



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: December 31, 2023
2. SEC Identification Number: CS200716094 3. BIR Tax Identification No. 006-895-049
4. Exact name of issuer as specified in its charter CONVERGE ICT SOLUTIONS, INC.
5. Metro Manila, Philippines
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. New Street Bldg., Mc Arthur Highway, Balibago, Angeles City, Pampanga 2009
Address of principal office Postal Code
8. (02) 8667-0888
Issuer's telephone number, including area code
9. N/A
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

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	The Board is composed of experienced individuals with different and complementing knowledge, skills, experiences, perspectives, and backgrounds. They actively assess, approve, monitor, and oversee the Company's key objectives and projects that will drive long term value to all stakeholders.	
2. Board has an appropriate mix of competence and expertise.		They remain qualified to fulfil their roles and responsibilities.	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.		References: SEC Annual Report 17 - A Pages 55 – 58: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	The Board is composed of seven (7) directors, a majority or five (5) of which are non-executive directors, four (4) of which are independent directors. References: SEC Annual Report 17A Pages 55 - 58: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Our Amended Manual on Corporate Governance and our Board Charter reflects the training and orientation program for directors.	
2. Company has an orientation program for first time directors.	Compliant	References: SEC Annual Report 17A Pages 70 - 71: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
3. Company has relevant annual continuing training for all directors.	Compliant	Manual on Corporate Governance; Page 18 Item 14: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Board Charter; Page 5: https://corporate.convergeict.com/wp-content/uploads/2022/09/CONVERGE-Board-Charter-amended-as-of-August-2022-1.pdf Annex A - Corporate Governance Training for FY 2023	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	The Company adopts a Board Diversity Policy that promotes a fair and diverse culture, and eliminates barriers of age, gender, race, and of nationality, with the clear intention of uniting highly skilled and capable individuals to lead. The 2023 Board Diversity Progress Report reflects metrics and progress to fully implement diversity, both in board composition and personnel hiring. This is further emphasized in the company's sustainability report. References: SEC Annual Report 17A Page 72: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

		Manual on Corporate Governance; Page 3, Item 4 (a): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Board Diversity Policy: https://corporate.convergeict.com/wp-content/uploads/2022/02/ITEM-VII-A.1-Board-Diversity-Policy.pdf Board Diversity Report for 2023: https://corporate.convergeict.com/wp-content/uploads/2024/02/Board-Diversity-Compliance-Progress-Report-2023.pdf Sustainability Report Pages 35 – 36: Data and Disclosures Pages 16 – 17, 23 - 30: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
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	The 2023 Board Diversity Progress Report, which anchors on the Board Diversity Policy, reflects metrics and progress to fully implement diversity, both in board composition and personnel hiring. This is further emphasized in the company's sustainability report. References: SEC Annual Report 17A Page 72: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Manual on Corporate Governance; Page 3, Item 4 (a): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Board Diversity Policy:	

		https://corporate.convergeict.com/wp-content/uploads/2022/02/ITEM-VII-A.1-Board-Diversity-Policy.pdf Board Diversity Report for 2023: https://corporate.convergeict.com/wp-content/uploads/2024/02/Board-Diversity-Compliance-Progress-Report-2023.pdf Sustainability Report Pages 35 – 36: Data and Disclosures Pages 16 – 17, 23 - 30: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	The Board has appointed a Corporate Secretary – Atty. Elvira C. Oquendo. Atty. Oquendo is not the Compliance Officer nor is she a member of the Board of Directors. References: <u>Qualifications and appointment-</u> SEC Annual Report 17A Page 60: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Definitive Information Statement 2023; Page 20: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf <u>Duties and functions-</u> Manual on Corporate Governance, Pages 11-12, Item 6 (a-l). https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL .pdf	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	The Corporate Secretary attended training on corporate governance last November 17, 2023. References: SEC Annual Report 17A Page 62: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Annex A – Corporate Governance Training for FY 2023	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	In 2023, for every board meeting, the Corporate Secretary provided materials at least five business days before scheduled meeting via email to give directors ample time to review the board meeting materials. Manual on Corporate Governance: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	The Company has appointed Laurice Esteban-Tuason as its Senior Vice President and Corporate Compliance Officer. The Compliance Officer is not a member of the Board. References: Position, duties, and responsibilities: Manual on Corporate Governance, Pages 12-13, Item 7(A-I). https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Background and qualifications of Ms. Laurice P. Esteban-Tuason: SEC Annual Report 17A Pages 59-60:	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant		

		https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf	
4. Compliance Officer attends training/s on corporate governance.	Compliant	The Compliance Officer attended training on corporate governance last November 17, 2023. References: SEC Annual Report 17A Pages 70 - 71: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Annex A - Corporate Governance Training for FY 2023	
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	Our directors always have the best interest of the company in mind. This is evident through their active participation in regular board meetings, committee meetings and Annual Stockholder's Meetings (ASM). Their involvement is also reflected in our corporate documents, reports, and materials, and are signed off by the committee chairman and the chairman of the board. Our Manual on Corporate Governance provides for the duties and functions of the board, which includes identifying key risk areas and performance indicators and monitoring these factors with due diligence to anticipate and prepare for possible threats to its operational and financial viability.	

		References: Manual on Corporate Governance, Page 4, Item D (2): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf SEC Annual Report 17A Pages 67 – 77 (Corporate Governance of Converge): https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf SEC Annual Report 17A Pages 68 - 69 (attendance in board and committee meetings for FY 2023): https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The Board oversees the development, review and approval of the Company's business objectives and strategy, as well as its implementation through their participation in committee meetings and ASM or special meetings.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	The Company's budget, business plan and strategy map were presented and approved by the Board during the various Board Meetings for FY2023. Shareholders may request for copies of the minutes through the Office of the Corporate Secretary. Our Manual on Corporate Governance provides for the duties and functions of the board, which includes identifying key risk areas and performance indicators and monitoring these factors with due diligence to anticipate and prepare for possible threats to its operational and financial viability.	

		Part of our strategy execution is adopting a Corporate Performance Management Process which is designed to align corporate strategies with group and individual key performance indicators, followed by a series of evaluation discussions. These are sustained through appropriate performance incentives and other similar performance-based awards. References: Manual on Corporate Governance, Page 3-9, Item D (1-4): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf SEC Annual Report 17A Pages 6 – 15 (Business Segments): https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Board Charter Page 6, Item 4: https://corporate.convergeict.com/wp-content/uploads/2022/09/CONVERGE-Board-Charter-amended-as-of-August-2022-1.pdf Sustainability Report: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission, and core values.	Compliant	The Board has well-established vision, mission, and core value statements and still finds the same adequate and relevant for 2023. There was no motion raised by any member of the board in any of the committee meetings or stockholder's meetings to update the vision, mission, and core values of the company. Mission: Delighting customers by taking care of our own.	

		Vision: World Class ICT Organization that empowers people, business, and the nation to be their best. Values: Integrity, Customer Focus, Teamwork, Empowerment, Excellence, and Velocity. The Founders established Converge with the vision of building a business focused on providing highspeed fixed broadband to millions of unserved and underserved households and businesses across the Philippines. References: SEC Annual Report 17A Page 6: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Page 3: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Corporate website: https://corporate.convergeict.com/	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	The Company's strategic management decisions are aligned with the overall climate of the industry, and demographics. The Board reviewed and approved the Company's strategic initiatives via committee and stockholder's meetings. Copies of the minutes of these decisions are lodged with the Office of the Corporate Secretary. Our Manual on Corporate Governance provides for the duties and functions of the board, which includes identifying key risk areas and performance indicators and monitoring these factors with due diligence to anticipate and prepare for possible threats to its operational and financial viability.	

		Part of our strategy execution is adopting a Corporate Performance Management Process which is designed to align corporate strategies with group and individual key performance indicators, followed by a series of evaluation discussions. These are sustained through appropriate performance incentives and other similar performance-based awards. Our strategic executions relating to business environment and culture also considers how we provide world-class information and communications technology products and services to the broadest number of our people while minimizing adverse impacts to the communities that we operate in. References: SEC Annual Report 17-A Pages 4 - 33: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Pages 6- 19: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	The Chairman of the Board is Mr. Jose P. de Jesus. He possesses all the qualifications and performs all the duties of a chairperson under our Revised Manual on Corporate Governance. References: Website https://corporate.convergeict.com/board-executives/ SEC Annual Report 17A Page 56: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

		Duties and responsibilities: Manual on Corporate Governance, Page 4, Item 4 C: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Results of organizational meeting of BOD - 26 May 2023 https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers, and management.	Compliant	The Company has a Succession Planning Policy to ensure that the business of the Company will not be affected on account of voluntary or involuntary cessation from office or position of any member of the Board and Senior Management. The Company has identified and created a talent pool of candidates and high performing personnel who can be considered for nomination, election, or appointment. The Company recognizes the importance of benefitting from the expertise, experience, and wisdom of its Board of Directors. As a policy, directors may continue to serve based on their ability to perform and discharge their duties effectively and willingness to serve regardless of age. References: Succession Planning Policy: https://corporate.convergeict.com/wp-content/uploads/2023/05/Revised-Succession-Planning-Policy.pdf SEC Annual Report 17A Page 73: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

2. Board adopts a policy on the retirement for directors and key officers.	Compliant	The Company has in place a Retirement Plan which is aligned with the market in order to attract and retain the best talents in the long-term perspective. The Company recognizes the importance of benefitting from the expertise, experience, and wisdom of its Board of Directors. As a policy, directors may continue to serve based on their ability to perform and discharge their duties effectively and willingness to serve regardless of age. References: SEC Annual Report 17A Page 72: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Succession Planning Policy: https://corporate.convergeict.com/wp-content/uploads/2023/05/Revised-Succession-Planning-Policy.pdf Sustainability Report Page 30: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Annex C - Remuneration, and Retirement, Plans.	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	The Company has a Remuneration Committee which performs oversight functions over the management's recommendations on remuneration plans, incentive schemes and other compensation and benefits. The Remuneration Committee does not determine the directors' compensation. Upon recommendation of the Remuneration Committee, the Board has approved the Company's remuneration policy which now takes a "Pay for Performance" approach. References: SEC Annual Report 17A Page 72:	

		https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Page 11 https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Remuneration Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/09/CONVERGE-Remuneration-Committee-Charter.pdf Annex C - Remuneration, and Retirement, Plans.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	The Company has in place the Performance Incentive Framework (PIF), which was approved by the Board. The PIF specifically identifies the relationship between remuneration and performance. The Company recognizes the significance of linking performance and pay and in order to create and foster a “Pay for Performance” culture across the organization. Hence, it strives to create a rewards system that is directly proportional to the performance and achievement levels of employees and contributors. SEC Annual Report 17A Page 72: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Remuneration Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/09/CONVERGE-Remuneration-Committee-Charter.pdf Sustainability Report Page 11: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Annex C - Remuneration, and Retirement, Plans.	

3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	In 2023, the directors did not participate in the discussions and deliberations of their own remuneration. The following are the remuneration arrangement for the directors: <table><tr><th>Nature</th><th>Amount</th></tr><tr><td>Board Meetings</td><td>Per diem of P50,000.00 every meeting</td></tr><tr><td>Committee Meetings</td><td>Per diem of P30,000.00 per meeting</td></tr><tr><td>Stockholders Meeting</td><td>Per Diem of P50,000.00 per stockholders meeting</td></tr><tr><td>Variable remuneration</td><td>Minimum bonus of P2,000,000.00, subject to the performance of the company at year-end.</td></tr></table> Directors' compensation: SEC Annual Report 17A Pages 62-63: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Manual on Corporate Governance, Page 9, Item 4 (F): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	Nature	Amount	Board Meetings	Per diem of P50,000.00 every meeting	Committee Meetings	Per diem of P30,000.00 per meeting	Stockholders Meeting	Per Diem of P50,000.00 per stockholders meeting	Variable remuneration	Minimum bonus of P2,000,000.00, subject to the performance of the company at year-end.	
Nature	Amount												
Board Meetings	Per diem of P50,000.00 every meeting												
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Stockholders Meeting	Per Diem of P50,000.00 per stockholders meeting												
Variable remuneration	Minimum bonus of P2,000,000.00, subject to the performance of the company at year-end.												
Optional: Recommendation 2.5													
1. Board approves the remuneration of senior executives.	Compliant	The Remuneration Committee provides guidance to assist the Board in developing a compensation philosophy or policy; oversee the development and administration of the Company's executive compensation programs; establish an effective performance management framework; and assist the Board in the succession planning for Officers and in overseeing											

		the development and implementation of professional development programs for Officers. SEC Annual Report 17A Page 22: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Remuneration Committee Charter (duties and responsibilities): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Remuneration-Committee-Charter.pdf Upon recommendation of the Remunerations Committee, the Board, since 2021, has implemented the Performance Incentive Framework (PIF) which specifically identifies the relationship between remuneration and performance. The Company's remuneration policy which now takes a "Pay for Performance" approach. SEC Annual Report 17A Page 72: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Annex C - Remuneration, and Retirement, Plans.	
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.	Compliant	The Board adopts a policy specifying the relationship between remuneration and performance. The Company now adopts a "pay for performance" mechanism that gives due credit to high-performers and contributors of the company. In the "pay for performance" mechanism, management may reserve the right to impose claw back and bonus deferral mechanisms, subject to internal deliberations and considerations. The Board has approved the Employee Stock Option Plan (ESOP) for certain employees of the Company. Likewise, the	

		Company has a performance assessment matrix which is linked to the merits of the employee, as reflected in his/her performance evaluation. References: SEC Annual Report 17A Page 72, 123: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Annex C - Remuneration, and Retirement, Plans.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The Company has in place its nomination and election policy to ensure transparency of the nomination process to the board. The policy likewise ensures that there is an alignment between the qualification of the nominees with the strategic direction of the Company. Our Nomination and Election (Nomelec) policy is written in accordance with the Company's Manual on Corporate Governance which provides that the Corporate Governance Committee shall be responsible for the selection and election of the board and board committee members. Our Nomelec policy states that all nominations are accepted from shareholders regardless of the number of shareholdings. The screening and shortlisting of candidates is provided. The assessment process is indicated in the policy. The qualities of the nominees are vetted vis-à-vis the strategic direction of the Company and their key competencies. The Nomelec Policy includes a mechanism where in professional search firms or other external sources of candidates will be utilized in searching for candidates to the Board of Directors.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.			
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.			
4. Board nomination and election policy includes how the board shortlists candidates.			
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.			

6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.		References: SEC Annual Report 17A Page 71: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Nomination and Election Policy: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Nomination-and-Election-Policy.pdf Definitive Information Sheet: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf Manual on Corporate Governance Page 8, Item 4 (D) (4): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Compliant	Our Nomelec policy states that the Company shall endeavor to use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors. In FY2023, new nominees were sought for the board of directors. To this end, the Company has reached out to the Institute of Corporate Directors (ICD) to provide a list of directorial candidates that align with the strategic goals and objectives of the Company. References: SEC Annual Report 17A Page 71: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

		Nomination and Election Policy: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Nomination-and-Election-Policy.pdf The backgrounds of our directors are listed in SEC Annual Report 17A Pages 55-58: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Manual on Corporate Governance page 5, Item 2 (b): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
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	The Manual on Corporate Governance and the Material Related Party Transactions Policy state that the Board shall have the overall responsibility for governing related party transactions. The Board, through the Related Party Transactions Committee ensures that all RPTs are conducted on an arm's length basis, and that no shareholder or stakeholder is unduly disadvantaged. References: Manual on Corporate Governance, Page 10 Item 5 (A): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Material Related Party Transactions Policy, Page 4 https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-4.24.2021-Related-Party-Transactions-Policy-1-1.pdf	

		SEC Annual Report 17A Pages 65- 66; 72: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Our Material Related Party Transactions Policy states that all RPTs shall be conducted on an arm's length basis, and that no shareholder or stakeholder shall be unduly disadvantaged. All individual Material RPTs 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 Material RPT. For aggregate RPT transactions within a twelve (12)- month period that breaches the materiality threshold of ten percent (10%) of the Company's total assets, the same board approval would be required for the aggregate transaction/s that meets and exceeds the materiality threshold covering the same related party. References: Material Related Party Transactions Policy, Page 8 https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-4.24.2021-Related-Party-Transactions-Policy-1-1.pdf SEC Annual Report 17A Pages 65 – 66; 72: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Manual on Corporate Governance Page 6, Item 4 (D) (2) (O): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	Our RPT Policy covers Converge ICT Solutions, Inc., its wholly owned subsidiaries, affiliates, and related parties. References: Material Related Party Transactions Policy, Page 4:	

		https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-4.24.2021-Related-Party-Transactions-Policy-1.pdf SEC Annual Report 17A Pages 65 – 66, 72: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Manual on Corporate Governance Page 6, Item 4 (D) (2) (O): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
Supplement to Recommendations 2.7			
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 twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	The members of the board, substantial shareholders, and officers shall fully disclose to the Board all material facts related to Material RPTs as well as their direct and indirect financial interest in any transaction or matter that may affect or is affecting the Company. Such disclosure shall be made at the board meeting where the Material RPT will be presented for approval and before the completion or execution of the Material RPT. Related party transaction/s, either individually, or in aggregate over a twelve (12)-month period with the same related party, amounting to ten percent (10%) or higher of the Company's Total Assets based on its latest Audited Financial Statement (AFS) shall be considered as Material RPT. References: Material Related Party Transactions Policy https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-4.24.2021-Related-Party-Transactions-Policy-1.pdf	

