16. Certain Relationships And Related Party Transactions Related Party Transactions, page 104; Notes to Consolidated Financial Statements, Note 20, pages 280-284, LINK	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Link or reference where this is disclosed: Company Website , Disclosures> SEC 17-C Reports, LINK	
2. Board appoints an independent party to evaluate the	Compliant	In 2024, FTI Consulting Philippines, Inc. has been engaged to assist the company in the valuation of the transaction price of the acquired assets.	

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<p>fairness of the transaction price on the acquisition or disposal of assets.</p>		<p>PSE EDGE, Acquisition or Disposition of Assets, LINK</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, B. Board Committees, 5.3. Functions of the Related Party Transaction Committee, Item 5.3.8, page 23, LINK</p> <p>The Corporate Governance Manual requires the Board, if needed, to appoint an independent party to evaluate the fairness of the transaction price on the acquisition and disposal of assets, particularly those passing a materiality threshold determined by the RPT Committee.</p>	
<p>Supplement to Recommendation 8.6</p>			
<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	<p>Compliant</p>	<p>It is the policy of the Company to disclose the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p> <p>Corresponding disclosure shall be made to the SEC and PSE which will be published in the Company Website.</p> <p>Company Website, Disclosures> SEC 17-C Reports, LINK</p>	

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Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	The Revised Corporate Governance Manual (RCGM) is posted in the company website. Further, the updated RCGM is reported in PSE EDGE on April 13, 2021. PSE EDGE, LINK Company Website , Governance> Corporate Governance Manual> Revised Corporate Governance Manual (RCGM), LINK	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its Company Website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	The Revised Corporate Governance Manual (RCGM) is posted in the company website. Further, the updated RCGM is reported in PSE EDGE on April 13, 2021. PSE EDGE , LINK Company Website , Governance> Corporate Governance Manual> Revised Corporate Governance Manual (RCGM), LINK	
Optional: Principle 8			
1. Does the company's Annual Report	Compliant	The company's Annual Report containing the said information are:	

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disclose the following information:		Company Website , Disclosures> SEC 17-A Report (Annual Report), LINK Annual Report (Digital Colored Copy) , Corporate Governance Section, pages 128-147, LINK	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Compliant		

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g. Total remuneration of each member of the board of directors			
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	Provide link or reference to where this is contained in the Annual Report Company Website , Disclosures> SEC 17-A Report (Annual Report), Part IV. Corporate Governance, pages 105-106, LINK Annual Report (Digital Colored Copy) , Corporate Governance Section, pages 128-147, LINK	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance	Compliant	Link or reference to where this is contained in the Annual Report Annual Report SEC form 17-A , 32. Financial Risk Management Objectives and Policies, page 314, LINK	

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controls) and risk management systems.			
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	Link or reference to where this is contained in the Annual Report Annual Report SEC form 17-A, 32. Financial Risk Management Objectives and Policies, pages 314-315, LINK	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Link or reference to where these are contained in the Annual Report Annual Report SEC Form 17-A, Notes to Consolidated Financial Statements, Note 32, Financial Risk Management Objectives and Policies, page 314-321, LINK	

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<p>Principle 9: The company should establish 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.</p>			
<p>Recommendation 9.1</p>			
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<p>Information on the process for approving and recommending the appointment, reappointment, removal and fees of the company’s external auditor is disclosed and can be found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, B.2. Audit Committee, Item. 2.3.11, page 17, LINK</p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p>85.05% percentage of shareholders ratified the appointment of the external auditor.</p> <p>Company Website, Disclosures> Minutes of Stockholders Meeting, page 8, LINK</p>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website</p>	<p>Compliant</p>	<p>Information on or link/reference to a document containing the company’s reason for removal or change of external auditor:</p> <p>For the past financial year, there was no removal of external auditor.</p>	

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and required disclosures.			
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Information on or link/reference to a document containing the policy of rotating the lead audit partner every five years: Revised Corporate Governance Manual (RCGM) , Article V, A. Accountability and Audit, item 5, page 33, LINK	
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	Compliant	Link/reference to the company's Audit Committee Charter: Company Website , Governance> Board Committees> Audit Committee Charter, LINK	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.			
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		
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent	Compliant	Link/reference to the company’s Audit Committee Charter Company Website , Governance> Board Committees> Audit Committee Charter, LINK	