		SEC Annual Report 17A Pages 65 – 66, 72: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf											
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	The RPT policy provides that should the majority vote of the independent directors is not obtained, the 2/3 of shareholders may ratify the RPT. Material Related Party Transactions Policy https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-4.24.2021-Related-Party-Transactions-Policy-1.pdf											
Recommendation 2.8													
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer, and Chief Audit Executive).	Compliant	The Board acknowledges its responsibility in the approval and selection of management heads. References: Manual on Corporate Governance Page 6, Item 4 (D)(2)(P). https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf At the Organizational Meeting of the Board of Directors held on May 26, 2023, the following were elected and/or appointed: <table><tr><th>Position</th><th>Name</th></tr><tr><td>Chief Executive Officer</td><td>Dennis Anthony H. Uy</td></tr><tr><td>Chief Risk Officer / President</td><td>Maria Grace Y. Uy</td></tr><tr><td>Corporate Compliance and Data Protection Officer</td><td>Laurice P. Esteban Tuason</td></tr><tr><td>Vice President and Head of Internal Audit</td><td>Anthony Vergel B. Velasco</td></tr></table> References: SEC Annual Report 17A Pages 55 - 61:	Position	Name	Chief Executive Officer	Dennis Anthony H. Uy	Chief Risk Officer / President	Maria Grace Y. Uy	Corporate Compliance and Data Protection Officer	Laurice P. Esteban Tuason	Vice President and Head of Internal Audit	Anthony Vergel B. Velasco	
Position	Name												
Chief Executive Officer	Dennis Anthony H. Uy												
Chief Risk Officer / President	Maria Grace Y. Uy												
Corporate Compliance and Data Protection Officer	Laurice P. Esteban Tuason												
Vice President and Head of Internal Audit	Anthony Vergel B. Velasco												

		https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Website https://corporate.convergeict.com/board-executives/	
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	The Board adheres to its responsibility of assessing the performance of its management. For FY 2023, the Company enlisted the assistance of the Institute of Corporate Directors (ICD) to be its external facilitator in conducting the assessment of the board, its directors, and its committees. The assessment also covered the evaluation of the performance of the Company's key officers: the Chairman, Chief Executive Officer, the President, Chief Risk Officer, Chief Compliance Officer, and Chief Audit Executive. In the conduct of its assessment, ICD benchmarked on multiple principles, notably the ASEAN Corporate Governance Scorecard (ACGS) which scopes on a) structure and composition, highlighting diversity and competencies b) responsibilities and duties, which include strategy, oversight, and accountability c) board processes, that highlights internal processes and d) dynamics and relationships, which shows how the board functions collectively. The Corporate Compliance Officer provided the directors with the assessments results and were discussed with the board's Corporate Governance Committee and the Board of Directors.	

		References: Manual on Corporate Governance Page 6, Item 4 (D)(2)(P). https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf SEC Annual Report 17A Page 70: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
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	The Board has adopted a Corporate Performance Management Process which is designed to align corporate strategies with group and individual key performance indicators, followed by a series of evaluation discussions. The Company adopts the "Pay for Performance" framework which provides rewards that are directly proportional to contribution and achievement levels of employees and management. This framework aims to improve performance and retention in the organization and evaluations are based on clear performance metrics set out annually.	
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	References: Manual on Corporate Governance Page 6, Item 4 (D)(2)(P). https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf SEC Annual Report 17A Page 72: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Page 30: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Annex C - Remuneration, and Retirement, Plans.	

Recommendation 2.10

1. Board oversees that an appropriate internal control system is in place.	Compliant	A system of internal controls over operations, reporting and compliance has been put in place. These controls are implemented by the management through the President/ Chief Risk Officer and is overseen by the Audit Committee as the board's arm in ensuring that all financial reporting, internal controls, internal and external activities, and management of conflict of interests are compliant with applicable laws and regulations.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members, and shareholders.	Compliant	Our conflict-of-interest mechanisms involve our directors, the management, employees, and external business partners to answer a conflict-of-interest declaration as part of their onboarding or engagement with us. References: Manual on Corporate Governance Page 6, Item 4 (D)(2)(Q); Pages 13-15, Items 9 and 11: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Conflict of Interest Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/FINAL-Conflicts-of-Interest-Policy.pdf Sustainability Report Pages 13-18,35-40: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Quality Policy: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Quality-Policy_signed.pdf Enterprise Risk Management website: https://corporate.convergeict.com/enterprise-risk-management/	

		SEC Annual Report 17A Page 77 (Joint Attestation of Internal Control Systems): https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
3. Board approves the Internal Audit Charter.	Compliant	The Board's Audit Committee has approved the Internal Audit Charter on May 5, 2021. References: Audit Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/08/CONVERGE-Amended-Audit-Committee-Charter.pdf Annex B - Internal Audit Charter Manual on Corporate Governance Page 6, Item 4 (D)(2)(Q). https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	The ERM framework based on ISO 31000:2018 has been adopted and provides the foundation for the Company's management of risks through the ERM Program. We have expanded our ERM framework to actively address sustainability and climate-related risks and opportunities, aligning with our Sustainability Policy. The ERM team has implemented a risk policy that incorporates measures for climate change mitigation and capitalizes on opportunities in this domain. Our ERM program is anchored on the mandate and commitment from the Board and top management to implement the ERM process across the organization. It is envisioned to be dynamic and shall be continuously improved to be responsive to the needs of the organization and attain the Company's desired state.	
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		

		Similarly, the risk management framework, being an integral part of our operations are emphasized in our Sustainability Report. References: Manual on Corporate Governance Page 6, Item 4 (D)(2)(R): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf SEC Annual Report 17A Page 21 - 30: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Page 11: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Website (ERM Framework and policy excerpts): https://corporate.convergeict.com/enterprise-risk-management/	
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 Board adopted a Board Charter that clearly states the responsibilities and functions of directors. The Board responsibilities are likewise reflected in the Manual on Corporate Governance, made available publicly through the company website. References: Board Charter: https://corporate.convergeict.com/wp-content/uploads/2022/09/CONVERGE-Board-Charter-amended-as-of-August-2022-1.pdf Manual on Corporate Governance Page 4, Item 4 (D):	
2. Board Charter serves as a guide to the directors in the performance of their functions.			
3. Board Charter is publicly available and posted on the company's website.			

		https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	The Board and the Company have formally adopted an Insider Trading Policy. References: https://corporate.convergeict.com/wp-content/uploads/2022/09/FINAL-VERSION-Insider-Trading-Policy.pdf	
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	The Board adopted a resolution which prohibits loans from the company to and from directors. References: Annex E – Secretary's Certificate on forbidding loans from the Corporation to any members of the Board.	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	All decisions involving the businesses and properties of the Company require board approval or are delegated to key officers. References: Article III Section 1 of the Company's Amended By-Laws https://corporate.convergeict.com/wp-content/uploads/2021/05/CONVERGE-Amended-By-Laws-28-SEPT-2020.pdf Material transactions approved by the board are disclosed to the SEC and PSE through 17-C: https://corporate.convergeict.com/investor-relations/#sec-pse-disclosure-anchor	
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.			

Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	The Board has established key committees, namely: 1. Audit Committee 2. Related Party Transactions Committee 3. Corporate Governance Committee 4. Board Risk Oversight Committee 5. Remuneration Committee References: SEC Annual Report 17A Page69: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Manual on Corporate Governance Pages 10-11, Item 5 (A-E) https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Website https://corporate.convergeict.com/board-committees/	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	The Board has established an Audit Committee to perform the following duties: 1. Financial reporting: Review of accounting and reporting issues, transactions, professional regulatory pronouncements, and its impact on financial statements.	

2. Internal controls: Review effectiveness of internal controls, provide assessments and recommendations.
3. Internal controls: Review effectiveness of internal controls, provide assessments and recommendations.
4. Audit processes: Review of internal and external audit activities and ensure its compliance with audit standards.

The Compliance with laws and regulations, particularly about financial reporting is also overseen by the Audit Committee. The overall compliance however is overseen by the Corporate Governance Committee through the Corporate Compliance Officer.

References:

SEC Annual Report 17A Page 69:

https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf

Manual on Corporate Governance: Pages 10-11, Item 5 (A)

<https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf>

Website

<https://corporate.convergeict.com/board-committees/>

Audit Committee Charter:

<https://corporate.convergeict.com/wp-content/uploads/2022/08/CONVERGE-Amended-Audit-Committee-Charter.pdf>

Results of Organizational Meeting of Board of Directors:

https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf

		Annex B - Internal Audit Charter	
5. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	The Audit Committee is composed of the following: 1. Roman Felipe S. Reyes (Chairman – Independent and Non-Executive Director) 2. Jose P. de Jesus (member – Independent and Non-Executive Director) 3. Amando M. Tetangco Jr. (member – Independent and Non-Executive Director) 4. Maria Grace Y. Uy (member – Executive Director) References: SEC Annual Report 17A Page 61: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Website https://corporate.convergeict.com/board-committees/ Qualifications and type of directorship: SEC Annual Report 17A Pages55- 58: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
6. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing, and finance.	Compliant	The members of the audit committee have backgrounds in accounting, audit, and finance. Qualifications and background of Audit Committee: SEC Annual Report 17A Pages 55- 58: https://corporate.convergeict.com/wp-content/uploads/2022/04/CNVRG_FY22_17A_vF_PSEPDEX.pdf	

7. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee. References: SEC Annual Report 17A Page 69: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Website https://corporate.convergeict.com/board-committees/	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	The Audit Committee approves all audit and non-audit services conducted by its external auditor, Isla Lipana & Co. References: SEC Annual Report 17A Pages 53, 74 - 77: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Definitive Information Statement Pages 9, 25-26: https://corporate.convergeict.com/wp-content/uploads/2022/01/04.22.22-CONVERGE-DEFINITIVE-INFORMATION-STATEMENT-vFF.pdf Manual on Corporate Governance Pages 13-14: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	

		Audit Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/08/CONVERGE-Amended-Audit-Committee-Charter.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	The Audit Committee met with the external auditor without anyone from management present, based on the year-end report dated December 31, 2023 References: SEC Annual Report 17A Pages 75- 76: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	Audit Committee met seven (7) times for FY 2023. We note that 3 out of the 7 committee meetings were held as Audit and RPT committee meeting prior the separation of said committee. References: SEC Annual Report 17A Page 69: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	The Audit Committee, through the organizational meeting of board of directors on May 26, 2023, has appointed Mr. Anthony Vergel Velasco as Vice President and Head of Internal Audit. The approval on the appointment and removal of the internal auditor is reflected in the Company's Audit Committee charter.	

		References: SEC Annual Report 17A Pages 60- 61: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Definitive Information Statement Page 22: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf Manual on Corporate Governance Pages 13-14, Item 9: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Audit Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/08/CONVERGE-Amended-Audit-Committee-Charter.pdf	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	The Board has established a Corporate Governance Committee that is responsible for the following: (1) Review the structure, size, and composition of the Board. (2) Review and evaluate the qualifications of the persons nominated to the Board and to other positions requiring appointment by the Board. (3) Assess the effectiveness of the Corporation's nomination and selection process for the Board and Board Committees.	

		References: Corporate Governance Functions and members: Manual on Corporate Governance, Page 10, Item 5 (B): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf SEC Annual Report 17A Page 61: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRedacted_vF_compressed.pdf Corporate Governance Committee charter: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Corporate-Governance-Committee-Charter.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Website: https://corporate.convergeict.com/board-committees/	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	The Corporate Governance Committee is composed of the following members to make its composition compliant with the IACGR, having at least three (3) members all of whom are independent directors: 1. Jose P. de Jesus (Chairman, Independent Director) 2. Amando M. Tetangco, Jr. (member, Independent Director) 3. Roman Felipe S. Reyes (member, Independent Director) 4. Francisco Ed Lim (member, non-executive director) 5. Estela M. Perlas – Bernabe (member, Independent director)	

		References: Committee composition: SEC Annual Report 17A Page 69: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Qualifications and background of Corporate Governance Committee: SEC Annual Report 17A Pages 55 - 58: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Corporate Governance Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Corporate-Governance-Committee-Charter.pdf	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	The Corporate Governance Committee Chairman, Mr. Jose P. de Jesus is an independent director. References: SEC Annual Report 17A Page 56: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Independent Director Certification, Pages 42 - 43 (Marked as Annex C-1): https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf	

		Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Website: https://corporate.convergeict.com/board-executives/	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	The Corporate Governance Committee met five (5) times for FY 2023 and was able to meet this recommendation, pursuant to its Corporate Governance Committee Charter. References: Corporate Governance Committee charter: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Corporate-Governance-Committee-Charter.pdf SEC Annual Report 17A Page 69: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	The Board has established a Board Risk Oversight Committee (BROC) that is responsible for the oversight of the company's Enterprise Risk Management system. Additionally, the BROC Oversees the development and implementation of a sustainability strategy and plan, which will include strategies, policies, and practices that will assist the Company in addressing public and stakeholder sentiment, the implementation of which creates value consistent with the long-term preservation and enhancement of stakeholder value in the environmental, social, and governance (ESG) areas including climate change risks.	

		References: BROC information and functions: Manual on Corporate Governance, Page 10, Item 5 (C): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf BROC charter: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Board-Risk-Oversight-Committee-Charter.pdf Sustainability Report Pages 10 - 19: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Website https://corporate.convergeict.com/board-committees/ https://corporate.convergeict.com/enterprise-risk-management/	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	The Board Risk Oversight Committee (BROC) is composed of the following: 1. Amando M. Tetangco, Jr. (Chairman, independent Director) 2. Roman Felipe S. Reyes (member, independent Director) 3. Francisco Ed. Lim (member, non-executive director) 4. Jose P. de Jesus (member, independent director) Three (3) out of 4 directors belonging to the BROC are independent directors.	

		References: Committee composition: SEC Annual Report 17A Page 69: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf BROC charter: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Board-Risk-Oversight-Committee-Charter.pdf Website https://corporate.convergeict.com/board-committees/	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	The Company is compliant as Mr. Amando M. Tetangco, Jr. is only Chairman of the BROC and not of the Board or any other committee. References: Committee composition: SEC Annual Report 17A Page 69: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf	

		BROC charter: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Board-Risk-Oversight-Committee-Charter.pdf Manual on Corporate Governance, Page 10, Item 5 (C): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	The majority of BROC members have relevant experience and knowledge on risk management. 1. Amando M. Tetangco, Jr. (Chairman, Independent Director) – Expertise: Corporate Finance, Economics, Risk Management, Legal, Regulatory, Corporate Governance 2. Roman Felipe S. Reyes (member, Independent Director) – Expertise: Accounting and Financial Reporting, Risk Management, Corporate Governance 3. Francisco Ed. Lim (member, non-executive director) - Expertise: Corporate Finance, Legal, Regulatory, Labor Law, Human Rights Law, Corporate Governance 4. Jose P. de Jesus (member, Independent Director) – Expertise: General Management, Technology, Media and Telecommunications Industries, Corporate Governance, Risk Management, Regulatory, Human Resource Management Qualifications and background of BROC Committee: SEC Annual Report 17A Pages 55- 58: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

		BROC information and functions: Manual on Corporate Governance, Page 10, Item 5 (C): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf BROC charter: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Board-Risk-Oversight-Committee-Charter.pdf Website https://corporate.convergeict.com/board-committees/ https://corporate.convergeict.com/enterprise-risk-management/	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	The Board has established an RPT Committee which reviews and monitors all related party transactions of the company. References: Composition of RPT Committee: SEC Annual Report 17A Page 69: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf	

		RPT Committee charter: https://corporate.convergeict.com/wp-content/uploads/2023/11/RPT-Committee-Charter.pdf Website https://corporate.convergeict.com/board-committees/	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	The RPT Committee is composed of the following: 1. Estela M. Perlas – Bernabe (Chairman, Independent, non-executive Director) 2. Roman Felipe S. Reyes (member, Independent, non-executive Director) 3. Francisco Ed. Lim (member, non-executive director) The RPT committee is composed of three (3) non-executive directors, two of whom are independent directors, including the Chairman of the RPT Committee. References: Composition of RPT Committee: SEC Annual Report 17A Page 69: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Website https://corporate.convergeict.com/board-committees/ Qualifications and type of directorship: SEC Annual Report 17A Pages 55- 58: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

		RPT Committee charter: https://corporate.convergeict.com/wp-content/uploads/2023/11/RPT-Committee-Charter.pdf	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources, and other relevant information.	Compliant	The Board Committees have in place their respective charters which will state their individual purposes, membership, structure, operations, reporting process, resources, and relevant information, with standards for evaluation.	
2. Committee Charters provide standards for evaluating the performance of the Committees.		The Committee Charters include provisions for the annual self-evaluation of each committee's performance. The performance assessment surveys and results thereof are lodged with the office of the Corporate Compliance Officer. All Committee Charters are fully disclosed on the company website.	
3. Committee Charters were fully disclosed on the company's website.		References: Website: https://corporate.convergeict.com/corporate-governance/ Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees, and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	The directors attend and actively participate in all meetings of the Board. For FY 2023, below are the meetings attended by the directors.	