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and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.															
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant														
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	<p>Nature of non-audit services performed by the external auditor.</p> <p>Annual Report SEC form 17-A, Part II Operational and Financial Information, Item 12. Information on Independent Accountant and Other Related Matters, page 90, LINK</p> <p>Item 12. Information on Independent Accountant and Other Related Matters</p> <p>a) External Audit Fees and Services</p> <p>Audit and Audit-Related Fees</p> <p>The table below sets forth the aggregate fees billed to the Company for each of the last two years for professional services rendered by Sycip, Gorres Velayo & Co.:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>2024</th> <th>2023</th> </tr> </thead> <tbody> <tr> <td><i>Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements</i>.....</td> <td align="right">P9,734,743</td> <td align="right">P9,590,160</td> </tr> <tr> <td>All other fees.....</td> <td align="right">285,375</td> <td align="right">2,838,000</td> </tr> <tr> <td>TOTAL</td> <td align="right">P10,020,118</td> <td align="right">P12,428,160</td> </tr> </tbody> </table> <p>There were no other significant professional services rendered by the external auditors during the period.</p> <p>b) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</p> <p>There were no disagreements with the external auditors of the Company on accounting and financial disclosures.</p>	Particulars	2024	2023	<i>Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements</i>	P9,734,743	P9,590,160	All other fees.....	285,375	2,838,000	TOTAL	P10,020,118	P12,428,160	
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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT																					
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION																		
		Annual Report (Digital Colored Copy) , Corporate Governance Section, pages 128-147, LINK																			
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	Link or reference to guidelines or policies on non-audit services Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, B.2. Audit Committee, 2.3.7, page 17; Article V, B. Accountability and Audit, page 33, LINK																			
Supplement to Recommendation 9.3																					
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Provide information on audit and non-audit fees paid. Annual Report SEC form 17-A , Part II Operational and Financial Information, Item 12. Information on Independent Accountant and Other Related Matters, page 90, LINK <div style="text-align: center;"> <p>Item 12. Information on Independent Accountant and Other Related Matters</p> <p>a) External Audit Fees and Services</p> <p>Audit and Audit-Related Fees</p> <p>The table below sets forth the aggregate fees billed to the Company for each of the last two years for professional services rendered by Sycip, Gorres Velayo & Co.:</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>2024</th> <th>2023</th> </tr> </thead> <tbody> <tr> <td colspan="3">Audit and Audit-Related Fees</td> </tr> <tr> <td colspan="3"><i>Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements.....</i></td> </tr> <tr> <td></td> <td style="text-align: right;">P9,734,743</td> <td style="text-align: right;">P9,590,160</td> </tr> <tr> <td>All other fees.....</td> <td style="text-align: right;">285,375</td> <td style="text-align: right;">2,838,000</td> </tr> <tr> <td>TOTAL.....</td> <td style="text-align: right;">P10,020,118</td> <td style="text-align: right;">P12,428,160</td> </tr> </tbody> </table> <p>There were no other significant professional services rendered by the external auditors during the period.</p> <p>b) Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</p> <p>There were no disagreements with the external auditors of the Company on accounting and financial disclosures.</p> </div>	Particulars	2024	2023	Audit and Audit-Related Fees			<i>Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements.....</i>				P9,734,743	P9,590,160	All other fees.....	285,375	2,838,000	TOTAL	P10,020,118	P12,428,160	
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Additional Recommendation to Principle 9			
<p>1. Company’s external auditor is duly accredited by the SEC under Group A category.</p>	<p>Compliant</p>	<p>Information on company’s external auditor, such as:</p> <ol style="list-style-type: none"> 1. Name of the audit engagement partner: Michael C. Sabado 2. Accreditation number; 0664-AR-4 (Group A) 3. Date Accredited: June 06, 2023 4. Expiry date of accreditation: Valid for a period of five (5) years to engage in the audit of 2023 to 2027 financial statements of SEC covered institutions 5. Name, address, contact number of the audit firm; SyCip Gorres Velayo & Co. 6760 Ayala Avenue, 1226 Makati City, Philippines, (632) 8891-0307 	
<p>2. Company’s external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC’s Office of the General Accountant (OGA).</p>	<p>Compliant</p>	<p>Provide information on the following:</p> <ol style="list-style-type: none"> 1. Date it was subjected to SOAR inspection, if subjected; August 1 - 12, 2023 2. Name of the Audit firm; SyCip, Gorres, Velayo & Co. 3. Members of the engagement team inspected by the SEC; The names of the members of the engagement team were provided to the SEC during the SOAR inspection. 	

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<p>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</p>			
<p>Recommendation 10.1</p>			
<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>	<p>Compliant</p>	<p>Link on the company’s policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p>Revised Corporate Governance Manual (RCGM), Article VIII Disclosure and Transparency, page 37, LINK</p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>Annual Report SEC form 17-A, Robinsons Land Corporation 2024 Sustainability Report, pages 107-155, LINK</p>	

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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	<p>The Company uses various communication channels like website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Annual reporting, etc.)</p> <p>Revised Corporate Governance Manual (RCGM), Article VIII Disclosure And Transparency, page 37, LINK</p> <p>The Company shall maintain a comprehensive and cost-efficient communication channel for disseminating relevant information for the informed decision making of investors, Stakeholders and other interested users of the information. The Company may include media and analysts' briefings as channels of communication to ensure timely and accurate dissemination of public, material and relevant information to its Stakeholders.</p> <p>Company Website, Investor Relations> Presentations, LINK</p> <p>Annual Report SEC Form 17-A, Part VII Exhibits and Schedules, Item 17. Exhibits and Reports on SEC form 17-C, pages 198-200, LINK</p> <p>Company Website, Disclosures> SEC Form 17-Q (Quarterly Reports), LINK</p>	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date	Compliant	Provide link to Company Website:	

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information on the following:		Company Website, LINK	
a. Financial statements/ reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	Company Website, LINK	

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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	<p>List quality service programs for the internal audit functions. Annual Report SEC Form 17-A, Statement of Management’s Responsibility for Financial Statements, page 203, LINK</p> <p>The Company’s Chief Executive Officer and Chief Audit Executive issue an annual attestation that the Company has an internal audit, controls and compliance system in place and working effectively in all material respects, compliant with the standards set out in the Corporate Audit Manual. These processes provide an assurance that enables the senior management of the company to understand, manage and satisfactorily control risk exposures.</p> <p>ANNEX 3 - Chief Auditor’s Attestation</p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>International framework used for Enterprise Risk Management</p> <p>Information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company’s risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Frequency of review of the enterprise risk management framework.</p> <p>The above information are found in:</p> <p>Annual Report SEC Form 17-A, Notes to Consolidated Financial Statements, Note 32, Financial Risk Management Objectives and Policies, page 314-321, LINK</p>	

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		Company Website , Governance> Enterprise Risk Management, LINK	
Supplement to Recommendations 12.1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	Compliant	<p>Provide information on or link/ reference to a document containing the company’s compliance program covering compliance with laws and relevant regulations.</p> <p>The Company ensures compliance with the regulatory mandates of SEC, PSE, Philippine Dealing and other regulatory agencies. The Company has consistently keeps itself abreast of the regulatory developments in the industry.</p> <p>PSE EDGE, LINK</p> <p>Company Website, Disclosures, LINK</p> <p>In addition, the Company’s Legal Counsel Group, Corporate Secretary’s Office and Finance-Controls and Compliance Department periodically reviews compliance with applicable laws, rules and regulations.</p>	
Optional: Recommendation 12.1			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed</p>	Compliant	<p>Provide information on IT governance process</p> <p>As of to date, the Data Privacy Policy and Information Security (InfoSec) Policies are in place.</p> <p>The Company established the Information Security Management Systems (ISMS) Policies which institutionalized information security as part of the</p>	

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<p>and reported to the board.</p>		<p>Conglomerate’s enterprise risk management, protect the Company’s information assets and reputation, and comply with relevant laws and regulations.</p> <p>The ISMS consists of the following:</p> <ol style="list-style-type: none"> 1. Core Information Security Policies – drive primary objectives of the ISMS: establish, maintain, and improve information security <ol style="list-style-type: none"> 1.1. Information Security Policy - is to establish, maintain, and continuously improve the ISMS to protect information assets, maintaining competitive advantage and increasing stakeholders’ confidence. 1.2. Information Asset Management Policy - is to define and classify information assets in both physical and electronic formats and provide guidance on how to appropriately handle information assets according to classification. 1.3. Information Security Incident Management Policy - is to mandate a structured approach in managing incidents that compromise corporate information and personal data of the business units’ customers. 1.4. Compliance Policy - is to ensure that Business Units comply with applicable legal, regulatory requirements and contractual obligations, when conducting business activities. 2. Organizational Policies – establish Information Security organization, roles and responsibilities as well as accountability of those who have access to corporate information 	

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		<p>2.1. Information Security Internal Organization Policy - is to establish the appropriate internal organization to ensure security of information assets</p> <p>2.2. Human Resource Security Policy - is to protect the company's business interests by ensuring that employees and contractors understand and fulfill their roles and responsibilities to preserve information security before, during, and after employment</p> <p>2.3. Supplier Relations Policy – this is to mandate controls which protect information assets that will be exposed to suppliers and preserve the integrity of supplier selection activities</p> <p>3. Access and Use Policies – enforce controls for access and authorization, as well as acceptable use of information assets</p> <p>3.1. Access Control Policies – this is to Implement adequate measures to regulate access to different information assets and facilities, ensuring that facilities and equipment may only be accessed by authorized personnel</p> <p>3.2. Acceptable Use of Assets - Ensure that employees understand how corporate assets should and should not be used, ensuring that the BU gets the most value out of its corporate assets and networks, and avoids unintended security breaches.</p> <p>3.3. Physical and Environmental Security Policy - Protect corporate assets and information by mandating controls that prevent unauthorized physical access to company premises, as well as equipment that support business operations</p> <p>3.4. Mobile Device and Teleworking Policy - Establish rules for the use, management and security of all mobile devices that process company information and establish rules for conducting official business outside the work premises</p>	

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		<p>4. Operational Security Policies – implementation of technical controls to maintain target level of security</p> <p>4.1. Cryptographic Controls Policy - Apply cryptographic controls (i.e. encryption) on confidential electronic information (e.g. files, databases), to add another layer of protection and prevent unauthorized use or disclosure.</p> <p>4.2. Operations Security Policy - Apply appropriate controls to ensure that day to day operations are carried out in a controlled and a secure manner.</p> <p>4.3. Communications Security Policy - Implement measures that will protect information as it moves both within the corporate network and outward.</p> <p>4.4. Data Security Policy - Implement measures to protect corporate information from possible loss and leakage, avoiding breaches in legal, statutory or contractual obligations.</p> <p>5. Secure Development Policy - Protect corporate information and minimize breaches by ensuring that information security concerns are taken into consideration when developing or acquiring systems and services.</p>	
Recommendation 12.2			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting</p>	<p>Compliant</p>	<p>The Company’s in-house Internal Audit focuses on delivering its mandate of determining whether the governance, risk management and control processes, as designed and represented by management, are adequate and functioning in a manner that provides reasonable level of confidence that:</p> <ul style="list-style-type: none"> ▪ Employees’ actions are compliant with policies, standards, procedures, and applicable laws and regulations; 	

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<p>services designed to add value and improve the company's operations.</p>		<ul style="list-style-type: none"> ▪ Quality and continuous improvement are fostered in the control processes; ▪ Programs, plans, and objectives are achieved; ▪ Resources are acquired economically, used efficiently, and protected adequately; ▪ Significant financial, managerial, and operating information is accurate, reliable, and timely; ▪ Significant key risks are appropriately identified and managed; ▪ Significant legislative or regulatory issues impacting the Company are recognized and properly addressed. <p>Opportunities for improving management control, profitability and the Company's reputation may be identified during audits.</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, F. Internal Audit, Role of the Internal Audit, page 26, LINK</p>	
Recommendation 12.3			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Compliant</p>	<p>The company's Chief Audit Executive (CAE) is Mr. Joseph G. De Dios and information containing his responsibilities is found in:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, F. Internal Audit, 2. Organization of the Internal Audit, 2.1, page 27, LINK</p>	
<p>2. CAE oversees and is responsible for the internal audit activity of the organization,</p>	<p>Compliant</p>	<p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, F. Internal Audit, 2. Organization of the Internal Audit, 2.1, page 27, LINK</p> <p>There is no outsourced internal audit activity.</p>	

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including that portion that is outsourced to a third party service provider.			
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.	Compliant	Identify qualified independent executive or senior management personnel, if applicable. The internal audit is in-house.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Information on company’s risk management function is found in: Revised Corporate Governance Manual (RCGM) , Article III Governance Structure, G. Enterprise Risk Management, Role of ERM, page 29, LINK	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk	Compliant	Identify source of external technical support, if any. In 2024, the Company's Enterprise Risk Management Team under the leadership of RLC’s Chief Finance, Compliance and Risk Officer who is	

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management when such competence is not available internally.		responsible for risk management function was able to adequately perform the necessary risk management activities and did not require external technical support. Annual Report (Digital Colored Copy) , Enterprise Risk Management and Internal Controls, page 142, LINK	
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).	Compliant	The Company appointed Mr. Kerwin Max S. Tan as the Chief Risk Officer concurrent with his position as Chief Financial Officer of the Company. Annual Report SEC Form 17-A , Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant, Mr. Kerwin Max S. Tan, page 98, LINK	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant		
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least	Compliant	Provide link to CEO and CAE's attestation Annual Report SEC form 17-A , Statement of Management's Responsibility for Financial Statements, page 203, LINK	

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<p>annually, that a sound internal audit, control and compliance system is in place and working effectively.</p>		<p>The Company’s Chief Executive Officer and Chief Audit Executive issue an annual attestation that the Company has an internal audit, controls and compliance system in place and working effectively in all material respects, compliant with the standards set out in the Corporate Audit Manual. These processes provide an assurance that enables the senior management of the company to understand, manage and satisfactorily control risk exposures.</p> <p>ANNEX 3 - Chief Auditor’s Attestation</p>	
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			
<p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p>	Compliant	<p>Link or reference to the company’s Manual on Corporate Governance where shareholders’ rights are disclosed. Provide link to company’s website</p> <p>Revised Corporate Governance Manual (RCGM), Article VI Stakeholders’ Rights and Protection of Minority Shareholders’ Interest, A. Shareholders, pages 33-35, LINK</p>	
<p>2. Board ensures that basic shareholder rights are disclosed on the company’s website.</p>	Compliant	<p>Provide link to company’s website</p> <p>Company Website, LINK</p>	

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Supplement to Recommendation 13.1			
1. Company’s common share has one vote for one share.	Compliant	Amended By-Laws , Article VII Stockholder’s Meeting, 4. Vote, page 14, LINK	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Information on classes of shares, including their voting rights are found in: Company Website , About Us>Articles of Incorporation, LINK Amended By-Laws , Article VII Stockholder’s Meeting, 4. Vote, page 14, LINK	
3. Board has an effective, secure, and efficient voting system.	Compliant	Stockholders may cast their votes on any item in the agenda for approval via the following modes on or before April 29, 2024: I. a. By sending their proxies appointing the Chairman of the meeting to the Corporate Secretary; or b. By voting in absentia, subject to validation procedures.	
4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	II. Stockholders may cast their votes on any item in the agenda for approval by sending their proxies appointing the Chairman of the meeting to the Corporate Secretary by email to corp.secretary@robinsonsland.com or hard copies to the Office of the Corporate Secretary, 12/F Robinsons Cyberscape Alpha, Sapphire and Garnet Road, Ortigas Center, Pasig City on or before April 29, 2024.	