Board Meetings for FY 2023		
Name	Meetings Attended	Percentage
Dennis Anthony H. Uy	10 out of 10	100%
Maria Grace Y. Uy	10 out of 10	100%
Jose P. De Jesus	10 out of 10	100%
Amando M. Tetangco Jr.	8 out of 10	80%
Roman Felipe S. Reyes	9 out of 10	90%
Francisco Ed Lim	10 out of 10	100%
Estela M. Perlas-Bernabe	6 out of 6*	100%

*(First elected on May 26, 2023)

Committee Meetings for FY 2023	
Name	Meetings Held
Audit Committee	7*
RPT Committee	3**
Corporate Governance Committee	5
Board Risk Oversight Committee	5
Remuneration Committee	2

*3 Meetings were held as Audit and RPT Committee prior to the separation of committees

**Stand-alone meetings post organization Meeting

References:

SEC Annual Report 17A Pages 68- 69:

https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf

Definitive Information Statement Pages 2-11:

<https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf>

Sustainability Report Pages 10- 12:

<https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf>

		Copies of the minutes of these decisions are lodged with the Office of the Corporate Secretary.	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	The Directors receive meeting materials on a timely manner, allowing proper review prior any meeting. References: SEC Annual Report 17A Pages 67- 69: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Definitive Information Statement Pages 2-11: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf Sustainability Report Pages 10- 12: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Copies of the minutes of these decisions are lodged with the Office of the Corporate Secretary.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	The directors attend and actively participate in all meetings of the Board and its committees. This is evidenced in the minutes of the meeting and actual audio-video recording of all meetings held. Copies of the minutes of the meeting and audio-video recordings are lodged with the Office of the Corporate Secretary. References: SEC Annual Report 17A Pages 67- 69: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Definitive Information Statement Pages 2-11: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf	

Sustainability Report Pages 10- 12:
<https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf>

Recommendation 4.2

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.	Compliant	The non-executive directors do not hold directorship positions in more than five publicly listed companies (PLC). <table><tr><th>Name</th><th>Directorship in other PLCs</th></tr><tr><td>Jose P. De Jesus</td><td>1</td></tr><tr><td>Amando M. Tetangco Jr.</td><td>4</td></tr><tr><td>Francisco Ed. Lim</td><td>2</td></tr><tr><td>Estela M. Perlas- Bernabe</td><td>2</td></tr></table> References: SEC Annual Report 17A Page 71: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	Name	Directorship in other PLCs	Jose P. De Jesus	1	Amando M. Tetangco Jr.	4	Francisco Ed. Lim	2	Estela M. Perlas- Bernabe	2
Name	Directorship in other PLCs											
Jose P. De Jesus	1											
Amando M. Tetangco Jr.	4											
Francisco Ed. Lim	2											
Estela M. Perlas- Bernabe	2											

Recommendation 4.3

1. The directors notify the company's board before accepting a directorship in another company.	Compliant	The directors disclosed their directorships in another PLCs through their disclosures. Only Mr. Amando M. Tetangco Jr. had additional directorships after joining the Converge board. The notification requirement is also included in the Board Charter. References: SEC Annual Report 17A Page 71: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Board Charter, page 3. https://corporate.convergeict.com/wp-content/uploads/2022/09/CONVERGE-Board-Charter-amended-as-of-August-2022-1.pdf	
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Optional: Principle 4

1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	The Company's executive directors namely, Dennis Anthony H. Uy and Maria Grace Y. Uy, do not serve in any publicly listed company outside the group. References: SEC Annual Report 17A Page 71: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Definitive Information Statement: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	The meetings of the board of directors are scheduled and held every second Tuesday of every other month, and which dates were set before the start of the financial year. Copies of the minutes of these decisions are lodged with the Office of the Corporate Secretary. References: SEC Annual Report 17A Page 68: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
3. Board of directors meet at least six times during the year.	Compliant	The Board of directors met ten (10) times during FY 2023. References: SEC Annual Report 17A Page 68: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	For FY2023, the Board of Directors obtained a minimum 2/3 quorum for all board decisions and board meetings held. The Board Charter likewise embodied the minimum quorum of 2/3.	

		Board Charter: https://corporate.convergeict.com/wp-content/uploads/2022/09/CONVERGE-Board-Charter-amended-as-of-August-2022-1.pdf	
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	For FY 2023, the Company's Board of Directors includes 4 independent directors (representing almost 57% of total board representation) 1. Jose P. de Jesus (Chairman of the Board, Independent Director) 2. Amando M. Tetangco, Jr. (Independent Director) 3. Roman Felipe S. Reyes (Independent Director) 4. Estela M. Perlas – Bernabe (independent Director) The Company likewise abides with the provisions of the Revised Corporation Code (RCC), as evidenced in its annual report. For the Annual Stockholders' Meeting for FY2023, there are now 4 out of 7 directors nominated as independent directors. References: SEC Annual Report 17A Page 55: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRedacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Definitive Information Statement FY 2023: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf	

Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Mr. De Jesus, Mr. Tetangco Jr., Mr. Reyes, and Mrs. Perlas-Bernabe, our independent directors possess all the qualifications and none of the disqualifications to become independent directors. References: Qualifications and background of independent directors: SEC Annual Report 17A Pages 55- 58: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Definitive Information Statement Pages 41-49 (marked as Annexes C-1, C-2, C-3, and C-4): https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	There are no such agreements, by-laws provisions or other arrangements that constrain the directors' ability to vote independently. References: Amended By-Laws: https://corporate.convergeict.com/wp-content/uploads/2021/05/CONVERGE-Amended-By-Laws-28-SEPT-2020.pdf	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years.	Compliant		

2. The company bars an independent director from serving in such capacity after the term limit of nine years.		The term limit, as well as other limitations are reflected in the Company's Board Charter. The terms served of each independent director are indicated below:																
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.																		
		<table><tr><th>Name</th><th>Board member since</th><th>Years served*</th></tr><tr><td>Jose P. De Jesus</td><td>June 2020</td><td>3 yrs. 6 mos.</td></tr><tr><td>Amando M. Tetangco Jr.</td><td>June 2020</td><td>3yrs. 6 mos.</td></tr><tr><td>Roman Felipe S. Reyes</td><td>June 2020</td><td>3yrs. 6 mos.</td></tr><tr><td>Estela M. Perlas - Bernabe</td><td>May 2023</td><td>7 mos.</td></tr></table> *Counted from initial appointment up to December 31, 2023 References: Board Charter: https://corporate.convergeict.com/wp-content/uploads/2022/09/CONVERGE-Board-Charter-amended-as-of-August-2022-1.pdf Definitive Information Statement Pages 41-49 (marked as Annexes C-1, C-2, C-3, and C-4): https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf	Name	Board member since	Years served*	Jose P. De Jesus	June 2020	3 yrs. 6 mos.	Amando M. Tetangco Jr.	June 2020	3yrs. 6 mos.	Roman Felipe S. Reyes	June 2020	3yrs. 6 mos.	Estela M. Perlas - Bernabe	May 2023	7 mos.	
Name	Board member since	Years served*																
Jose P. De Jesus	June 2020	3 yrs. 6 mos.																
Amando M. Tetangco Jr.	June 2020	3yrs. 6 mos.																
Roman Felipe S. Reyes	June 2020	3yrs. 6 mos.																
Estela M. Perlas - Bernabe	May 2023	7 mos.																
Recommendation 5.4																		
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	The Chairman of the Board is Mr. Jose P. de Jesus while the Chief Executive Officer is Mr. Dennis Anthony H. Uy.																
		References: Separation of Chairman and CEO: Manual on Corporate Governance, Page 4, Item 4 (C): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Position and background of Chairman and CEO: SEC Annual Report 17A Pages 55- 58: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf																

		Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	The Chairman and the CEO have clearly defined responsibilities as indicated in the Company's Manual on Corporate Governance. References: Manual on Corporate Governance, Page 4, Item 4 (C): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
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	Mr. de Jesus is the Chairman of the Board and an Independent Director and performs his duties as such in accordance with the Revised Manual on Corporate Governance. References: Definitive Information Statement Pages 42- 43 (marked as Annex C-1): https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf Manual on Corporate Governance, Page 4, Item 4 (C): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	Directors with material interest adhere to the principle to abstain from taking part on transaction deliberations. Directors are bound by the provision of our RPT policy which states that: Directors and officers with personal interest in a transaction shall fully and timely disclose all material facts, including their respective interests in the Material RPT, and abstain from the	

		discussion, approval, and management of such transaction or matter affecting the Company. In case they refuse to abstain, their attendance shall not be counted for purposes of assessing the quorum and their votes shall not be counted for purposes of determining majority approval. For FY 2023, no director had any material interest in a transaction involving or may affect the Company. References: Material Related Party Transactions Policy Pages 7-8, Item 5 (5.1.2 and 5.1.5) https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-4.24.2021-Related-Party-Transactions-Policy-1.pdf SEC Annual Report 17A Pages 65 - 66: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
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.	Compliant	The non-executive directors met independently with the External Auditor, Internal Audit Director, Corporate Compliance Officer, and Risk Management Director without anyone from management present. The meeting was held last December 11, 2023, chaired by Mr. Jose P. de Jesus, Chairman of the Board, and Independent Director. References: Annex D - Notice of the meeting of Non-Executive Directors	
2. The meetings are chaired by the lead independent director.	Compliant		

Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Mr. Dennis Anthony H. Uy presently serves as the Company's CEO and held the same position for more than 6 years. There are no former CEOs in the past 6 years holding a board seat.	
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.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	For FY 2023, the Company enlisted the assistance of the Institute of Corporate Directors (ICD) to be its external facilitator in conducting the assessment of the board, its directors, and its committees. The assessment also covered the evaluation of the performance of the Company's key officers: the Chairman, Chief Executive Officer, and the President. In the above process, the Directors' Self Performance Evaluation of ICD employed a survey questionnaire designed by ICD and accomplished by every member of the Board. This allowed the directors to share their impressions on various aspects of the Board's performance and to express the extent of their agreement on various issues. References: SEC Annual Report 17A Page 70: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
2. The Chairman conducts a self-assessment of his performance.			
3. The individual members conduct a self-assessment of their performance.			
4. Each committee conducts a self-assessment of its performance.			
5. Every three years, the assessments are supported by an external facilitator.	Compliant	This principle is included in our Revised Manual on Corporate Governance. For FY 2023, the Company enlisted the assistance of the Institute of Corporate Directors (ICD) to be its external facilitator in conducting the assessment of the board, its directors, and its committees. The assessment also covered the evaluation of the performance of the Company's key officers: the Chairman, Chief Executive Officer, President, Chief Risk Officer, Chief Compliance Officer, and Chief Audit Executive.	

		In the above process, the Directors' Self Performance Evaluation of ICD employed a survey questionnaire designed by ICD and accomplished by every member of the Board. This allowed the directors to share their impressions on various aspects of the Board's performance and to express the extent of their agreement on various issues. References: Manual on Corporate Governance Pages 19-21, Item 17: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf SEC Annual Report 17A Page 70: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRedacted_vF_compressed.pdf	
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	For FY 2023, the Company enlisted the assistance of the Institute of Corporate Directors (ICD) to be its external facilitator in conducting the assessment of the board, its directors, and its committees. The assessment also covered the evaluation of the performance of the Company's key officers: the Chairman, Chief Executive Officer, and the President. In the above process, the Directors' Self Performance Evaluation of ICD employed a survey questionnaire designed by ICD and accomplished by every member of the Board. This allowed the directors to share their impressions on various aspects of the Board's performance and to express the extent of their agreement on various issues. Our annual stakeholder engagement process employs a holistic approach to engaging and addressing the concerns of stakeholders. Each business unit is responsible for identifying, planning, executing, and monitoring their stakeholder engagements, while stakeholder prioritization is undertaken by the organization as a whole and is the first step of our annual materiality review. Our Board of Directors does not directly engage with stakeholders other than senior management but	
2. The system allows for a feedback mechanism from the shareholders.			

		delegates this task to the management team. The BROCC reviews and endorses any notable findings from the stakeholder engagement efforts conducted by the management team to the Board of Directors. References: Manual on Corporate Governance Pages 19-21, Item 17: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf SEC Annual Report 17A Page 70: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Pages 13 - 15: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
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	The Board adopts a well-established Code of Business Conduct and Ethics. Code of Business Ethics: https://corporate.convergeict.com/wp-content/uploads/2021/04/FINAL-CODE-OF-BUSINESS-ETHICS-POLICY_V2.pdf	
2. The Code is properly disseminated to the Board, senior management, and employees.	Compliant	The Code was made available to the Board, senior management, and employees through the corporate website and internal email communications. Trainings on the Code are being conducted for new hires and all employees are required to confirm their knowledge and acceptance of the Code.	

		References: Code of Business Ethics: https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-CODE-OF-BUSINESS-ETHICS-POLICY_V2.pdf	
3. The Code is disclosed and made available to the public through the company website.	Compliant	The Code is publicly available through the Company's website. Reference: Code of Business Ethics: https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-CODE-OF-BUSINESS-ETHICS-POLICY_V2.pdf	
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	The Company has amended its anti-bribery and anti-corruption (ABAC) policy and has structured the same in accordance with the United Nations Global Compact's (UNGC) tenth principle which provides that "Businesses should work against corruption in all its forms, including extortion and bribery." We develop awareness, engagement, and empowerment initiatives in relation to our amended ABAC policy. To this end, we review annually, our ABAC policy to ensure that the provisions therein are still relevant. Our Third-Party Code of Conduct contains provisions relating to our ABAC policy. We have also integrated ABAC clauses in our supplier contracts. The policy was made available to the Board, senior management, and employees through the corporate website and internal email communications. Trainings on these policies are being conducted for new hires and all employees are required to confirm their knowledge and acceptance of these policies.	

		References: Anti-Bribery and Anti-Corruption Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/Amended-Anti-Bribery-and-Anti-Corruption-Policy.pdf Third-Party Code of Conduct: https://corporate.convergeict.com/wp-content/uploads/2022/02/CORP-WEBSITE-POL-CGDP-BCM-0002-TP-CODE-OF-CONDUCT-POLICY.pdf SEC Annual Report 17A Pages 73- 74: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Page 39 – 40: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Compliance with Key Policies are evidenced by the Annual Key Compliance Policies Confirmation roll out. The Company has likewise instituted its whistleblowing process on violations of the Code and ensures that a thorough investigation is done on these reports.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	The Board, through the BROCC and Audit Committees heavily influence proper monitoring and actions the company takes with respect to ensuring a sustainability focused ESG plan. The Corporate Governance Committee oversees proper implementation of the Manual on Corporate Governance, Code of Business Ethics, and policies concerning the regulatory, ethics, and governance operations of the company.	

		Code of Business Ethics: https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-CODE-OF-BUSINESS-ETHICS-POLICY_V2.pdf Whistleblowing Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/Whistleblowing-Policy-V2.pdf SEC Annual Report 17A Pages 71 - 74: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Pages 12- 16: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable, and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	The Board adopts the disclosure rules of the Philippine Stock Exchange and Securities and Exchange Commission, and which is also now embodied in the Insider Trading Policy. The Company has made material information disclosures available in its Annual Report. The Board has likewise adopted a Continuous Disclosure Policy. References: SEC Annual Report 17-A, Page 72: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Insider Trading Policy: https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-VERSION-Insider-Trading-Policy-1.pdf	

		Continuous Disclosure Policy: https://corporate.convergeict.com/wp-content/uploads/2023/02/Corporate-Site-Continuous-Disclosure-Policy.pdf	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. 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.	Compliant	The Company has made available its annual and quarterly consolidated reports, cash flow statements, and special audit revisions, as well as the timely reporting of its consolidated financial statements. Our 17-A and 17-Q are published within 90 days and 45 days respectively after the end of the reporting period. References: SEC Annual Report 17-A: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Third Quarter Report: https://edge.pse.com.ph/openDiscViewer.do?edge_no=34fd86e56fd4513e9e4dc6f6c9b65995 Second Quarter Report: https://edge.pse.com.ph/openDiscViewer.do?edge_no=31096dbdb1dcd7209e4dc6f6c9b65995 First Quarter Report: https://edge.pse.com.ph/openDiscViewer.do?edge_no=c74aa9dcf3d91b369e4dc6f6c9b65995 Reports and Statements Website: https://corporate.convergeict.com/investor-relations/#sec-pse-disclosure-anchor	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders;	Compliant	The Company's Annual Report highlights the following risks that might affect the business and shareholders: (1) Business Disruption	