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		<p>Definitive Information Statement (DIS), Registration and Procedure for voting in Absentia and Participation via Remote Communication, I. Voting in Absentia, pages 42-43, LINK</p> <p>2024 Minutes of Annual Stockholder’s Meeting, LINK</p> <p>Shareholder voting mechanisms are found in:</p> <p>Amended By-Laws, Article VII Stockholder’s Meeting, pages 14-15, LINK</p>	
<p>5. Board allows shareholders to call a special shareholders’ meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Compliant</p>	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p>For the past financial year, no special stockholders’ meeting was held.</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Information or link/reference to the policies on treatment of minority shareholders:</p> <p>Revised Corporate Governance Manual (RCGM), Article VI Stakeholders’ Rights and Protection of Minority Shareholders’ Interest, pages 33-35, LINK</p>	
<p>7. Company has a transparent and</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company’s dividend Policy.</p>	

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specific dividend policy.		<p>On June 27, 2018, the Board of Directors has approved the adoption of a new dividend policy effective 2019. Under the dividend policy, the Corporation shall implement an annual cash dividend payout ratio of twenty percent (20%) of its recurring net income for the preceding fiscal year.”</p> <p>PSE EDGE, Definitive Information Statement (DIS), Part II - Operational and Financial Information, Item 7. Dividends, page 102, LINK</p> <p>The Board of Directors of the Company approved on May 3, 2024 the declaration of cash dividends in the amount of SIXTY-FIVE CENTAVOS (Php0.65) per share from the unrestricted retained earnings of the Corporation as of December 31, 2023, to all stockholders of record as of May 31, 2024 and paid on June 21, 2024.</p> <p>Annual Report (Digital Colored Copy), Corporate Governance Section, page 147, LINK</p>	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders’ Meeting.	Compliant	<p>The Company have engage the services of Sycip, Gorres, Velayo & Co. in counting/validating the votes at the ASM.</p> <p>2024 Minutes of Stockholder’s Meeting, 1. Call to Order and Certification of Notice and Quorum, page 2, LINK</p>	
Recommendation 13.2			
1. Board encourages active shareholder	Compliant	Indicate the number of days before the annual stockholders’ meeting or special stockholders’ meeting when the notice and agenda were sent out	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>		<p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p> <p>Posted to PSE EDGE: March 8, 2024 (61 days) ASM Schedule: May 8, 2024</p> <p>Definitive Information Statement (DIS), Notice of Annual Stockholders' Meeting, page 3; Explanation of Agenda Items for Shareholder Approval, pages 4-6, LINK</p>	
Supplemental to Recommendation 13.2			
<p>1. Notice of Annual Stockholders' Meeting contains the following information:</p>	<p>Compliant</p>	<p>Link or reference to the company's notice of Annual Shareholders' Meeting</p> <p>Notice of Annual Stockholders' Meeting, LINK</p> <p>Definitive Information Statement (DIS), Profiles of the Nominees for Election to the Board Of Directors for the Year 2024, pages 9-12; Item 7 Independent Public Accountants, pages 27-28; Proxy section, page 7, LINK</p>	
<p>a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience,</p>	<p>Compliant</p>		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
and directorships in other listed companies)			
b. Auditors seeking appointment/rea ppointment	Compliant		
c. Proxy documents	Compliant		
Optional: Recommendation 13.2			
2. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Rationale for the agenda items is contained in the: Definitive Information Statement (DIS) , Notice of Annual Stockholders' Meeting, page 3; Explanation of Agenda Items for Shareholder Approval, pages 4-6, LINK	
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	Information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM were documented on: 2024 Minutes of Annual Stockholder's Meeting , LINK	
2. Minutes of the Annual and Special	Compliant	See below link to minutes of meeting in the company website:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Shareholders' Meetings were available on the Company Website within five business days from the end of the meeting.		2024 Minutes of Annual Stockholder's Meeting , LINK	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	External auditor and other relevant individuals were present during the ASM and/or special meeting: 2024 Minutes of Annual Stockholder's Meeting , LINK Definitive Information Statement (DIS) , Item 7. Independent Public Accountants, page 26, LINK	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes Revised Corporate Governance Manual (RCGM) , Article III Governance Structure; 3.2. Duties and Functions of the Board, 3.2.15, page 13, LINK	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Link/reference to where it is found in the Manual on Corporate Governance: Revised Corporate Governance Manual (RCGM) , Article III Governance Structure; 3.2. Duties and Functions of the Board, 3.2.15, page 13, LINK	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Disclose the contact details of the officer/office responsible for investor relations, such as: 1. Head of Investor Relations - Mr. Rommel Rodrigo 2. Telephone Number: +6323971888 loc. 31536 3. Email address: Investor.Relations@robinsonsland.com Company Website, Investor Relations, LINK	
2. IRO is present at every shareholder's meeting.	Compliant	Indicate if the IRO was present during the ASM. Yes, the IRO was present in the last ASM.	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	Provide information on how antitakeover measures or similar devices were avoided by the board, if any. Revised Corporate Governance Manual (RCGM) , Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, A.2. Promotion of Shareholders' Rights, page 35, LINK	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>Indicate the company's public float.</p> <p>Public Ownership Percentage: 34.02%</p> <p>PSE EDGE, Public Ownership Report, LINK</p> <p>Annual Report SEC Form 17-A, Part II Operational and Financial Information, Item 8. List of Top 20 Stockholders of Record, page 70, LINK</p>	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p>Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM.</p> <p>Revised Corporate Governance Manual (RCGM), Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, A.2. Promotion of Shareholders' Rights, page 35, LINK</p>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	<p>Disclose the process and procedure for secure electronic voting in absentia, if any.</p> <p>Definitive Information Statement (DIS), Registration and Procedure for voting in Absentia and Participation via Remote Communication, II. Participation via Remote Communication, page 43, LINK In order for the Corporation to properly conduct validation procedures, shareholders who have not sent their proxies or voted in absentia who wish</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		to participate via remote communication must notify the Corporation by email to corp.secretary@robinsonsland.com before April 29, 2024. Definitive Information Statement (DIS) , Item 20. Participation of Stockholders by Remote Communication, page 30, LINK	
Duties to Stakeholders			
<p>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, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.</p>			
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	Identify the company’s shareholder and provide information or reference to a document containing information on the company’s policies and programs for its stakeholders. Revised Corporate Governance Manual (RCGM) , Article VI Stakeholders’ Rights and Protection of Minority Shareholders’ Interest, B. Other Stakeholders, pages 35-36, LINK	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the	Compliant	Policies and programs for the protection and fair treatment of company’s stakeholders: Revised Corporate Governance Manual (RCGM) , Article VI Stakeholders’ Rights and Protection of Minority Shareholders’ Interest, B. Other Stakeholders, pages 35-36, LINK	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
fair treatment and protection of stakeholders.			
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	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights. Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p>Refer to CICOM in Company Website: Email Address: CICOM@jgsummit.com.ph Fax Number: 8395-3888 Mailing Address: Must be sent in a sealed envelope clearly marked "Strictly Private and Confidential-To Be Opened by Addressee Only." CICOM JG Summit Holdings, Inc. 44th Flr. Robinsons Equitable Tower ADB Avenue, Cor., Poveda Road, Pasig City</p> <p>Company Policies, LINK</p> <p>Company Website, Governance> Company Policies> Whistleblowing Policy, LINK</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Supplement to Recommendation 14.3			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	Compliant	<p>Information on the alternative dispute resolution system established by the company:</p> <p>Revised Corporate Governance Manual (RCGM), Article III Governance Structure, 3.2. Duties and Functions of the Board, 3.2.15, page 13; Article VI Stakeholders’ Rights and Protection of Minority Shareholders’ Interest, A.2 Promotion of Shareholder’s Rights, page 35, LINK</p>	
Additional Recommendations to Principle 14			
<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally</p>	Compliant	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p>For the past financial year, the company did not request any exemption.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
comply with the applicable law, rule or regulation.			
2. Company respects intellectual property rights.	Compliant	<p>Provide specific instances, if any.</p> <p>The Company has developed confidential business and technical information over many years at considerable expense. Because of this effort, the Company now owns or otherwise possesses valuable confidential business and technical information; hence, everyone is expected to protect it as carefully similar to the protection of tangible property.</p> <p>Company Website, Governance> Code of Business Conduct and Ethics, LINK</p> <p>Company Website, Governance> Company Policies> Conflict of Interest, LINK</p>	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	<p>Policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same:</p> <p>Revised Corporate Governance Manual (RCGM), Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, B. Other Stakeholders, Item 3.1, page 35, LINK</p> <p>Company Website, Governance> Company Policies> Stakeholders, Health, Safety and Welfare Policy, LINK</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same. Annual Report (Digital Colored Copy) , Corporate Governance Section, page 141, LINK	
<p>Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company’s goals and participate in its corporate governance processes.</p>			
<p>Recommendation 15.1</p>			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company’s goals and in its governance.	Compliant	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation. Revised Corporate Governance Manual (RCGM) , Article VI Stakeholders’ Rights and Protection of Minority Shareholders’ Interest, B. Other Stakeholders, Item 3, page 35, LINK Company Website , Governance> Company Policies> Stakeholders, Health, Safety and Welfare> JG ILED, JG CARES and Other Employee Engagement, LINK	
<p>Supplement to Recommendation 15.1</p>			
1. Company has a reward/compensation policy that accounts for the performance of the company	Compliant	The company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
beyond short-term financial measures.		Company Website , Governance> Company Policies> Succession Planning and Remuneration Policy, Item 12 and 13, LINK	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any. Revised Corporate Governance Manual (RCGM) , Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, B. Other Stakeholders, Item 3, page 35, LINK Company Website , Governance> Company Policies> Stakeholders, Health, Safety and Welfare> JG ILED, JG CARES and Other Employee Engagement, LINK	
3. Company has policies and practices on training and development of its employees.	Compliant	Information on policies and practices on training and development of employees. Include information on any training conducted or attended. Company Website , Governance> Company Policies> Employees> JG ILED, JG CARES and Other Employee Engagement, LINK	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy	Compliant	Link/reference to the company's policies, programs and practices on anti-corruption Revised Corporate Governance Manual (RCGM) , Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, B. Other Stakeholders, Item 4, page 36, LINK	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
and program in its Code of Conduct.		Company Website , Governance> Company Policies> Whistleblowing Policy, LINK	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company’s culture.	Compliant	<p>Identify how the board disseminated the policy and program to employees across the organization</p> <p>All employees undergo an onboarding program where they are informed and oriented about company policies including the Code of Business Conduct and Ethics that is also available in the Company Website.</p> <p>Company Website, Governance> Code of Business Conduct and Ethics, LINK</p> <p>Company Website, Governance> Company Policies> Conflict of Interest, LINK</p>	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>Link/reference to the company policy and procedures on penalizing employees involved in corrupt practices. Include any finding of violations of the company policy.</p> <p>Company Website, Governance> Code of Business Conduct and Ethics, LINK</p> <p>Company Website, Governance> Company Policies> Conflict of Interest, LINK</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
Recommendation 15.3			
<p>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</p>	<p>Compliant</p>	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Company Website, Governance> Company Policies> Whistleblowing Policy, LINK</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Company Website, Governance> Company Policies> Whistleblowing Policy, Item 11, page 4, LINK</p> <p>Provide contact details to report any illegal or unethical behavior.</p> <p>Refer to CICOM in Company Website: Email Address: CICOM@jgsummit.com.ph Fax Number: 8395-3888 Mailing Address: Must be sent in a sealed envelope clearly marked "Strictly Private and Confidential-To Be Opened by Addressee Only." CICOM JG Summit Holdings, Inc. 44th Flr. Robinsons Equitable Tower ADB Avenue, Cor., Poveda Road, Pasig City</p> <p>Company Website, Governance> Company Policies> Whistleblowing Policy, Appendix 2, LINK</p> <p>Company Website, Governance> Company Policies> Whistleblowing Policy, LINK</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>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.</p>	<p>Compliant</p>	<p>Company Website, Governance> Company Policies> Whistleblowing Policy, LINK</p>	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>Information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p>Revised Corporate Governance Manual (RCGM), Article VI Stakeholders’ Rights and Protection of Minority Shareholders’ Interest, B. Other Stakeholders, Item 5, page 36, LINK</p> <p>Company Website, Governance> Company Policies> Whistleblowing Policy, LINK</p>	
<p>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.</p>			
<p>Recommendation 16.1</p>			
<p>1. Company recognizes and places importance on the</p>	<p>Compliant</p>	<p>Information or reference to a document containing information on the company’s community involvement and environment related programs.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.		<p>Revised Corporate Governance Manual (RCGM), Article VI Stakeholders’ Rights and Protection of Minority Shareholders’ Interest, B. Other Stakeholders, Item 6, page 36, LINK</p> <p>Company Website, Sustainability> RLove, LINK</p> <p>Annual Report (Digital Colored Copy), LINK</p> <p>Annual Report SEC Form 17-A, Robinsons Land Corporation 2024 Sustainability Report, pages 107-155, LINK</p>	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	<p>Link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p> <p>Revised Corporate Governance Manual (RCGM), Article VI Stakeholders’ Rights and Protection of Minority Shareholders’ Interest, B. Other Stakeholders, page 35, LINK</p> <p>Annual Report SEC Form 17-A, Robinsons Land Corporation 2024 Sustainability Report, pages 107-155, LINK</p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p>	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Revised Corporate Governance Manual (RCGM), Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, B. Other Stakeholders, Item 6, page 36, LINK</p> <p>Company Website, Sustainability> RLove, LINK</p> <p>Annual Report SEC Form 17-A, Robinsons Land Corporation 2024 Sustainability Report, pages 107-155, LINK</p>	