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.		(2) Climate Change (3) Competition Risk (4) Customer Experience Risk (5) Data Privacy Risk (6) Fraud Risk (7) Information Security Risk (8) Macroeconomic factors Risk (9) Occupational, Health, Safety, and Environment Risk (10) Revenue Leakage Risk (11) Socio-Political and Regulatory Risk (12) Talent Management Risk (13) Technology Change risk; and (14) Third Party Risk The Enterprise Risk Management (ERM) Program is aligned with the Company's Manual of Corporate Governance, which mandates the Board to ensure a sound ERM framework to effectively identify, monitor, assess, and manage key business risks. The ERM framework based on ISO 31000:2018 has been adopted and provides the foundation for the Company's management of risks through the ERM Program. It is anchored on the mandate and commitment from the Board and top management to implement the ERM process across the organization. References: SEC Annual Report 17A, Pages 21- 30: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Pages 17- 19: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Website:	
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		https://corporate.convergeict.com/enterprise-risk-management/	
Recommendation 8.2			
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.	Compliant	The Company has an Insider Trading Policy that requires directors and officers to disclose/report to the Company any dealings in the company's shares within three business days. References: Insider Trading Policy: https://corporate.convergeict.com/wp-content/uploads/2022/03/POL-CSOO-CMPL-0005_Insider-Trading-Policy-Amended.pdf	
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	SEC Form 23-A, SEC Form 23-B (Under Statements of Beneficial Ownership): https://corporate.convergeict.com/investor-relations/#sec-pse-disclosure-anchor	
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	The Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders through: Statement of Changes in Beneficial Ownership of Securities has been published in the company website: https://corporate.convergeict.com/investor-relations/#sec-pse-disclosure-anchor Public Ownership Report: https://edge.pse.com.ph/openDiscViewer.do?edge_no=a11888f4e570d81aabca0fa0c5b4e4d0 List of Top 100 Stockholder for the reporting period December 31, 2023: https://edge.pse.com.ph/openDiscViewer.do?edge_no=9b00fa50304a5904abca0fa0c5b4e4d0 Conglomerate Map as of 31 December 2023 SEC Annual Report 17A, Page 174:	

https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf

Recommendation 8.3

1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment.	Compliant	The individual board members' experiences and qualifications, and assessment of any potential conflicts of interest, are fully disclosed. References: SEC Annual Report 17A, Pages 55- 58, 63- 64: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Definitive Information Statement Pages 17-19: https://corporate.convergeict.com/wp-content/uploads/2022/01/04.22.22-CONVERGE-DEFINITIVE-INFORMATION-STATEMENT-vFF.pdf Conflict of Interest Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/FINAL-Conflicts-of-Interest-Policy.pdf	
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.	Compliant	The individual key executives' experiences and qualifications, and assessment of any potential conflicts of interest, are fully disclosed. Likewise, these key executives have executed conflicts of interest disclosure forms. References: SEC Annual Report 17A, Page 73: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Conflict of Interest Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/FINAL-Conflicts-of-Interest-Policy.pdf	

Recommendation 8.4

1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	As disclosed in our SEC Annual Report 17-A, each board director receives the following: <table><tr><th>Nature</th><th>Amount</th></tr><tr><td>Board Meetings</td><td>Per diem of P50,000.00 every meeting</td></tr><tr><td>Committee Meetings</td><td>Per diem of P30,000.00 per meeting</td></tr><tr><td>Stockholders Meeting</td><td>Per Diem of P50,000.00 per stockholders meeting</td></tr><tr><td>Variable remuneration</td><td>Minimum bonus of P2,000,000.00, subject to the performance of the company at year-end.</td></tr></table> References: SEC Annual Report 17A, Pages 62- 63: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Amended By-Laws Article III, Section 10 https://corporate.convergeict.com/wp-content/uploads/2021/05/CONVERGE-Amended-By-Laws-28-SEPT-2020.pdf	Nature	Amount	Board Meetings	Per diem of P50,000.00 every meeting	Committee Meetings	Per diem of P30,000.00 per meeting	Stockholders Meeting	Per Diem of P50,000.00 per stockholders meeting	Variable remuneration	Minimum bonus of P2,000,000.00, subject to the performance of the company at year-end.	
Nature	Amount												
Board Meetings	Per diem of P50,000.00 every meeting												
Committee Meetings	Per diem of P30,000.00 per meeting												
Stockholders Meeting	Per Diem of P50,000.00 per stockholders meeting												
Variable remuneration	Minimum bonus of P2,000,000.00, subject to the performance of the company at year-end.												
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	The Board has adopted a Remuneration Program for directors, key officers, and management. Remunerations of the Board and executives are available in the Company's 17-A. References: Please see attached Annex "C" for the Remuneration, and Retirement, Plans SEC Annual Report 17A, Pages 62- 63:											

		https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	Remunerations of the Board and executives are available in the Company's 17-A. References: Please see attached Annex "C" for the Remuneration, and Retirement, Plans SEC Annual Report 17A, Pages 62- 63: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
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	The Company has its Conflict-of-Interest Policy and Material RPT Policy. Directors with conflict of interest abide with the provisions of the RPT policy and Conflict of Interest Policy. References: Website – Conflict of Interest Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/FINAL-Conflicts-of-Interest-Policy.pdf Website – RPT Policy: https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-4.24.2021-Related-Party-Transactions-Policy-1-1.pdf SEC Annual Report 17A, Pages 72 - 73: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	The Company provides disclosures on related party transactions. SEC Annual Report 17A Pages 65 - 66, Note 19 Pages 132 - 137: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Directors disclose their interests in transactions or any potential or actual conflict of interests pursuant to the provisions of the RPT policy and Conflict of Interest Policy. References: SEC Annual Report 17A Pages 65 - 66, Note 19 Pages 132 - 137: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf RPT Policy: https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-4.24.2021-Related-Party-Transactions-Policy-1-1.pdf Conflict of Interest Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/FINAL-Conflicts-of-Interest-Policy.pdf	
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	As disclosed in our SEC Annual Report 17-A, the Company follows its RPT policy to ensure that transactions are entered on an arm's length basis and entered on terms comparable to those available from or to unrelated third parties. References: SEC Annual Report 17A Pages 65 - 66, Note 19 Pages 132 - 137:	

https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf

RPT Policy:

<https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-4.24.2021-Related-Party-Transactions-Policy-1-1.pdf>

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

The Company adopts the PSE disclosure rules and submit full, fair, accurate and timely disclosure of every material fact or event that occur.

Disclosures for 2023	
PSE Form 4 -30	15 disclosures
SEC Form 17-C	14 disclosures

References:

SEC Annual Report 17-A Pages 34 – 53, 79

https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf

PSE Edge – Company Disclosures:

https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=680

The Board has also put in place its RPT Policy and adopted a provision on disclosures regarding material transactions.

References:

RPT Policy:

<https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-4.24.2021-Related-Party-Transactions-Policy-1-1.pdf>

SEC Annual Report 17A Pages 65 - 66, Note 19 Pages 132 - 137:

		https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	Outside the ordinary course of business, there were no acquisition or disposal of material assets (10% of Company's total assets) made in FY2023. Moreover, the Board, in its RPT policy provides that an independent party shall evaluate the fairness of the transaction price on the acquisition or disposal of assets to related parties. References: RPT Policy: https://corporate.convergeict.com/wp-content/uploads/2021/05/FINAL-4.24.2021-Related-Party-Transactions-Policy-1-1.pdf	
Supplement to Recommendation 8.6			
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.	Compliant	The Company adopts the PSE disclosure rules and submit full, fair, accurate and timely disclosure of every material fact or event that occur. For FY 2023, there were no disclosures of this nature that occurred. Disclosures: https://corporate.convergeict.com/investor-relations/#sec-pse-disclosure-anchor For FY2023, the list of disclosures made are in page 79 of the Annual Report 17-A. https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf PSE Edge: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=680	

Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	The Company has a sound Manual on Corporate Governance published and is likewise available for the public's reference through the corporate website. The MCG was submitted to the SEC and PSE in June 2020 but was later amended on October 8, 2021, and was then amended again in 2023 to reflect the separation of the audit and related party transactions committee. The amended MCG was submitted accordingly to the SEC and is posted in the company's website.	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	References: Manual on Corporate Governance: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
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 MCG was submitted to the SEC and PSE in June 2020 but was later amended on October 8, 2021, and was then amended again in 2023 to reflect the separation of the audit and related party transactions committee. The amended MCG was submitted accordingly to the SEC and is posted in the company's website. References: Manual on Corporate Governance: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant	The Company discloses all relevant public information in its SEC Annual Report 17-A. a. Corporate Objectives – pages 4- 6	
a. Corporate Objectives	Compliant		

		b. Financial performance indicators – pages 31- 54	
b. Financial performance indicators	Compliant	c. Non-financial performance indicators – excerpts in pages 31- 54	
c. Non-financial performance indicators	Compliant	d. Dividend policy – pages 33 - 34, Note 13 pages 124- 126	
d. Dividend Policy	Compliant	e. Biographical details – pages 55- 58	
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 – page 68- 69	
f. Attendance details of each director in all directors' meetings held during the year	Compliant	g. Total remuneration of each director– pages 62- 63	
g. Total remuneration of each member of the board of directors	Compliant	References: SEC Annual Report 17A https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
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	The Company's 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. References: SEC Annual Report 17A, Page 67:	

		https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Manual on Corporate Governance Page 19 https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
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 controls) and risk management systems.	Compliant	The Audit Committee Report states the adequacy of the Company's internal controls/risk management systems. The same is likewise attached to the SEC 17-A for 2023. References: SEC Annual Report 17A, Pages 74- 77 (Report of the Audit and RPT Committee for the year ended December 31, 2023 and Joint Attestation of Internal Control Systems): https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
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	https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
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	The Annual report of the Company discloses key risks that to which the Company is/potentially exposed to. Certain of these risks are likewise elaborately discussed in the company's sustainability report. References: SEC Annual Report 17A, Pages 21- 30: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Pages 11- 19: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	

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.

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	The Audit Committee formally embodied in its charter the process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	
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.	Compliant	For FY 2023, the reappointment and fees of the external auditor has been made in the May 26, 2023, organizational meeting. The external auditor has not been removed or changed. References: Audit Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/08/CONVERGE-Amended-Audit-Committee-Charter.pdf	
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 and required disclosures.	Compliant	Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf	

Supplement to Recommendation 9.1

1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Manual on Corporate Governance states the policy of rotating the lead audit partner every five years. The present external audit partner – Mr. Nelson Charsegun L. Aquino, was appointed as external audit partner for 2023, replacing Mr. Jan Michael L. Reyes who was the external audit partner for 2022, pursuant to SRC Rule 68, par. 3(b)(ix) References: Manual on Corporate Governance Page 13, Item 8: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
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		Definitive Information Statement Page 27: https://corporate.convergeict.com/wp-content/uploads/2024/01/CONVERGE_Definitive-Information-Statement_FINAL_compressed_Redacted-1.pdf SEC Annual Report 17A, Page 53: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Audit Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/08/CONVERGE-Amended-Audit-Committee-Charter.pdf	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant	Compliant	These responsibilities have been embraced by the Audit Committee since its inception and are now embodied in the Audit Committee Charter for FY 2023. References: Audit Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/08/CONVERGE-Amended-Audit-Committee-Charter.pdf Manual on Corporate Governance Page 10, Item 5 (A): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf SEC Annual Report 17A, Pages 74- 77: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

Philippine professional and regulatory requirements.		Sustainability Report: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
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	The Audit Committee Charter presently provides that the Committee shall obtain reasonable assurance with respect to work of the external assurance providers, as well as enhancing the Board's oversight capability over the Company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. References: Audit Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/08/CONVERGE-Amended-Audit-Committee-Charter.pdf Manual on Corporate Governance Page 10, Item 5 (A): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	The MCG and Audit Committee Charter provides that the Committee shall obtain reasonable assurance with respect to work of the external assurance providers. References: Audit Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/08/CONVERGE-Amended-Audit-Committee-Charter.pdf Manual on Corporate Governance Page 10, Item 5 (A): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	The Audit Committee Charter provides that the Committee shall obtain reasonable assurance with respect to work of the external assurance providers. For FY 2023, the Audit Committee has ascertained that its external auditor, Isla Lipana & Co. adheres to accounting standards and quality control procedures, as noted in the report to the Audit committee for 2023. References: Audit Committee Charter: https://corporate.convergeict.com/wp-content/uploads/2022/08/CONVERGE-Amended-Audit-Committee-Charter.pdf SEC Annual Report 17A Pages 75- 76 (Report of the Audit Committee for the year ended December 31, 2023): https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Manual on Corporate Governance Page 10, Item 5 (A); Page 13 Item 8: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
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	The non-audit services performed in FY2023 by the external auditor was disclosed in the Company's SEC Annual Report 17-A. References: SEC Annual Report 17A, Page 53: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

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	The Audit Committee stays alert for any potential conflict of interest by obtaining statement from the external auditor about their relationships with the Company, including the non-audit services performed in the past, and discuss the information with the external auditors to review and confirm their independence. References: Manual on Corporate Governance Page 13, Item 8: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Audit Committee Charter https://corporate.convergeict.com/wp-content/uploads/2022/08/CONVERGE-Amended-Audit-Committee-Charter.pdf					
Supplement to Recommendation 9.3							
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Fees paid to Isla Lipana & Co. in 2023 were as follows: <table><tr><td>Audit and audit related fees</td><td>Php 3,280,000.00</td></tr><tr><td>Non-audit fees</td><td>--</td></tr></table> References: SEC Annual Report 17A, Page 53: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	Audit and audit related fees	Php 3,280,000.00	Non-audit fees	--	
Audit and audit related fees	Php 3,280,000.00						
Non-audit fees	--						
Additional Recommendation to Principle 9							
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Isla, Lipana & Co. is duly accredited by the SEC under the Group A category with SEC Accreditation No. 0142-SEC (Group A). References: Annex F - Isla Lipana & Co. Certificate of Accreditation					
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance	Compliant	Isla Lipana and Co. was subjected to SOAR in October 2022 1. Year it was subjected to SOAR, if subjected – 2022					

Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).		2. Name of the Audit Firm – Isla Lipana & Co. 3. Members of the engagement team inspected by SEC – No member of the engagement team was covered by the inspection.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	In 2023, we formalized our Sustainability Policy to provide a framework for decision-making and management throughout the organization, encompassing initiatives in the economic, environmental, social, and governance domains. The company's 2023 sustainability report covers pertinent discussions and disclosures on the positive and negative economic, environmental, and social impacts of Converge's performance from January 1 to December 31, 2023. It also features significant events and sustainability-related initiatives that Converge took part in over the year. Converge has reported in accordance with the Global Reporting Initiative (GRI) Standards 2021 for the period from January 1 to December 31, 2023. The report also includes disclosures recommended under the Telecommunications Sustainability Accounting Standard (Version 2023-06) of the Sustainability Accounting Standards Board (SASB). We have also reported information with reference to the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). SGS Philippines, Inc. was commissioned by Converge to conduct and independent assurance of its sustainability report. References: Sustainability Report/ External Assurance Pages 247 - 248: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	

		Sustainability Policy: https://corporate.convergeict.com/wp-content/uploads/2023/04/Converge-ICT-Sustainability-Policy.pdf ESG Related Policies: https://corporate.convergeict.com/sustainability/#esg-linked-policies	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	In 2023, we formalized our Sustainability Policy to provide a framework for decision-making and management throughout the organization, encompassing initiatives in the economic, environmental, social, and governance domains. The company's 2023 sustainability report covers pertinent discussions and disclosures on the positive and negative economic, environmental, and social impacts of Converge's performance from January 1 to December 31, 2023. It also features significant events and sustainability-related initiatives that Converge took part in over the year. Converge has reported in accordance with the Global Reporting Initiative (GRI) Standards 2021 for the period from January 1 to December 31, 2023. The report also includes disclosures recommended under the Telecommunications Sustainability Accounting Standard (Version 2023-06) of the Sustainability Accounting Standards Board (SASB). We have also reported information with reference to the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD). SGS Philippines, Inc. was commissioned by Converge to conduct and independent assurance of its sustainability report. References: Sustainability Report/ External Assurance Pages 247 - 248: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	

Sustainability Policy:

<https://corporate.convergeict.com/wp-content/uploads/2023/04/Converge-ICT-Sustainability-Policy.pdf>

ESG Related Policies:

<https://corporate.convergeict.com/sustainability/#esg-linked-policies>

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

The Company has media and analysts' briefings which provide timely and accurate dissemination of public, material, and relevant information to its shareholders and investors.

Briefing	Notice date	Actual briefing date
1Q	May 3, 2023	May 11, 2023
2Q	July 24, 2023	August 10, 2023
3Q	October 27, 2023	November 10, 2023
4Q	March 8, 2024	March 18, 2024

References:

<https://corporate.convergeict.com/news/>

Briefing Materials and notices:

1st Quarter:

<https://corporate.convergeict.com/wp-content/uploads/2023/01/1Q2023-Results-Briefing-Presentation-vF.pdf>

https://edge.pse.com.ph/openDiscViewer.do?edge_no=812c22fba5d315519e4dc6f6c9b65995

		2nd Quarter: https://corporate.convergeict.com/wp-content/uploads/2023/01/1H2023-Analyst-Briefing-Slides-08.09.23_UPLOAD.pdf https://edge.pse.com.ph/openDiscViewer.do?edge_no=ca90d0e96a2370fb9e4dc6f6c9b65995 3rd Quarter: https://corporate.convergeict.com/wp-content/uploads/2023/01/9M2023-Analyst-Briefing-Slides_11.13.23_vFFFF.pdf https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b3e8a0b65456e8d9e4dc6f6c9b65995 4th Quarter: https://corporate.convergeict.com/wp-content/uploads/2023/01/PSE.PDEX-CNVRG-FY2023-Analyst-Briefing-Slides_vF.pdf https://edge.pse.com.ph/openDiscViewer.do?edge_no=929210a6e7f925f2abca0fa0c5b4e4d0	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	The Company discloses the following up-to-date information on its website (https://corporate.convergeict.com):	
a. Financial statements/reports (latest quarterly)	Compliant	a. Financial statements report – SEC Annual Report 17A Pages 81 - 174: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf b. Materials provided in briefings to analysts and media: Briefing Materials and notices: 1st Quarter:	
b. Materials provided in briefings to analysts and media	Compliant		

c. Downloadable annual report	Compliant	https://corporate.convergeict.com/wp-content/uploads/2023/01/1Q2023-Results-Briefing-Presentation-vF.pdf	
d. Notice of ASM and/or SSM	Compliant	https://edge.pse.com.ph/openDiscViewer.do?edge_no=812c22fba5d315519e4dc6f6c9b65995	
e. Minutes of ASM and/or SSM	Compliant	2 nd Quarter: https://corporate.convergeict.com/wp-content/uploads/2023/01/1H2023-Analyst-Briefing-Slides-08.09.23_UPLOAD.pdf	
f. Company's Articles of Incorporation and By-Laws	Compliant	https://edge.pse.com.ph/openDiscViewer.do?edge_no=ca90d0e96a2370fb9e4dc6f6c9b65995 3 rd Quarter: https://corporate.convergeict.com/wp-content/uploads/2023/01/9M2023-Analyst-Briefing-Slides_11.13.23_vFFFF.pdf https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b3e8a0b65456e8d9e4dc6f6c9b65995 4 th Quarter: https://corporate.convergeict.com/wp-content/uploads/2023/01/PSE.PDEX-CNVRG-FY2023-Analyst-Briefing-Slides_vF.pdf https://edge.pse.com.ph/openDiscViewer.do?edge_no=929210a6e7f925f2abca0fa0c5b4e4d0 c. Downloadable Annual Report – 17A: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf d. Notice of ASM and/or SSM:	

		https://corporate.convergeict.com/wp-content/uploads/2023/01/CONVERGE-Notice-of-Annual-Stockholders-Meeting-02.23.2023.pdf e. Minutes of ASM: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG-Minutes-of-the-ASM_2023.pdf f. Articles of Incorporation and By-Laws - https://corporate.convergeict.com/wp-content/uploads/2020/10/CONVERGE-Amended-Articles-of-Incorporation-28-SEPT-2020.pdf https://corporate.convergeict.com/wp-content/uploads/2021/05/CONVERGE-Amended-By-Laws-28-SEPT-2020.pdf	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	Main website: https://corporate.convergeict.com/ Corporate Governance: https://corporate.convergeict.com/corporate-governance/ Investor Relations: https://corporate.convergeict.com/investor-relations/	
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	Management has established a system of internal controls embedded within the Company's business processes. These controls involve the Board of Directors, their respective committees, and management implementing internal control mechanisms and risk management processes in accordance with applicable standards, laws, and regulations.	