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Pasig City on MAY 20 2025, 2025.

SIGNATURES



LANCE Y. GOKONGWEI
 Chairman of the Board



MARIA SOCORRO ISABELLE V. ARAGON-GOBIO
 President and Chief Executive Officer



OMAR BYRON T. MIER
 Lead Independent Director



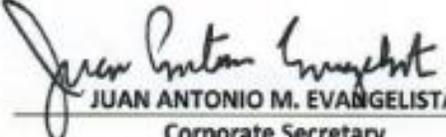
JOSE T. PARDO
 Independent Director



BIENVENIDO S. BAUTISTA
 Independent Director



KERWIN MAX S. TAN
 Compliance Officer



JUAN ANTONIO M. EVANGELISTA
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 20 2025 day of _____ 2025, affiant(s) exhibiting to me their identification cards, as follows:

NAME	TAX IDENTIFICATION NO.
LANCE Y. GOKONGWEI	116-312-586
MARIA SOCORRO ISABELLE V. ARAGON-GOBIO	164-010-455
OMAR BYRON T. MIER	106-905-398
BIENVENIDO S. BAUTISTA	117-425-255
JOSE T. PARDO	116-203-611
KERWIN MAX S. TAN	169-981-320
JUAN ANTONIO M. EVANGELISTA	917-947-480

Doc No.: 363
 Page No.: 79
 Book No.: I
 Series of: 2025


MARIE ATHENA C. YBANEZ
 Appointment No. 283 (2024-2025)
 Notary Public for Pasig City and Pateros
 Until December 31, 2025
 Attorney's Roll No. 83739
 15th Floor, Robinsons Cyberscape Alpha, Sapphire and
 Gamet Roads, Ortigas Center, Pasig City
 PTR Receipt No. 3020452; 01.02.2025; Pasig City
 IBP Receipt No. 492738; 01.02.2025, Iloilo
 Admitted to the Bar in 2022

ANNEX 1



Republic of the Philippines
Department of Finance
Securities and Exchange Commission
SEC Building, EDSA, Greenhills, Mandaluyong City

CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

12 November 2015

JG SUMMIT HOLDINGS, INC.
43rd Floor Robinsons Equitable Tower
ADB Ave. cor. Poveda Rd.
Ortigas Center, Pasig City

Attention: MS. ARLENE S. DENZON
Compliance Officer

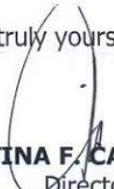
**Re: Exemption Requests of Mr. John L. Gokongwei, Jr. and
Mr. James L. Go from Attending Corporate Governance
Trainings as Required by SEC Memorandum Circular No.
20, Series of 2013**

Gentlemen:

This refers to your letters dated 26 October 2015 requesting that Mr. John L. Gokongwei, Jr. and Mr. James L. Go be exempted from the requirement to attend corporate governance trainings/seminars, pursuant to SEC Memorandum Circular No. 20, Series of 2013.

Please be informed that the Commission, in its *en banc* meeting on 10 November 2015 resolved to GRANT the said requests. Mr. Gokongwei and Mr. Go are granted permanent exemption from the corporate governance training requirement.

Very truly yours,


JUSTINA F. CALLANGAN
Director



Certificate of Completion

is hereby awarded to

Lance Y. Gokongwei

For successfully completing the
2024 GOKONGWEI GROUP
CORPORATE GOVERNANCE TRAINING FOR DIRECTORS AND OFFICERS
*“Building a Resilient Gokongwei Group:
Corporate Governance Training on Sustainability, Cybersecurity, and Integrity”*
Held on **September 10, 2024** from 1:30-5:30 PM

Atty. Maria Celia H. Fernandez-Estavillo
Chief Legal Officer
General Counsel Group

Atty. Laurinda R. Rogero
Chief Compliance Officer
General Counsel Group - Compliance



Certificate of Completion

is hereby awarded to

Patrick Henry C. Go

For successfully completing the
2024 GOKONGWEI GROUP
CORPORATE GOVERNANCE TRAINING FOR DIRECTORS AND OFFICERS
*“Building a Resilient Gokongwei Group:
Corporate Governance Training on Sustainability, Cybersecurity, and Integrity”*
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Atty. Maria Celia H. Fernandez-Estavillo
Chief Legal Officer
General Counsel Group

Atty. Laurinda R. Rogero
Chief Compliance Officer
General Counsel Group - Compliance





Certificate of Completion

is hereby awarded to

Johnson Robert G. Go, Jr.

For successfully completing the
2024 GOKONGWEI GROUP
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Atty. Maria Celia H. Fernandez-Estavillo
Chief Legal Officer
General Counsel Group

Atty. Laurinda R. Rogero
Chief Compliance Officer
General Counsel Group - Compliance



Certificate of Completion

is hereby awarded to

Robina Gokongwei-Pe

For successfully completing the
2024 GOKONGWEI GROUP
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Atty. Maria Celia H. Fernandez-Estavillo
Chief Legal Officer
General Counsel Group

Atty. Laurinda R. Rogero
Chief Compliance Officer
General Counsel Group - Compliance





Certificate of Completion
is hereby awarded to
Bienvenido S. Bautista

For successfully completing the
2024 GOKONGWEI GROUP
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Atty. Maria Celia H. Fernandez-Estavillo
Chief Legal Officer
General Counsel Group


Atty. Laurinda R. Rogero
Chief Compliance Officer
General Counsel Group - Compliance





Certificate of Completion

is hereby awarded to

Kerwin Max S. Tan

For successfully completing the
2024 GOKONGWEI GROUP
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Corporate Governance Training on Sustainability, Cybersecurity, and Integrity”*
Held on **September 10, 2024 from 1:30-5:30 PM**

Handwritten signature of Maria Celia H. Fernandez-Estavillo in blue ink.

Atty. Maria Celia H. Fernandez-Estavillo
Chief Legal Officer
General Counsel Group

Handwritten signature of Laurinda R. Rogero in blue ink.

Atty. Laurinda R. Rogero
Chief Compliance Officer
General Counsel Group - Compliance



Certificate of Completion

is hereby awarded to

Juan Antonio M. Evangelista

For successfully completing the
2024 GOKONGWEI GROUP
CORPORATE GOVERNANCE TRAINING FOR DIRECTORS AND OFFICERS
*“Building a Resilient Gokongwei Group:
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Handwritten signature of Maria Celia H. Fernandez-Estavillo in blue ink.

Atty. Maria Celia H. Fernandez-Estavillo
Chief Legal Officer
General Counsel Group

Handwritten signature of Laurinda R. Rogero in blue ink.

Atty. Laurinda R. Rogero
Chief Compliance Officer
General Counsel Group - Compliance



ANNEX 2



CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

09 September 2024

By electronic mail

Ms. Laurinda R. Rogero
Chief Compliance Officer
JG SUMMIT HOLDINGS, INC.
43rd Floor Robinsons Equitable Tower
ADB Ave. cor. Poveda Rd. Ortigas Center
Pasig City 1605
Email: corporatesecretary@jgsummit.ph
AndreRja.Buzeta-Acerro@jgsummit.com.ph

Re: In-house Corporate Governance Training

Dear Ms. Rogero:

This refers to the **JG Summit Holdings, Inc.'s** ("JG") letter dated 09 August 2024, requesting approval: (i.) to conduct an in-house corporate governance training ("**CG Training**") for the directors and key officers of the Gokongwei Group of Companies, which will be held on **10 September 2024** from 01:30 PM to 5:30 PM, to be conducted virtually and synchronously through Microsoft Teams; and (ii.) exemption from the speaker accreditation requirement of its resource speakers namely, Atty. Laurinda R. Rogero, Mr. Sunil Prabhakaran, Atty. Roel Refran, Mr. Wilson Tan, and Ms. Victoria Kalb.

Please be informed that the Commission **GRANTED** the said requests.

However, regarding future requests for approval of CG trainings, the Corporation is reminded to **strictly comply** with Part II (1) of SEC Memorandum Circular No. 2, Series of 2015 or the Additional Guidelines on Corporate Governance Speakers/Resource Persons, which provides that at least one (1) month before the scheduled training program, an Accredited Institutional Training Provider shall file with the Commission the training program, which includes the course outline, training materials, and list of SEC-accredited trainers; and payment of the filing fee .

Moreover, please be reminded that a Completion Report of Training with the attendance report showing the log-in and log-out time of each participant, accomplished evaluation forms, and summary of evaluation results, and Certificate of Attendance of participants are required to be submitted to the Commission not later than ten (10) days after the training.

Finally, the Corporation is reminded to comply with the submission guidelines applicable to companies under the monitoring supervision of our Department, which are currently outlined in SEC Memorandum Circular No. 18, Series of 2023 dated 9 October 2023, entitled, "Guidelines on the Submission of Digital Copies of Applications, Compliance Documents and Other Requests, and Further Reduction of the Number of Hard Copies to be Filed with the Commission".

Very truly yours,


RACHEL ESTHER J. GUMTANG-REMALANTE
Director

Reference No. 202409-007-00

/mtbs

8th Floor, The SEC Headquarters, 7907 Makati Avenue
Salcedo Village, Bel-air, Makati City
(+63 2) 5322 7696 loc. 114
www.sec.gov.ph | cgfd@sec.gov.ph | cgfd_cgfd@sec.gov.ph

**INVESTORS
IN PEOPLE**
We invest in people





Statement of Internal Controls and Compliance System Attestation for the Year Ended December 31, 2024

Robinsons Land Corporation ("Corporation") recognizes that good corporate governance is essential to build an environment of trust, transparency and accountability necessary for fostering long-term performance, financial stability, business integrity and sustainability of the Corporation for the protection of the interests of its shareholders and other stakeholders.

To further advocate the Corporation's commitment in the pursuit of good governance and achieving compliance with applicable laws and corporate policies and procedures, it continues to strengthen the Enterprise Governance, Risk Management and Compliance (GRC) Culture and maintain a strong system of internal controls focused on accountability and oversight of operations.

Board of Directors

The Board of Directors (BOD) is primarily responsible for the governance of the Corporation and provides an independent check on management. It has oversight function and assures the continuing soundness, effectiveness and adequacy of the Corporation's control environment that consists of : (a) the Corporation that is properly and effectively managed and supervised; (b) Management that actively manages and operates the Corporation in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management of information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the Corporation's governance, operations, and information systems, including the reliability and integrity of financial and operational information, the safeguarding of assets, and compliance with laws, rules, regulations and contracts.

Audit Committee

The Audit Committee assists the BOD in fulfilling oversight responsibilities over the Corporation's system of internal controls. They are also responsible for providing oversight over its financial reporting, GRC processes, Internal and External Audit activities, and monitor compliance with applicable laws and regulations.