		References: Quality Policy: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Quality-Policy_signed.pdf Enterprise Risk Management website: https://corporate.convergeict.com/enterprise-risk-management/ A risk-based review of the internal control system is conducted by Internal Audit. To embody this principle, the Internal Audit Charter was adopted: References: Annex B - Internal Audit Charter SEC Annual Report 17A Report of the Audit and RPT Committee and Joint Attestation of Internal Control Systems Pages 75- 77: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRedacted_vF_compressed.pdf	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Following the ISO 31000: 2018 Standard, we have instituted an Enterprise Risk Management (ERM) Program aligned with our Manual of Corporate Governance, to manage imminent and emerging risks in our internal and external operating environments. Under our ERM Program, we respond to risks and manage them to increase our shareholder value and competitive advantage. References: BROC charter: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Board-Risk-Oversight-Committee-Charter.pdf SEC Annual Report 17A Report of the Audit and RPT Committee and Joint Attestation of Internal Control Systems Pages 75- 77:	

		https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Risk Factors and Risk Management SEC Annual Report 17A Pages 22-29: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Page: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Website: https://corporate.convergeict.com/enterprise-risk-management/	
Supplement to Recommendations 12.1			
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.	Compliant	The Company has established a comprehensive compliance program that covers both regulatory and corporate governance aspects of compliance. The Compliance program is being revisited annually for appropriate calibration and adherence to current compliance standards. The Company's compliance program is being led by the Corporate Compliance Officer, Laurice Esteban-Tuason. Reference: Annex G – Compliance Program Sustainability Report Pages 38 - 48: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security,	Compliant	Giving our customers the best possible digital experience through our fiber-powered, world-class broadband	

and disaster recovery, to ensure that all key risks are identified, managed, and reported to the board.		infrastructure is at the heart of our ambition to become a sustainable business. The company has established an IT governance process to address issues related to disruption, cyber security, and disaster recovery. Similarly, we have in place Business Continuity processes led by our Chief Risk Officer as part of her duties in implementing the Enterprise Risk Management program of the company. Key risks are managed and reported to the board through the Board Risk Oversight Committee (BROC) SEC Annual Report 17A Pages 26 - 27: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Pages 21 – 23, 27, 58-59: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	The Company has in place an independent audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations. References: Annex B- Internal Audit Charter	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	The Company has appointed Mr. Anthony Vergel Velasco as Vice President & Head of Internal Audit His responsibilities are stated in the MCG. References: Responsibilities: Manual on Corporate Governance Pages 13-14 Item 9:	

		https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Qualifications: SEC Annual Report 17A Page 60 - 61: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Annex B - Internal Audit Charter	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.	Compliant	The Vice-President & Head of Internal Audit Director leads the Company in overseeing the internal audit activity of the organization. References: Manual on Corporate Governance Pages 13-14 Item 9: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Annex B - Internal Audit Charter	
3. In case of a fully outsourced internal audit activity, qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	The Company's Internal Audit is not outsourced either fully or partially and follows the purpose, authority, and responsibility defined in the Internal Audit Charter. The Charter determines the internal audit activity's position within the organization, including the head of internal audit's reporting lines, access to records, people and property, and the scope of its activities. References: Annex B - Internal Audit Charter SEC Annual Report 17A Pages 74 - 77: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

Recommendation 12.4

1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	The Company has a separate Enterprise Risk Management function, led by the Chief Risk Officer, to identify, assess and monitor key risk exposures. Day-to-day operations of the function are managed by our Vice President for Enterprise Risk Management. Following the ISO 31000 Standard, we have instituted an Enterprise Risk Management (ERM) Program aligned with our Manual of Corporate Governance, to manage imminent and emerging risks in our internal and external operating environments. Under our ERM Program, we respond to risks and manage them to increase our shareholder value and competitive advantage. References: BROC charter: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Board-Risk-Oversight-Committee-Charter.pdf Manual on Corporate Governance Page 10 Item 5 (C): https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf SEC Annual Report 17A Pages 21-30: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Website: https://corporate.convergeict.com/enterprise-risk-management/	
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Supplement to Recommendation 12.4

1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	The Company has all the competencies required to provide risk management support.	
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The Chief Executive Officer (CEO) is the comprehensive risk executive and is ultimately responsible for managing key risks, setting ERM priorities, tolerances, and policies, and developing, executing, and monitoring risk management strategies.

The Chief Risk Officer (CRO) is the ultimate champion of ERM at Converge. The CRO oversees the entire risk management function and the development, implementation, maintenance, and continuous improvement of ERM processes and tools. Supporting the CRO is the ERM Team responsible for developing risk management tools, methodologies, and processes. It leads the implementation and dissemination of ERM across Converge in coordination with the CRO and risk owners.

In 2023, the Company's Senior Leadership Team (composed of the CEO, President/CRO, and their direct reports) determined the most significant risks facing the Company. The management of top corporate risks, which have been mapped out up to the department level, was delegated to the appropriate Risk Owners. The Risk Owners have formulated and committed to a risk management plan monitored by the ERM Department, which define specific action points, accountability,

References:

SEC Annual Report 17A Pages 22-23:

https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf

Manual on Corporate Governance Page 10 Item 5 (C):

<https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf>

Results of Organizational Meeting of Board of Directors:

<https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results->

		of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL .pdf Website: https://corporate.convergeict.com/enterprise-risk-management/	
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	Our President and concurrently the Chief Risk Officer, Grace Y. Uy is responsible for the development, implementation, maintenance, and improvement of risk management policies, processes, and documentation. The Company's ERM team reports directly to the BROCC and the President/CRO. The CRO performs her duties in accordance with the Manual on Corporate Governance and all other applicable charters. Manual on Corporate Governance https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf SEC Annual Report 17A Pages 22-23: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL .pdf Website: https://corporate.convergeict.com/enterprise-risk-management/	

2. CRO has adequate authority, stature, resources, and support to fulfill his/her responsibilities.	Compliant	Authority and stature – Our CRO, Grace Y. Uy is a board member, executive director and is also the president and co-founder of the Company. Resources – The CRO has established a dedicated Enterprise Risk Management (ERM) Team that will aid her in reporting to the BROC and in addressing key risks of the company. Qualifications: SEC Annual Report 17A Pages 22-23: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf The CRO performs her duties in accordance with the Manual on Corporate Governance and all other applicable charters. Manual on Corporate Governance https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Website: https://corporate.convergeict.com/enterprise-risk-management/	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	For FY 2023, the Company's Chief Executive Officer and Chief Audit Executive attested in writing, that a sound internal audit, control and compliance system is in place and working effectively. References:	

		SEC Annual Report 1 -Report of the Audit and RPT Committee for the year ended December 31, 2023, and Joint Attestation of Internal Control Systems, Pages 75- 77: SEC Annual Report 17A Pages 22-23: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	The Company's Manual on Corporate Governance is compliant in disclosing the basic rights of its shareholders. References: Manual on Corporate Governance Item 12, Pages 15-18: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Basic shareholder rights are enumerated in the Company's Manual on Corporate Governance (MCG). The MCG is available on the company's website. References: Manual on Corporate Governance Item 12, Pages 15-18: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Sustainability Report Pages 13- 16: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	The Company's common share has one vote for one share. References: Amended By-Laws:	

		https://corporate.convergeict.com/wp-content/uploads/2021/05/CONVERGE-Amended-By-Laws-28-SEPT-2020.pdf	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	All shareholders of the same class are treated equally, but the Board shall give minority stockholders the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the corporation. References: Amended Manual on Corporate Governance Pages 15- 18: https://corporate.convergeict.com/wp-content/uploads/2022/09/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Amended By-Laws: https://corporate.convergeict.com/wp-content/uploads/2021/05/CONVERGE-Amended-By-Laws-28-SEPT-2020.pdf	
3. Board has an effective, secure, and efficient voting system.	Compliant	Voting process is reflected in the Definitive Information Statement. References: Definitive Information Statement, Page 28: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf Amended By-Laws: https://corporate.convergeict.com/wp-content/uploads/2021/05/CONVERGE-Amended-By-Laws-28-SEPT-2020.pdf	
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	To afford minority shareholders protection against actions of controlling shareholders, Converge, as a publicly listed company, have for its board composition at least 2/3 independent directors, and have its material contracts approved by at least 2/3 of the entire membership of the Board, with at least a majority of the independent directors approving the same, pursuant to Section 31 of the Revised	

		Corporation Code. The same provision is likewise embodied in the RPT Policy of the Company. The protection of the rights and interests of the minority shareholders is also embodied in the Company's Manual on Corporate Governance. Manual on Corporate Governance Item 12, Pages 15-18: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
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.	Compliant	Special meetings may be held upon written call signed by the shareholders of record. Reference: Manual on Corporate Governance Item 12, Pages 15-18: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Minority shareholders have similar rights to all other shareholders and are given the right to nominate directors. Reference: Manual on Corporate Governance Item 12, Pages 15-18: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
7. Company has a transparent and specific dividend policy.	Compliant	The Company's Annual Report provides discussions on the Company's Dividend Policy and dividend declarations. For FY2023, the Company did not declare dividends. References: Dividend Policy: SEC Annual Report 17A, Pages 33 – 34: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	

		Non- declaration of dividends: SEC Annual Report 17A, Audited Financial Report for FY2023 https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	The Company appointed SGV & Co. as external validator to validate the votes at the FY2023 ASM. References: Minutes of the 2023 ASM Page 2: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG-Minutes-of-the-ASM_2023.pdf	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	For FY2023, the Notice for the Annual Stockholders' Meeting was sent more than 28 days before the ASM. References: Minutes of the 2023 ASM Page 2: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG-Minutes-of-the-ASM_2023.pdf PSE Edge – Notice of ASM: https://edge.pse.com.ph/openDiscViewer.do?edge_no=ab1a08b2da5dde269e4dc6f6c9b65995 Definitive Information Statement https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	The Company's Annual Stockholders Meeting Notice and Agenda contains the following: a. Director Profile – Pages 16- 19	

a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)		b. Re-appointment of auditor – Page 36 c. Proxy documents – Pages10-11 References: Definitive Information Statement https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf Results of Organizational Meeting of Board of Directors: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf	
b. Auditors seeking appointment/re-appointment			
c. Proxy documents			
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Agenda rationale for the ASM is reflected in the Definitive Information Statement. References: Definitive Information Statement. Pages 2-3, 7-9: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf	
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	The Results of the Annual Stockholders Meeting and Results of the Organizational Meeting are disclosed with the PSE on the same day as the ASM. References: Results of ASM and Organizational Meeting: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG-Minutes-of-the-ASM_2023.pdf https://edge.pse.com.ph/openDiscViewer.do?edge_no=4978384385b84a7d9e4dc6f6c9b65995	

2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting. Our ASM was on May 26, 2023, and the minutes of the meeting were available on the website on the same day. References: Definitive Information Statement: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf Results of ASM: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-Form-17-C-CONVERGE-Results-of-2023-Annual-Stockholders-Meeting-and-Organizational-Meeting-v.FINAL_.pdf Minutes of the ASM: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG-Minutes-of-the-ASM_2023.pdf	
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	The external auditor and relevant individuals attended the FY 2023 ASM to answer shareholder questions, as evidenced by the Minutes of the Meeting. References: Minutes of the ASM: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG-Minutes-of-the-ASM_2023.pdf	
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	The Company recognizes the right of shareholders. The Board is committed to establishing and maintaining an alternative dispute resolution system in the Company that can amicably settle conflicts or differences between the Company and its stockholders.	

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	In resolving intra-corporate disputes, a stockholder, at his option, may file for mediation under Republic Act No. 9285 or the Alternative Dispute Resolution Act of 2004. If the intra-corporate dispute is not resolved by mediation, the parties may bring the matter to arbitration in accordance with the Philippine Arbitration Law, in force. The venue of arbitration shall be the Philippines. Manual on Corporate Governance pages 15-18: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf The Board made available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Mr. Owen Kieffer D. Ocampo is the appointed Vice President & Head of Investor Relations. investors.relations@convergeict.com owen.ocampo@convergeict.com 09328912603 +63 2 8248 7227 References: Investor Relations website: https://corporate.convergeict.com/investor-relations/ SEC Annual Report 17A, Page 61: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
2. IRO is present at every shareholder's meeting.	Compliant	The IRO is present at every shareholder's meeting.	

		Minutes of the ASM: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG-Minutes-of-the-ASM_2023.pdf	
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	The Company's By-Laws contain no anti-takeover provisions. Amended By-Laws https://corporate.convergeict.com/wp-content/uploads/2021/05/CONVERGE-Amended-By-Laws-28-SEPT-2020.pdf	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	As of Dec 31, 2023, the company's public float is 30.91%, as can be seen on the public ownership report as of December 31, 2023 References: Public Ownership Report filed January 2023: https://edge.pse.com.ph/openDiscViewer.do?edge_no=a11888f4e570d81aabca0fa0c5b4e4d0	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	The Company encourages shareholders engagement. In support of its Sustainability Commitment, Converge Information and Communications Technology Solutions, Inc. recognizes its accountability to its internal and external stakeholders. It commits to: - Identifying actual and potential impacts on stakeholders arising from Converge's operations. - Engaging with stakeholders to help identify, understand, and respond to issues and concerns about Converge's operations that may affect them; and - Communicating with stakeholders on sustainability-related decisions, actions, and performance. References: Manual on Corporate Governance Page 21-22 Item 19:	

		https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Sustainability Report Pages 13 - 15: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Investor Relations briefings: https://corporate.convergeict.com/investor-relations/ Stakeholder Commitment Statement: https://corporate.convergeict.com/wp-content/uploads/2023/01/Corporate-Stakeholder-Commitment-Statement.pdf	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	For FY 2023, the Company made use of a secure electronic voting in absentia for its ASM. Stockholders are provided a secure link where they can register and vote electronically in absentia. References: Definitive Information Statement Pages 28 - 29: https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf Results of voting: Minutes of the 2023 ASM Page 2 - https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG-Minutes-of-the-ASM_2023.pdf	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			

Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth, and sustainability.	Compliant	The Company was able to report information on the Company's policies and programs for its stakeholders through its sustainability report. We acknowledge our responsibility to both internal and external stakeholders, as outlined in our Corporate Stakeholder Commitment Statement. This includes understanding and addressing current and potential impacts, responding to their concerns, and transparently communicating our sustainability decisions and performance. Embedded within this commitment is our pledge to uphold the principles of inclusivity, materiality, responsiveness, and impact, as outlined in the AA1000 AccountAbility Principles Standard 2018). References: Sustainability Report Pages 13- 15: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Website: https://corporate.convergeict.com/sustainability/ Manual on Corporate Governance, Page 22, Item 20: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf Stakeholder Commitment Statement: https://corporate.convergeict.com/wp-content/uploads/2023/01/Corporate-Stakeholder-Commitment-Statement.pdf Sustainability Policy:	
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<https://corporate.convergeict.com/wp-content/uploads/2023/04/Converge-ICT-Sustainability-Policy.pdf>

Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	The Company, through its Manual on Corporate Governance, provides for the rights and fair treatment of stakeholders. This is further evidenced through our Human Rights Policy, Human Rights Due Diligence, and Third-Party Due Diligence Procedures. Any mistreatment of our stakeholders is covered by our Human Rights Policy, Whistleblowing Policy, and Employee Discipline Policy. References: Website: https://corporate.convergeict.com/investor-relations/ Human Rights Policy: https://corporate.convergeict.com/wp-content/uploads/2022/10/Human-Rights-Policy.pdf Whistleblowing Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/Whistleblowing-Policy-V2.pdf Whistleblowing Platform: https://corporate.convergeict.com/whistleblowing-platform/ Manual on Corporate Governance, Page 21-22, Item 19: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
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Recommendation 14.3

1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to	Compliant	The Company has a framework that allows stakeholders to communicate with the Company and to obtain redress for the violation of their rights through the Whistleblower Policy.	
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obtain redress for the violation of their rights.		Moreover, our Human Rights Policy provides for remediation should there be instances advertent or inadvertent infringement of human rights. Our grievance mechanisms are set in out Whistleblower Policy. Through our Corporate Stakeholder Commitment Statement, we recognize our accountability to internal and external stakeholders to identify actual and potential impacts, respond to their concerns about these impacts and communicate with them our sustainability related decisions, action plans, and performance. References: Whistleblower Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/Whistleblowing-Policy-V2.pdf Whistleblowing Platform: https://corporate.convergeict.com/whistleblowing-platform/ SEC Annual Report 17A, Pages 73: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Pages 13- 15: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Stakeholder Commitment Statement: https://corporate.convergeict.com/wp-content/uploads/2023/01/Corporate-Stakeholder-Commitment-Statement.pdf	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	The Company has established alternative mechanisms. The same mechanism is likewise mentioned in the Company's MCG.	