Management

Management continues to be primarily responsible for designing, implementing and maintaining an adequate and effective internal controls and risk management processes on a day-to-day basis which consists of identifying and assessing significant risks and monitoring appropriate internal control to mitigate risks at an acceptable level and within the risk appetite.

Internal Audit

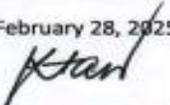
Internal audit adopts a risk-based approach in developing its annual audit plans for the purpose of providing independent assessments to the Audit Committee, management, and relevant outside parties on the adequacy and effectiveness of internal controls of the Corporation.

External Audit

SGV & Co., the Corporation's external auditor, is responsible for assessing and expressing an opinion on the conformity of the audited financial statements with Philippine Financial Reporting Standards and the overall quality of the financial reporting process.

Based on the above assurance and submitted reports provided by our internal auditors as well as the external auditors as a result of their reviews, we attest that the Corporation's internal controls, risk management and compliance system and governance practices are adequate.

Date: February 28, 2025


KERWIN MAX S. TAN
 Chief Financial Officer, Chief Risk
 Officer and Compliance Officer


JOSEPH G. DE DIOS
 Chief Audit Executive


MYBELLE ARAGON-GOBIO
 President and Chief Executive Officer



CERTIFICATION

The Good Governance Advocates and Practitioners of the Philippines, Inc. (GGAPP), hereby certify that an independent Third-Party Board Evaluation was conducted for

Robinsons Land Corporation (RLC)

The evaluation covered 2024, and was conducted through surveys sent to and accomplished by the members of the RLC Board of Directors.

17 March 2025


Vincent Edward R. Festin
Chairman


Reginald H. Tiu
President

www.goodgovernancephilippines.org

CERTIFICATION

I, **JUAN ANTONIO M. EVANGELISTA**, of legal age, Filipino and with office address at 12th Floor, Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City, after having been duly sworn in accordance with law, hereby certify that:

1. That I am the duly appointed Committee Secretary of Robinsons Land Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office address at Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Philippines;
2. As a Committee Secretary, I have access to the committee records of the Corporation;
3. According to the committee records, there were five (5) Audit Committee Meetings held for the period 1 January 2024 to 31 December 2024. The meetings were held on the following dates:

March 8, 2024	Audit Committee
May 3, 2024	Audit Committee
August 9, 2024	Audit Committee
September 9, 2024	Audit Committee
November 6, 2024	Audit Committee

4. Of the Audit Committee Meetings mentioned above, the following are in the record of attendance:

Committee	Name	Date of Election	No. of meetings attended/held	%
Chairman	Omar Byron T. Mier	May 8, 2024	5/5	100%
Member	Bienvenido S. Bautista	May 8, 2024	5/5	100%
Member	Vivencio B. Dizon	May 8, 2024	5/5	100%
Member	Jose T. Pardo	May 8, 2024	5/5	100%

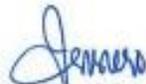
IN WITNESS WHEREOF, I have hereunto set my hand this _____ at _____
City, Metro Manila, Philippines.


ATTY. JUAN ANTONIO M. EVANGELISTA
Corporate Secretary

APR 23 2025 City of Pasig

SUBSCRIBED AND SWORN to before me this _____ at _____, affiant
exhibiting to me his IBP Lifetime No. 12937.

Doc. No. 406;
Page No. 83;
Book No. 13;
Series of 2025.


ATTY. IRIS FATIMA V. CERO
Notary Public for Pasig, San Juan, and Pateros
Appointment No. 53 (2024-2025) until Dec 31 2025
12F Cyberscape Alpha, Sapphire & Garnet Roads,
Ortigas Center, Pasig City
Roll of Attorneys No. 65837; June 21, 2016
PTR No. 3038293; January 07, 2025; Pasig City
IBP No. 499852; January 6, 2025; RSM Chapter
MCLE Compliance No. VII-0014637; April 14, 2025

CERTIFICATION

I, **JUAN ANTONIO M. EVANGELISTA**, of legal age, Filipino and with office address at 12th Floor, Robinsons Cyberscape Alpha, Sapphire and Garnet Roads, Ortigas Center, Pasig City, after having been duly sworn in accordance with law, hereby certify that:

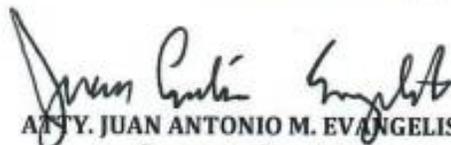
1. That I am the duly appointed Committee Secretary of Robinsons Land Corporation (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office address at Level 2, Galleria Corporate Center, EDSA corner Ortigas Avenue, Quezon City, Philippines;
2. As a Committee Secretary, I have access to the corporate records of the Corporation;
3. According to the corporate records, there were six (6) Regular Board Meetings held for the period 1 January 2024 to 31 December 2024. The meetings were held on the following dates:

March 8, 2024	Regular Board
May 3, 2024	Regular Board
May 8, 2024	Annual Shareholders
May 8, 2024	Organizational Meeting
August 9, 2024	Regular Board
November 6, 2024	Regular Board

4. Of the Board Meetings mentioned above, the following are in the record of attendance:

Board	Name	Date of Election	No. of meetings attended/held	%
Chairman Emeritus	James L. Go	May 8, 2024	6/6	100%
Chairman, President & CEO	Lance Y. Gokongwei	May 8, 2024	6/6	100%
Director	Patrick Henry C. Go	May 8, 2024	6/6	100%
Director	Johnson Robert G. Go, Jr.	May 8, 2024	6/6	100%
Director	Robina Gokongwei-Pe	May 8, 2024	6/6	100%
Ind. Director	Omar Byron T. Mier	May 8, 2024	6/6	100%
Ind. Director	Vivencio B. Dizon	May 8, 2024	6/6	100%
Ind. Director	Bienvenido S. Bautista	May 8, 2024	6/6	100%
Ind. Director	Jose T. Pardo	May 8, 2024	6/6	100%

IN WITNESS WHEREOF, I have hereunto set my hand this APR 23 2025 at City of Pasig
City, Metro Manila, Philippines.


ATTY. JUAN ANTONIO M. EVANGELISTA
Corporate Secretary

ANNEX 6

APR 23 2025

SUBSCRIBED AND SWORN to before me this _____ at City of Pasig, affiant
exhibiting to me his IBP Lifetime No. 12937.

Doc. No. 405;
Page No. 82;
Book No. 13;
Series of 2025.



ATTY. IRIS FATIMA V. CERO
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MCLE Compliance No. VII-0014637; April 14, 2025