		In resolving intra-corporate disputes, a stockholder, at his option, may file for mediation under Republic Act No. 9285 or the Alternative Dispute Resolution Act of 2004. If the intra-corporate dispute is not resolved by mediation, the parties may bring the matter to arbitration in accordance with the Philippine Arbitration Law, in force. The venue of arbitration shall be the Philippines. References: Manual on Corporate Governance, Page 21-22, Item 19: https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf	
Additional Recommendations to Principle 14			
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 comply with the applicable law, rule, or regulation.	Compliant	The Company did not have any requests for exemption for FY2023.	
2. Company respects intellectual property rights.	Compliant	The Company has disclosed with the PSE and SEC its efforts to combat piracy and violation of its intellectual property rights. This is also embodied in our Code of Business Ethics as we commit to: (1) Protect and honor the intellectual property rights of competitors, business partners, clients, suppliers, former employers, and other parties; and (2) Safeguard Company's intellectual property, including its packaged knowledge. References: SEC Annual Report 17A, Pages 19 - 20:	

		https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Code of Business Ethics: https://corporate.convergeict.com/wp-content/uploads/2022/10/FINAL-CODE-OF-BUSINESS-ETHICS-POLICY_V2.pdf	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare.	Compliant	The Company has policies and programs focused on the satisfaction and welfare of its customers. Customer welfare is our Top material topic for 2023, to which we have aptly and diligently addressed. Our Human Rights Policy provides customer welfare by committing to uphold their rights to: - Freedom of Expression and Access to Information - Data Privacy; and - Children's Rights This is further strengthened as we have implemented the Child Online Safeguarding Policy which protects our customers, particularly children on their use of the digital space. References: Sustainability Report Pages 24- 27: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Human Rights Policy: https://corporate.convergeict.com/wp-content/uploads/2022/10/Human-Rights-Policy.pdf Child Online Safeguarding Policy: https://corporate.convergeict.com/wp-content/uploads/2023/02/Child-Online-Safeguarding-Policy.pdf	

		Customer Support Platforms: https://www.convergeict.com/support-platforms/	
2. Company discloses its policies and practices that address supplier/contractor selection procedures.	Compliant	Recognizing the impact of our suppliers in our operation affects our sustainable business, we established a policy for a third-party due diligence governing all transactions with external shareholders, vendors, and service providers, including business partners. Our Human Rights Policy likewise provides for our commitments in responsible sourcing and business partnerships where we recognize the risk relating to conflict minerals and the risk that our business partners may resort to bribery and corruption when doing business on our behalf. Our Code of Business Ethics requires that a business partner must undergo the vendor prequalification process and due diligence process. Our business partners must enter into a written agreement and be trained on applicable policies and guidelines on compliance. The Company has a supplier/contractor selection process embodied in its External Service Provider Accreditation Process which outlines how our suppliers/contractors are selected and made to comply with our policies, procedures, and onboarding requirements. Reference: Human Rights Policy Pages 6-7: https://corporate.convergeict.com/wp-content/uploads/2022/10/Human-Rights-Policy.pdf Code of Business Ethics Pages 10-11: https://corporate.convergeict.com/wp-content/uploads/2022/10/FINAL-CODE-OF-BUSINESS-ETHICS-POLICY_V2.pdf Sustainability Report Page 37:	

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.

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	The Company engages its employees in participating with Corporate Governance activities. Our policy commitments for responsible business conduct mainly revolve around two important documents. The first is our Human Rights Policy, which was approved by the Board, and includes the stipulations on conducting due diligence, applying the precautionary principle, and respecting human rights. The policy gives particular attention to customers, employees, and other workers on our premises, children, suppliers, and communities. The second key policy document is our Code of Business Ethics, which was approved by our CEO. It was crafted with reference to the Organization for Economic Cooperation and Development's Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. It applies to all directors, officers, and employees. References: SEC Annual Report 17A, Pages 67 - 74: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Code of Business Ethics Pages 10-11: https://corporate.convergeict.com/wp-content/uploads/2022/10/FINAL-CODE-OF-BUSINESS-ETHICS-POLICY_V2.pdf Whistleblower Policy:	
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		https://corporate.convergeict.com/wp-content/uploads/2020/10/Whistleblowing-Policy-V2.pdf Whistleblowing Platform: https://corporate.convergeict.com/whistleblowing-platform/ Sustainability Report Page 16: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	The Board has approved the Employee Stock Option Plan (ESOP) for certain employees of the Company. Likewise, the Company has a performance assessment matrix which is linked to the merits of the employee, as reflected in his/her performance evaluation. SEC Annual Report 17A Pages 123- 124: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
2. Company has policies and practices on health, safety, and welfare of its employees.	Compliant	Our people are essential to the successful delivery of our strategy and to sustaining our business performance over the long term. This is why we are going the distance to accelerate the development of our people, grow and strengthen their leadership capabilities, and enhance their performance through strong engagement. The Company has the Human Rights Policy and practices on health, safety, and welfare of its employees. References: SEC Annual Report 17A, Pages 27 - 28: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Pages 29 - 34:	

		https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Human Rights Policy Pages 6-7: https://corporate.convergeict.com/wp-content/uploads/2022/10/Human-Rights-Policy.pdf Health and Safety Manual https://corporate.convergeict.com/wp-content/uploads/2023/02/Health-and-Safety-Manual-and-COVID19-Prevention-and-Control-Policy-1-1.pdf Health and Wellness Manual: https://corporate.convergeict.com/wp-content/uploads/2023/11/Health-and-Wellness-Manual-1.pdf	
3. Company has policies and practices on training and development of its employees.	Compliant	The Company has policies and practices on the training and development of its employees. It has established a Learning and Development department and Learning Management System, to empower employees to be more competitive in their respective fields. References: Sustainability Report Page 31: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	The Company has amended its anti-bribery and anti-corruption (ABAC) policy and has structured the same in accordance with the United Nations Global Compact's (UNGC) tenth principle. We develop awareness, engagement, and empowerment initiatives in relation to our amended ABAC policy. To this end, we review annually, our ABAC policy to ensure that the provisions therein are still relevant.	

		Our Third-Party Code of Conduct contains provisions relating to our ABAC policy. We have also integrated ABAC clauses in our supplier contracts. The policy was made available to the Board, senior management, and employees through the corporate website and internal email communications. Trainings on these policies are being conducted for new hires and all employees are required to confirm their knowledge and acceptance of these policies. References: Anti-Bribery and Anti-Corruption Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/Amended-Anti-Bribery-and-Anti-Corruption-Policy.pdf Third-Party Code of Conduct: https://corporate.convergeict.com/wp-content/uploads/2022/02/CORP-WEBSITE-POL-CGDP-BCM-0002-TP-CODE-OF-CONDUCT-POLICY.pdf SEC Annual Report 17A Pages 73: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Page 39- 40: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	The Company cascades the Code of Conduct/Business Ethics and Anti-Bribery and Anti-Corruption policies through: 1. Internal email dissemination 2. New hires onboarding orientation 3. Policy specific trainings 4. Corporate website Anti-Bribery and Anti-Corruption Policy:	

		https://corporate.convergeict.com/wp-content/uploads/2020/10/Amended-Anti-Bribery-and-Anti-Corruption-Policy.pdf SEC Annual Report 17A Pages 73: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Page 39- 40: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
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	The Company has amended its anti-bribery and anti-corruption (ABAC) policy and has structured the same in accordance with the United Nations Global Compact's (UNGC) tenth principle. We develop awareness, engagement, and empowerment initiatives in relation to our amended ABAC policy. To this end, we review annually, our ABAC policy to ensure that the provisions therein are still relevant. Our Third-Party Code of Conduct contains provisions relating to our ABAC policy. We have also integrated ABAC clauses in our supplier contracts. The policy was made available to the Board, senior management, and employees through the corporate website and internal email communications. Trainings on these policies are being conducted for new hires and all employees are required to confirm their knowledge and acceptance of these policies. References: Anti-Bribery and Anti-Corruption Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/Amended-Anti-Bribery-and-Anti-Corruption-Policy.pdf	

		Third-Party Code of Conduct: https://corporate.convergeict.com/wp-content/uploads/2022/02/CORP-WEBSITE-POL-CGDP-BCM-0002-TP-CODE-OF-CONDUCT-POLICY.pdf SEC Annual Report 17A Pages 73: https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf Sustainability Report Page 39- 40: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	The Company has a Whistleblowing Policy and program that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation. Converge recognizes that our business impacts create an innate sense of accountability to our society. As a Company responsible to its various stakeholders, we are ready to take hold of the opportunities to promote a culture of integrity and good governance. This will help us act in the best interests of the business and our stakeholders. We believe that having good governance can improve the performance of our business, and help Converge become more stable and productive, while reducing risks to improve reputation and trust. References: Whistleblower Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/Whistleblowing-Policy-V2.pdf Whistleblowing Platform: https://corporate.convergeict.com/whistleblowing-platform/ SEC Annual Report 17A, Page 73:	

		https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	The Company has a Whistleblowing Program which provides that any redress or complaint, without fear of retaliation, may be brought to the Corporate Governance and Data Privacy Group or Human Resources Department. The Company has also established a Whistleblowing Platform, directly accessible by the Board. References: Whistleblowing Platform: https://corporate.convergeict.com/whistleblowing-platform/ Whistleblowing Policy: https://corporate.convergeict.com/wp-content/uploads/2020/10/Whistleblowing-Policy-V2.pdf	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	The Company has a Whistleblowing Policy. The Board, through the Corporate Governance Committee and the independent Compliance Office, supervises and ensures the enforcement of the whistleblowing framework. References: https://corporate.convergeict.com/wp-content/uploads/2020/10/Whistleblowing-Policy-V2.pdf	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the	Compliant	To address the needs of the communities we operate in, we go beyond legal, environmental, and care not only about our financial performance but also our economic, environmental, and social impacts, including human rights impacts.	

advancement of the society where it operates.		Our efforts are aligned with global and national goals of sustainable development. These efforts are enumerated in our Sustainability Policy. References: Sustainability Report Pages 57 - 62: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Sustainability Policy: https://corporate.convergeict.com/wp-content/uploads/2023/04/Converge-ICT-Sustainability-Policy.pdf	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development.	Compliant	At Converge, we recognize that a socially responsible supply chain safeguards our stakeholders against legal and compliance risks, fosters trust among our customers and investors, and positively influences local communities. We support a sustainable supply chain that upholds the UN Guiding Principles on Business and Human Rights. Our Human Rights Policy includes a dedicated section on responsible sourcing and business partnerships. Our Human Rights Policy provides for our commitments in responsible sourcing and business partnerships where we recognize the risk relating to conflict minerals. Our Code of Business Ethics requires that a business partner must undergo the vendor prequalification process and due diligence process. Our business partners must enter into a written agreement and be trained on applicable policies and guidelines on compliance. Our Third-Party Code of Conduct outlines clear expectations for third parties, emphasizing strict adherence to the highest legal, ethical, and professional standards. These measures ensure alignment with our core values and prevent complicity	-

		in unjust pay, child labor, forced labor, discrimination, and other violations across our supply chain. References: Human Rights Policy Pages 6-7: https://corporate.convergeict.com/wp-content/uploads/2022/10/Human-Rights-Policy.pdf Code of Business Ethics Pages 10-11: https://corporate.convergeict.com/wp-content/uploads/2022/10/FINAL-CODE-OF-BUSINESS-ETHICS-POLICY_V2.pdf Sustainability Report Page 37: https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Third Party Code of Conduct Policy: https://corporate.convergeict.com/wp-content/uploads/2022/02/CORP-WEBSITE-POL-CGDP-BCM-0002-TP-CODE-OF-CONDUCT-POLICY.pdf	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	To address the needs of the communities we operate in, we go beyond legal, environmental, and care not only about our financial performance but also our economic, environmental, and social impacts, including human rights impacts. To this effect, we have a dedicated community relations manager that handle community interactions and engagement. Through our manager, we engage with stakeholders to help identify, understand, and respond to issues and concerns about Converge's operations that may affect them. Our efforts are aligned with global and national goals of sustainable development. These efforts are enumerated in our Sustainability Policy. References: Sustainability Report Pages 57 - 62:	

		https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf Sustainability Policy: https://corporate.convergeict.com/wp-content/uploads/2023/04/Converge-ICT-Sustainability-Policy.pdf Stakeholder Commitment: https://corporate.convergeict.com/wp-content/uploads/2023/01/Corporate-Stakeholder-Commitment-Statement.pdf	
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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.

ORIGINAL SIGNED

Jose P. de Jesus

Chairman of the Board, Independent Director

ORIGINAL SIGNED

Dennis Anthony H. Uy

Chief Executive Officer

ORIGINAL SIGNED

Maria Grace Y. Uy

President

ORIGINAL SIGNED

Amando M. Tetangco, Jr.

Independent Director

ORIGINAL SIGNED

Roman Felipe S. Reyes

Independent Director

ORIGINAL SIGNED

Estela M. Perlas - Bernabe

Independent Director

ORIGINAL SIGNED

Elvira C. Oquendo

Corporate Secretary

ORIGINAL SIGNED

Laurice P. Esteban – Tuason

Corporate Compliance Officer

24 MAY 2024

SUBSCRIBED AND SWORN TO ____ day of ____ 2024 at QUEZON CITY. Affiants exhibiting to me the following as competent evidence of identity;

Name	Valid ID No.	Date of Issue/ Expiry	Place of Issue
Jose P. de Jesus			
Dennis Anthony H. Uy			
Maria Grace Y. Uy			
Amanda M. Tetangco Jr.	ORIGINAL INFORMATION REDACTED		
Roman Felipe S. Reyes			
Estela M. Perlas - Bernabe			
Elvira C. Oquendo			
Laurice P. Esteban Tuason			

Doc No. 304

Page No. 30

Book No. XXI

Series of 2024.

ATTY. CONCEPCION P. VILLARENA
Notary Public for Quezon City
Until December 31, 2024
PTR No. 4932821/ January 3, 2024 Q.C.
IBP No. 157804 - Roll No. 30457
ADM Matter No. NP-005 (2022-2023)
MCLE VII-0006994/09/21/2021
TIN No. 131-942754

LIST OF ANNEXES TO THE IACGR 2023

ANNEX	DOCUMENT REFERENCE
A	Corporate Governance Trainings FY 2023
B	Internal Audit Charter
C	Remuneration, and Retirement Plans
D	Notice of the meeting of Non-Executive Directors
E	Secretary's Certificate on forbidding loans from the Corporation to any members of the Board
F	Isla Lipana & Co. Certificate of Accreditation
G	Compliance Program

RELEVANT WEB LINKS

DOCUMENT	URL
SEC FORM 17-A (Annual Report 2023)	https://corporate.convergeict.com/wp-content/uploads/2023/01/CNVRG_FY23_17A.SRredacted_vF_compressed.pdf
Definitive Information Statement	https://corporate.convergeict.com/wp-content/uploads/2023/01/SEC-and-PSE-03.31.23-DIS-1.pdf
Manual on Corporate Governance	https://corporate.convergeict.com/wp-content/uploads/2022/02/CONVERGE-Amended-Manual-on-Corporate-Governance.pdf
Stakeholder Commitments	https://corporate.convergeict.com/wp-content/uploads/2023/01/Corporate-Stakeholder-Commitment-Statement.pdf
Sustainability Report	https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Sustainability-Report.pdf
Board and Committee Charters	https://corporate.convergeict.com/corporate-governance/
SEC/PSE Disclosures	https://corporate.convergeict.com/investor-relations/#sec-pse-disclosure-anchor https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=680
Corporate website	https://corporate.convergeict.com/
Corporate Governance Page	https://corporate.convergeict.com/corporate-governance/
Sustainability Page	https://corporate.convergeict.com/sustainability/
Enterprise Risk Management Page	https://corporate.convergeict.com/enterprise-risk-management/
Quality Policy	https://corporate.convergeict.com/wp-content/uploads/2023/03/2023-Quality-Policy_signed.pdf
Whistleblowing Platform	https://corporate.convergeict.com/whistleblowing-platform/

ANNEX A – Corporate Governance Trainings for FY 2023



Institute of Corporate Directors

presents this

Certificate of Participation

to

Dennis Anthony H. Uy

Converge ICT Solutions, Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:00 PM - 5:00 PM

through Zoom Meetings

Pedro H. Maniego Jr.
Managing Trustee



Institute of Corporate Directors

presents this

Certificate of Participation

to

Maria Grace Y. Uy

Converge ICT Solutions, Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:00 PM - 5:00 PM

through Zoom Meetings

A handwritten signature in black ink, appearing to read 'Pedro H. Maniego Jr.', is positioned above the printed name.

Pedro H. Maniego Jr.
Managing Trustee



This

Certificate of Attendance

is presented to

Jose P. De Jesus

for having completed the seminar on

Corporate Governance

20 September 2023

02:00 p.m. to 05:00 p.m.

Online seminar via MS Teams

A handwritten signature in black ink, consisting of a stylized 'J' and 'C' intertwined.

Joseph Ian M. Canlas
Partner, SGV & Co.



Institute of Corporate Directors

presents this

Certificate of Participation

to

Francisco Ed. Lim

Converge ICT Solutions Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:00 PM- 5:00 PM

through Zoom Meetings

A handwritten signature in black ink, appearing to read 'Maniego'.

Pedro H. Maniego Jr.
Managing Trustee



Institute of Corporate Directors

presents this

Certificate of Participation

to

Roman Felipe S. Reyes

Converge ICT Solutions, Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:00 PM - 5:00 PM

through Zoom Meetings

Pedro H. Maniego Jr.
Managing Trustee



Institute of Corporate Directors

presents this

Certificate of Participation

to

Amando M. Tetangco, Jr.

SM Investments Corporation / SM Prime Holdings, Inc. /
Belle Corporation

for having completed the hybrid training

2023 Corporate Governance Seminar

held on

October 16, 2023 | 1:00 PM – 5:00 PM

at Conrad Manila, Pasay City and
through Zoom Webinars

Carlos Jose P. Gatmaitan
Chief Executive Officer



Certificate of Attendance

is presented to

ESTELA P. BERNABE

for attending and participating in the

2023 Annual Corporate Governance Seminar

Topics:

Global Trends in Banking: Business and Technology

Generative Artificial Intelligence

August 2, 2023

8:00 am – 12:30 pm

Narra Hall, BDO Towers Valero, Makati City

A handwritten signature in black ink, appearing to read "Federico P. Tancongco", is written over the printed name.

Atty. Federico P. Tancongco

**Senior Vice President & Chief Compliance Officer
BDO Unibank, Inc.**



Institute of Corporate Directors

presents this

Certificate of Participation

to

Jesus C. Romero

Converge ICT Solutions, Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:00 PM - 5:00 PM

through Zoom Meetings

A handwritten signature in black ink, appearing to read 'Maniego'.

Pedro H. Maniego Jr.
Managing Trustee



Institute of Corporate Directors

presents this

Certificate of Participation

to

Benjamin Rex Emilio B. Azada

Converge ICT Solutions, Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:00 PM - 5:00 PM

through Zoom Meetings

Pedro H. Maniego Jr.
Managing Trustee



Institute of Corporate Directors

presents this

Certificate of Participation

to

Paulo Martin G. Santos

Converge ICT Solutions, Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:20 PM - 5:00 PM

through Zoom Meetings

Pedro H. Maniego Jr.
Managing Trustee



Institute of Corporate Directors

presents this

Certificate of Participation

to

Christine Renee R. Blabagno

Converge ICT Solutions, Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:00 PM - 5:00 PM

through Zoom Meetings

Pedro H. Maniego Jr.
Managing Trustee



Institute of Corporate Directors

presents this

Certificate of Participation

to

Elvira C. Oquendo

Converge ICT Solutions, Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:00 PM - 5:00 PM

through Zoom Meetings

A handwritten signature in black ink, appearing to read 'Pedro H. Maniego Jr.', is positioned above the printed name.

Pedro H. Maniego Jr.
Managing Trustee



Institute of Corporate Directors

presents this

Certificate of Participation

to

Maria Grace De Jesus

Converge ICT Solutions, Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:00 PM - 5:00 PM

through Zoom Meetings

A handwritten signature in black ink, appearing to read 'Pedro H. Maniego Jr.', is positioned above the printed name.

Pedro H. Maniego Jr.
Managing Trustee



Institute of Corporate Directors

presents this

Certificate of Participation

to

Laurice P. Esteban-Tuason

Converge ICT Solutions, Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:00 PM - 5:00 PM

through Zoom Meetings

Pedro H. Maniego Jr.
Managing Trustee



Institute of Corporate Directors

presents this

Certificate of Participation

to

Anthony Vergel B. Velasco

Converge ICT Solutions, Inc.

for having completed the

Advanced Corporate Governance Training

held on

November 17, 2023 | 1:00 PM - 5:00 PM

through Zoom Meetings

Pedro H. Maniego Jr.
Managing Trustee



Institute of Corporate Directors

presents this

Certificate of Participation

to

Owen Kieffer D. Ocampo

Converge ICT Solutions, Inc.

for having participated in the

Advanced Corporate Governance Training

held on

November 17, 2023 | 2:20 PM - 5:00 PM

through Zoom Meetings

A handwritten signature in black ink, appearing to read 'Maniego', is positioned above the name of the Managing Trustee.

Pedro H. Maniego Jr.
Managing Trustee

ANNEX B – Internal Audit Charter



INTERNAL AUDIT CHARTER

Introduction

A comprehensive internal audit activity will be pursued to provide management with evaluations of the effectiveness of internal controls over accounting, operational, information technology (IT), and administrative functions. Internal Audit will take into consideration that company activities are always to be conducted with the highest standards of business ethics, integrity, and honest dealings in all areas and functions within the company and with all outside parties.

Organizational Independence and Objectivity

The CONVERGE Internal Audit Department (IAD) must be independent of the activities they review and avert conflict of interests. Such independence permits IAD auditors to perform their work freely and objectively. IAD auditors need to maintain an objective, impartial and unbiased mental attitude in fact and in appearance, not subordinating their judgment on audit matters to others.

To achieve the independence of IAD, the Audit Director (Head of Internal Audit) shall report functionally to the Audit Committee of the Board of Directors and administratively to the President and Chief Executive Officer.

Code of Ethics and Professional Standards

All internal audit activities will be governed and carried out in accordance with the [*International Standards for the Professional Practice of Internal Auditing \(Standards\)*](#) and the [*Code of Ethics*](#).

Scope of Work

The Audit Director will direct a broad, comprehensive internal auditing activity within CONVERGE. The internal audit activity will primarily examine and evaluate the adequacy of the effectiveness of the systems of risk management, control, and governance, and those policies, procedures, and plans the company and its subsidiaries have adopted to guide their activities to ensure:

- Risks (i.e. Financial, Operational, IT, etc.) are properly identified and effectively managed;
- Significant financial, managerial, and operating information are accurate, complete, reliable, and timely;
- Employees' actions are in compliance with policies, standards, procedures, and applicable laws and regulations;
- Resources are acquired economically, used efficiently, and adequately protected.
- Programs, plans, and objectives are achieved accordingly; and
- Significant legislative or regulatory issues impacting CONVERGE are recognized and addressed appropriately.



Responsibility

Responsibilities of the Audit Director include, but are not necessarily limited to, the following:

- Develop an agile/flexible annual audit plan using an appropriate risk-based methodology to determine the priorities of the internal audit activities and submit that plan to the Audit Committee for review and approval as well as periodic updates.
- Implement the annual audit plan, as approved, including as appropriate, any special tasks or projects requested by senior management and the Board Audit Committee.
- Maintain professional audit staff with sufficient knowledge, skills, experience, and professional certifications (CPA, CIA, CISA, CFE, PMP, etc.) to meet the requirements of this Charter.
- Issue periodic report to the Board Audit Committee and Senior Management summarizing results of audit activities.
- Provide assessment on the adequacy and effectiveness of CONVERGE's control processes for handling its activities and managing risks.
- Keep the Board Audit Committee informed of emerging trends and successful practices in internal auditing.
- Assist in the investigation of significant suspected fraudulent activities within CONVERGE and notify Senior Management and the Board Audit Committee of the results.
- Consider the scope of work of the external auditors and regulators, as appropriate for the purpose of providing optimal audit coverage to CONVERGE at a reasonable overall cost.

Internal Audit Reports

Internal audit reports will be issued for each regular audit performed in the format specified and in accordance with the procedures established in the internal auditing activity. Accordingly, management will be held responsible for ensuring that corrective action is taken or planned within a reasonable period after a deficiency is reported. In this regard, the Audit Director will report to the Board Audit Committee any instance where a significant deficiency is not closed in such a manner, within a reasonable time, by the concerned management.

Additionally, senior management will receive a quarterly summary of the internal audit activities and major findings reported within his/her administrative area for his/her review.

Quality Assurance and Improvement Program

The Audit Director should develop and maintain a quality assurance and improvement program that covers all aspects of the internal audit activity and continuously monitor its effectiveness. The program includes appropriate supervision, periodic internal assessments and ongoing monitoring of quality assurance, and external assessments.

Authority

The Audit Director and IAD staff are authorized to:

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT 2023

CONVERGE ICT SOLUTIONS, INC.



- Have full, free, and unrestricted access to all functions, records, property, and personnel within the company and its affiliates relevant to the audit engagements;
- Allocate resources, set frequencies, select subjects, determine the scope of work and apply the techniques required to accomplish audit objectives; and
- Obtain the necessary assistance of personnel in units of CONVERGE where they perform audits, as well as other specialized services from within or outside CONVERGE.

On the other hand, the Audit Director and the IAD staff are NOT authorized to:

- Perform accounting or other operational functions outside their IAD responsibilities that might require subsequent audit/review.
- Initiate or approve accounting transactions external to the Internal Audit Department.
- Direct the activities of any CONVERGE and its affiliates employee not employed by IAD, except to the extent such employees have been appropriately assigned to auditing teams or otherwise assist the IAD auditors.

APPROVED BY THE AUDIT COMMITTEE

This 5th day of March 2021

AUDIT AND RELATED PARTY TRANSACTIONS COMMITTEE

Name	Signature and Date
ROMAN FELIPE S. REYES Chairman, Independent Non-Executive Director	ORIGINAL SIGNED
MARIA GRACE Y. UY Member, Executive Director	
JOSE PAMINTUAN DE JESUS Member, Independent Non-Executive Director	
AMANDO M. TETANGCO, JR Member, Independent Non-Executive Director	
SAURABH NARAYAN AGARWAL Member, Non-Executive Director	



ANNEX C - Remuneration, and Retirement Plans

Converge ICT Solutions, Inc. (CICT) recognizes the strategic significance of **linking employee performance and pay** in order to create and foster a **“Pay for Performance”** culture across the organization. Hence, it strives to create a rewards system that is directly proportional to the employees’ contribution and achievement levels.

This reward system is created to drive the Company’s goal to **improve employee performance and retention** with a competitive annual incentive strategy that is based on clear performance metrics in order to motivate and reward employees to achieve high levels of performance on an annual basis.



CNVRG to have a **competitive retirement plan** that is **aligned with the market** in order to **attract and retain the best talents** in a long-term perspective, which will:

- Establish a **long-term incentive** that will encourage employees to spend a life-long career with the company.
- Enable employees to attain **financial independence** upon reaching their retirement age.
- **Reward** employees for their **long years of service and loyalty**.

...all in the spirit of our Mission – **“Delighting our customers by taking care of our own.”**

ANNEX D – Notice of the meeting of Non-Executive Directors

■ Non-Executive Directors' Meeting with External Auditor, Audit, Risk...

Monday, December 11, 2023 • 1:00 – 2:00pm



This is to kindly set the Non Executive Directors' Meeting with the external auditors, heads of audit, risk and compliance without anyone from management present pursuant to the Code of Corporate

ANNEX E – Secretary’s Certificate on forbidding loans from the Corporation to any members of the Board

REPUBLIC OF THE PHILIPPINES)
Pasay City) S.S.

SECRETARY’S CERTIFICATE

I, **ELVIRA C. OQUENDO**, of legal age, Filipino, with address at the Reliance IT Center, 99 E. Rodriguez Jr. Avenue, Bo. Ugong, Pasig City, in my capacity as the Corporate Secretary of **CONVERGE INFORMATION AND COMMUNICATIONS TECHNOLOGY SOLUTIONS, INC.** (the “Corporation”), a corporation incorporated under the laws of the Republic of the Philippines with principal office at New Street Bldg., Mc Arthur Highway, Balibago, Angeles City, Pampanga, after being duly sworn to and in accordance with law depose and state that:

1. At the meeting of the Board of Directors of the Corporation held on 07 April 2022, at which meeting a quorum was present and acting throughout, the Board of Directors unanimously approved and adopted the policy to forbid the granting of loans by the Corporation to any members of its Board of Directors.

2. The foregoing Board approval has not been revoked, amended, nor in any manner modified, and accordingly, the same may be relied upon until written notice to the contrary is issued by the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hands this 12 day of MAY 2022
at Pasay City.

ORIGINAL SIGNED

ELVIRA C. OQUENDO
Corporate Secretary

SUBSCRIBED AND SWORN TO before me on MAY 12 2022 in
Pasay City, Philippines, affiant who is personally known to me, exhibiting to me her Driver’s
License No. with expiry date on

Doc. No. 439 ;
Page No. 29 ;
Book No. III ;
Series of 2022.

Agustin
ATTY. JACQUELINE ANN R. QUINIO
Notary Public of Pasay City
3/F, PNB Financial Center, Pres. D. Macapagal
Avenue, CCP Complex, 1397 Pasay City
Roll of Attorney’s No. 63265
Commission No. 19-27 / Until 30 June 2022
PTR No. A-5434748; 01/26/2022; Taguig City
IBP No. 199846; 01/20/2022
BACLD Compliance No. VI-009356; 06/07/2018

ANNEX F – Isla Lipana & Co. Certificate of Accreditation



Securities and
Exchange
Commission
PHILIPPINES

ACCREDITATION No. 0142-SEC

CERTIFICATE OF ACCREDITATION

THIS IS TO CERTIFY that

ISLA, LIPANA & CO.

has been accredited by the Commission as an auditing firm for companies classified under **Group A** for SEC as provided in Revised Securities Regulation Code Rule 68 and SEC Memorandum Circular No. 20, Series of 2019.

By this accreditation, the firm shall adhere to the regulatory and reportorial requirements as set out in the said Circular and in the relevant regulations issued by the respective financial sector regulators of the covered institutions.

This Certificate is valid for a period of five years to engage in the audit of 2020 to 2024 financial statements of SEC covered institutions unless suspended or revoked, for a cause, after due notice and hearing.

The accreditation by the Commission of the auditing firm named herein is permissive only and does not constitute a recommendation or indorsement of its engagement.

Issued at Pasay City, Philippines this 22nd day of December, Two Thousand and Twenty.



SECURITIES
AND EXCHANGE
COMMISSION
PHILIPPINES



EMMANUEL Y. ARTIZA
General Accountant

ANNEX G – Compliance Program



CONVERGE INFORMATION AND COMMUNICATIONS TECHNOLOGY SOLUTIONS, INC.

MANUAL ON ETHICS AND COMPLIANCE,
DATA PRIVACY, AND PROCESS EXCELLENCE

CORPORATE GOVERNANCE AND DATA PRIVACY GROUP



COMPANY PROFILE

Converge Information and Communications Technology Solutions, Inc. ("Converge" or the "Company") is the only pure-play high-speed fixed broadband provider in the Philippines, with industry leading optical fiber-based connectivity services.

Converge operates two businesses: (i) residential business, which primarily offers high-speed fixed broadband internet services to residential customers; and (ii) enterprise business, which offers high-speed fixed broadband internet services, private data network solutions, cloud and colocation services and other connectivity solutions to enterprise customers of varying sizes, industries and types.

MISSION

Delighting customers by taking care of our own.

VISION

World Class ICT Organization that empowers people, business and the nation to be their best.

CORE VALUES

Integrity
Customer Focus
Teamwork
Empowerment
Excellence
Velocity



FOUNDERS

DENNIS ANTHONY H. UY

CEO, FOUNDER AND EXECUTIVE DIRECTOR

Co-founded Converge with Ms. Maria Grace Y. Uy in 2007 and currently serves as our CEO and Executive Director.

Mr. Uy launched his first business while still in university. He founded Comclark, the controlling shareholder of Converge, in Pampanga in 1996 and remains the CEO and President of Comclark. Mr. Uy also serves on the boards of several companies in the technology, media, power, and real estate sectors, including the Uy family's holding companies and Comclark, and actively participating Founding member and leader of the Asia Pacific FTTH Council.

Mr. Uy holds a Bachelor of Science degree in Electrical Engineering from the Holy Angels University, Pampanga.





FOUNDERS

MARIA GRACE Y. UY

PRESIDENT, CHIEF RESOURCES OFFICER,
CHIEF RISK OFFICER, FOUNDER &
EXECUTIVE DIRECTOR

Co-founded Converge with Mr. Dennis Anthony H. Uy in 2007 and currently serves as our President, Chief Resources Officer, and Executive Director.

Prior to that, she served as the Accounting Manager of IBM Philippines from 1990 to 1997 and Vice President for Finance in Savers Mall Group of Companies from 1997 to 2000. Ms. Uy is currently the Chief Finance Officer of Angeles City Cable Television Network and Comclark.

Ms. Uy graduated from De La Salle University in 1988 where she obtained her Bachelor of Science in Accountancy. She placed 16th nationwide in the Certified Public Accountant Licensure Board Examination in 1989.



BOARD OF DIRECTORS



JOSE PAMINTUAN DE JESUS
CHAIRMAN, INDEPENDENT NON-EXECUTIVE DIRECTOR

Appointed as Chairman and an Independent Non-Executive Director in June 2020. Mr. de Jesus is a Director of several companies and specializes on General Management, Technology, Media and Telecommunications Industries, Legal, Regulatory, Human Resource Management.

DENNIS ANTHONY H. UY
CEO, FOUNDER AND EXECUTIVE DIRECTOR

Co-founded Converge with Ms. Maria Grace Y. Uy in 2007 and currently serves as our CEO and Executive Director. Mr. Uy founded Comclark, the controlling shareholder of Converge, in Pampanga in 1997 and remains the CEO and President of Comclark. Mr. Uy also serves on the boards of several companies in the technology, media, power, and real estate sectors



MARIA GRACE Y. UY
PRESIDENT, CHIEF RESOURCES OFFICER, CHIEF RISK OFFICER,
FOUNDER & EXECUTIVE DIRECTOR

Co-founded Converge with Mr. Dennis Anthony H. Uy in 2007 and currently serves as our President, Chief Resources Officer, and Executive Director. Prior to that, she served as the Accounting Manager of IBM Philippines from 1990 to 1997 and Vice President for Finance in Savers Mall Group of Companies from 1997 to 2000. Ms. Uy is currently the Chief Finance Officer of Angeles City Cable Television Network and Comclark.



BOARD OF DIRECTORS



AMANDO M. TETANGCO, JR. **INDEPENDENT NON-EXECUTIVE DIRECTOR**

Appointed as an Independent Non-Executive Director in June 2020. Mr. Tetangco holds directorship in a number of entities. He was the third Governor of the Bangko Sentral ng Pilipinas (BSP) and served for two consecutive six-year terms from July 2005 to July 2017. He was concurrently the Chairman of the BSP Monetary Board, the Anti-Money Laundering Council, and Philippine International Convention Center;

ROMAN FELIPE S. REYES **INDEPENDENT NON-EXECUTIVE DIRECTOR**

Appointed as an Independent Non-Executive Director in June 2020. Mr. Reyes is the Founding Partner & Chairman of Reyes Tacandong & Co. Prior to founding Reyes Tacandong & Co., he served as the Senior Partner at Sycip Gorres Velayo & Co, the Philippine practice of Ernst & Young Global Limited ("E&Y Philippines"), for 25 years. Mr. Reyes is a Certified Public Accountant and specializes on : Accounting and Financial Reporting, Risk Management, Corporate Governance.



FRANCISCO ED LIM **NON-EXECUTIVE DIRECTOR**

Appointed as a Non-Executive Director in June 2020. Mr. Lim is a Senior Partner and member of the Executive and Special Committees, the Angara Abello Concepcion Regala & Cruz Law Offices. Mr. Lim served as President and Chief Executive Officer of the Philippine Stock Exchange from 2004 to 2010. During his time at the Philippine Stock Exchange, he also held key positions in various institutions such as the Securities Clearing Corporation of the Philippines, the Capital Market Development Center, Inc., the Philippine Stock Exchange Foundation, Inc., the Philippine Dealing and Exchange Corporation, and the Securities Investors Protection Fund.



BOARD OF DIRECTORS



ESTELA M. PERLAS - BERNABE **INDEPENDENT NON-EXECUTIVE DIRECTOR**

Appointed as independent director on May 26, 2023. A respected member of the Supreme Court (SC) from 2011 until her retirement in 2022, the highest court has created a special award called "The Senior Associate Justice Estela M. Perlas-Bernabe Exemplary Career Jurist Award" to be given to retiring SC Justices who have served as magistrate in all levels of court without leaving any case pending for resolution upon promotion to a higher court, which only Senior Associate Justice Perlas-Bernabe had accomplished.

BOARD COMMITTEES

COMMITTEE	COMPOSITION	FUNCTIONS
EXECUTIVE	Chairman: Dennis Anthony H. Uy Members: • Maria Grace Y. Uy, • Amando M. Tetangco, Jr. • Jose P. de Jesus • Jesus Romero • Miles Tonn Chua • Benjamin Rex Emilio Azada • Christine Renee Blabagno	• Approval of any action for which shareholders' approval is also required • Filing of vacancies in the board • Amendment or repeal of bylaws or the adoption of new bylaws • Amendment or term is not amendable or repealable • Distribution of cash dividends to the shareholders
AUDIT	Chairman: Roman Felipe S. Reyes Members: • Amando M. Tetangco, Jr. • Estela M. Perlas-Bernabe	• Oversight capability over the Company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.
RELATED PARTY TRANSACTIONS	Chairman: Estela M. Perlas-Bernabe Members: • Roman Felipe S. Reyes • Francisco Ed. Lim	• Reviews and evaluates related party transactions so as to enhance corporate transparency and promote fair transactions.
CORPORATE GOVERNANCE AND NOMINATIONS	Chairman: Jose P. de Jesus Members: • Amando M. Tetangco, Jr. • Roman Felipe S. Reyes • Francisco Ed. Lim • Estela M. Perlas-Bernabe	• Review the structure, size and composition of the Board • Review and evaluate the qualifications of the persons nominated to the Board and to other positions requiring appointment by the Board • Assess the effectiveness of the Corporation's nomination and selection process for the Board and Board Committees.

BOARD COMMITTEES

COMMITTEE	COMPOSITION	FUNCTIONS
BOARD RISK OVERSIGHT	Chairman: Amando M. Tetangco, Jr. Members: • Roman Felipe S. Reyes • Francisco Ed. Lim • Jose P. de Jesus	• Review the adequacy and effectiveness of our risk management function, including its market compliance function, risk management policies and systems, insurance, review and monitor risk events.
REMUNERATION	Chairman: Francisco Ed. Lim Members: • Dennis Anthony H. Uy • Maria Grace Y. Uy • Jose P. de Jesus • Estela M. Perlas-Bernabe	• Assist the Board in developing a compensation philosophy or policy • Oversee the development and administration of the Company's executive compensation programs • Establish an effective performance management framework; • Assist the Board in the succession planning for Officers and in overseeing the development and implementation of professional development programs for Officers.



ETHICS & GOVERNANCE



PURPOSE

Converge recognizes the importance of good governance in realizing its vision, carrying out its mission, and living out its values to create and sustain increased value for all stakeholders.

The impact of global conditions and challenges further underscores the need to uphold high standards of ethics and compliance to strengthen our structures and processes.

MISSION, VISION, AND CORE VALUES

Our Founders assembled a world-class team of like-minded professionals, and together, built Converge into an organization focused on becoming the market-leader in the high-speed fixed broadband market. The Company also incorporates its core values of Integrity, Customer Focus, Teamwork, Empowerment, Excellence and Velocity in its daily operations. The mission, vision, and core values are deeply ingrained in our organization, and is the foundation of our key competitive advantages, including the differentiated products and services that we offer and the extensive proprietary network that we build and operate.

GOVERNANCE STRUCTURE

The Corporate Governance and Data Privacy Group (CGDP) spearheads the creation, development, and implementation of initiatives related to ethics and compliance. The CGDP group reports directly to the President and is overseen by the Board of Directors through its Corporate Governance Committee.

BOARD OF DIRECTORS

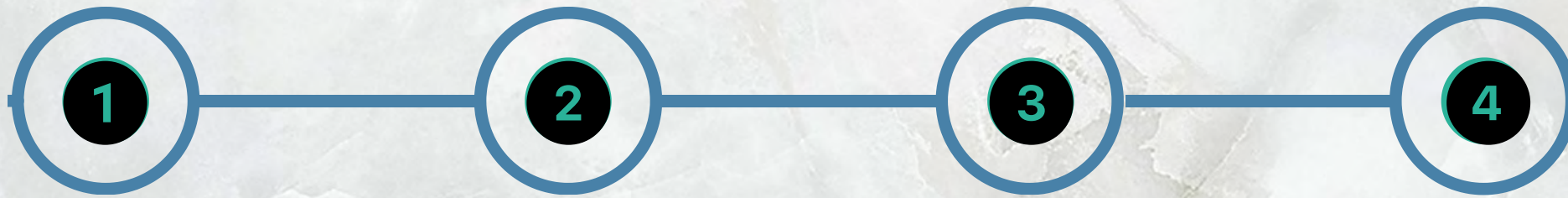
CORPORATE GOVERNANCE COMMITTEE

CORPORATE GOVERNANCE AND DATA PRIVACY GROUP

CONVERGE INFORMATION AND COMMUNICATIONS TECHNOLOGY SOLUTIONS, INC. ORGANIZATION

FOUNDATIONAL PRINCIPLES

The Company's ethics and governance program hinges on four (4) main principles



- 1** REGULATORY AND BUSINESS COMPLIANCE
- 2** COMPLIANCE AND ADVISORY TRAINING
- 3** ETHICS AND INVESTIGATION
- 4** COMPLIANCE ASSURANCE AND TESTING

- **REGULATORY AND BUSINESS COMPLIANCE** - Deals with the implementation of internal controls through policies and procedures and monitoring and compliance with legal and regulatory statutory requirements.
- **COMPLIANCE AND ADVISORY** - Involves periodic training or awareness programs for employees and third parties, to ensure understanding of key compliance policies, requirements, and the consequences of non-compliance.
- **ETHICS AND INVESTIGATION** - Deals with the investigation oversight to ensure fairness of investigation, emphasizing on accountability, which includes the recommendation of actions that are in accordance with law or the company's applicable code of conduct or policies and procedures.
- **COMPLIANCE ASSURANCE AND TESTING** - Ensures all processes in the scope of Compliance undergo risk assessment and testing. This function identifies which processes or functions have high risk exposure and assess where process improvements can be developed.

THE ETHICS AND GOVERNANCE PROGRAM

The Ethics and Governance program of Converge anchors on its mission, vision, and core values which promotes organizational compliance with applicable laws, regulations, and mandates. It serves to address violations of the law or standards of ethical conduct. The program also highlights the importance of understanding and addressing risks related thereto.

The program engages and empowers its stakeholders to be active contributors in ensuring that the company operates with the highest degree of integrity. This involves the institution of policies, processes, and controls that aims to mitigate, if not eliminate risks identified through risk assessment activities.

WHISTLEBLOWING POLICY



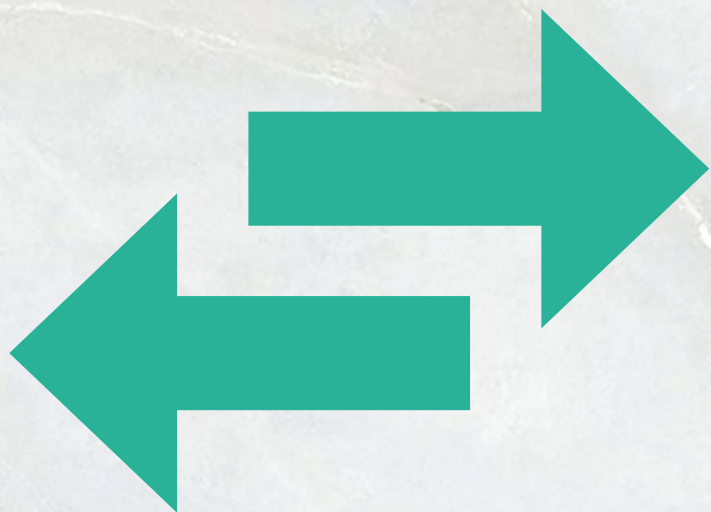
The whistleblowing policy aims to empower the Company's stakeholders to speak up, without fear of retaliation, about any facts or events, whether from internal or external sources, related to fraud, illegal activities, dishonesty, unethical, and/or inappropriate behavior, violations of the Code of Conduct and Ethics, Anti-Bribery and Anti-Corruption Policy and other relevant policies of the Company.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY



The amended Anti-Bribery and Anti-Corruption (ABAC) Policy re-affirms the Company's compliance with all applicable ABAC laws, including ESG standards enabling the Company to act with the highest standards of integrity and ethics. Through this policy, we aim to further guide our employees, stakeholders, and business partners on how to act in accordance with our Company values and understand how bribery and corruption greatly affects our organization, the industry, and the nation.

CONFLICT OF INTEREST POLICY



The Conflicts of Interest Policy covers cases where private interest might contradict the company's interest. The policy aims to set the rules relating to conflicts of interest and the responsibilities of employees in preventing or resolving such conflicts.

CODE OF BUSINESS ETHICS



The Company Code of Business Ethics builds on our main core values by enabling employees to understand the expected behaviors that drive our culture of compliance, ethical conduct, and accountability.

HUMAN RIGHTS POLICY

Our Human Rights Policy provides the Company's commitment to elevate its operational standards to adhere to the best practices of ethics and integrity, particularly in ensuring that we observe and respect Human Rights at work. The policy reflects our commitment to take all reasonable steps to ensure that we are not complicit in human rights abuses.



GIFT POLICY

Through the Gift Policy, the Company enjoins its employees to exercise the highest degree of integrity and ethical behavior when interacting with internal or external stakeholders, particularly when giving or receiving gifts. The policy provides clear guidelines on what is considered as an acceptable gift without violating other related ethics and governance policies such as the Anti-Bribery and Anti-Corruption policy.



CHILD ONLINE SAFEGUARDING POLICY

Converge has established the Child Online Safeguarding policy to combat threats targeting children and build effective prevention and control measures within the Company's network. Through the implementation of this policy, the Company aims to uphold the rights of children and protect them against online sexual abuse and exploitation, cyberattacks (including financial fraud) or online schemes targeting children.



ANTI-MONEY LAUNDERING POLICY

The Anti-Money Laundering policy confirms the Company's commitment in protecting its stakeholders from being used by criminals to launder the profits of crime. We commit to ensure that all transactions are compliant to all applicable laws and controls are set out to help the Company's employees in detecting, preventing and mitigating acts and/or transactions which could involve money laundering



THIRD PARTY CODE OF CONDUCT POLICY



The Third Party Code of Conduct sets out the Company's expectations of its third parties, including their employees and sub-contractors working on their behalf. Third parties are expected to conduct their activities in accordance with the values of the Company. Third parties shall abide with the principles set forth in the policy.

RELATED COMMITMENTS

LABOR



Converge enjoins its employees, agents, shareholders, affiliates and subsidiaries, to not, directly or indirectly make use of slave, forced or compulsory labor in any form, and/or engage children under the corresponding minimum ages for employment, as defined in all international labor standards and applicable national legislation on child labor.

HEALTH AND SAFETY



Converge commits to comply with all applicable laws, requirements, approved codes of practice and industry guidance relating to health and safety. A Health and Safety program is in place which sets out arrangements for the identification, management and control of hazards.

ENVIRONMENT



The Company commits to comply with all applicable laws relating to the environment, including the proper disposal of materials and discharge of substances, scraps or materials into the environment, particularly those that have an actual or potential effect on the way we do business.

TRAININGS

The CGDP group conducts regular training sessions to its stakeholders on its policies. These trainings are conducted virtually through the Company's learning platform and other mediums. These trainings cover:

- Anti-Bribery and Anti-Corruption
- Anti- Money Laundering
- Whistleblowing
- New hires onboarding (Code of Business Ethics and Key Compliance Policies)

AWARENESS

Regular awareness programs are also being cascaded to the organization. These are coursed through digital mediums in the form of infographics, videos, and learning materials. The Company's leaders set the tone for organizational development and awareness.

POLICY CONFIRMATIONS

As part of our governance initiatives, the Company conducts annual policy confirmations to ensure that employees and third party business partners thoroughly understand the Company's policies. These confirmations are recorded and are reported through our disclosures and public documents.

WHISTLEBLOWING PROGRAM

The whistleblowing program aims to empower the Company's stakeholders to speak up, without fear of retaliation, about any facts or events, whether from internal or external sources, related to fraud, illegal activities, dishonesty, unethical, and/or inappropriate behavior, violations of the Code of Conduct and Ethics, Anti-Bribery and Anti-Corruption Policy and other relevant policies of the Company.

The program also includes the **Whistleblowing Platform** which functions to be the primary channel for the company's stakeholders to relay their grievances, particularly those that involve unethical activities. The platform is made accessible to everyone and is managed by the CGDP group.

REGULATORY COMPLIANCE

The Company's regulatory compliance function ensures that Converge adheres to all regulatory and statutory requirements under the law. Our compliance responsibilities are monitored and highlighted through the use of our internal registries:

- Legal Registry
 - A repository of all laws and regulations that apply to, or involves the Company. This registry highlights our compliance responsibilities with multiple government bodies.
- Regulatory Registry
 - A tool used by the Company to monitor its compliance with regulatory bodies. This includes how we comply with all necessary permits, licenses, and documents in relation to our operations.

COMPLIANCE RISK MANAGEMENT

- The Compliance Risk Management Program of the Company is implemented in the identification of compliance risks, assessment, successful mitigation and treatment of the identified compliance risks,. The implementation and documentation of compliance risk management is made in accordance with Company procedures and guidelines.
- This program ensures the effective management of all compliance risks that threaten to adversely impact the Company, its customers, people, assets, functions, objectives, and operations.
- This program aims find out which compliance risks the company faces, find ways to quantify and measure those risks, create methods to monitor risks and come-up with treatment methods which mitigate or eliminate compliance risk.



WE ARE

CONVERGE

THIS IS HOW WE MAKE A DIFFERENCE