



SM INVESTMENTS

30 May 2024

Corporate Governance and Finance Department
Securities and Exchange Commission
7907 Makati Avenue, Barangay Bel-Air
Makati City 1227

Attention: **Dir. Esther J. Gumtang-Remalante**
*Corporate Governance and
Finance Department (CGFD)*

Subject: **SM Investments Corporation**
(SEC Reg No. 16342)
SEC Form I-ACGR

Ladies and Gentlemen:

We respectfully submit the Integrated Annual Corporate Governance Report (**I-ACGR**) of SM Investments Corporation (the **Corporation**) for the year 2023.

Pursuant to the letter dated 23 May 2024 from the Corporate Governance and Finance Department (**CGFD**) of the Securities and Exchange Commission granting the Corporation's request for exemption from the wet signature and notarization requirement of the Corporation's 2023 I-ACGR for Mr. Frederic C. DyBuncio, the Corporation undertakes to submit an amended I-ACGR following the identified conditions of the CGFD as soon as practicable.

We trust you find the foregoing in order.

Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Elmer B. Serrano', written over a horizontal line.

Elmer B. Serrano
Corporate Secretary *P*



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **2023**.
2. SEC Identification Number **16342** 3. BIR Tax Identification No. **000-169-020-000**.
4. Exact name of issuer as specified in its charter **SM INVESTMENTS CORPORATION**.
5. **PHILIPPINES** 6. (SEC Use Only)
Province, Country or other jurisdiction of Industry Classification Code:
incorporation or organization
7. **10th Floor, One-Ecom Center, Ocean Drive**
Mall of Asia Complex, Pasay City **1300**
Address of principal office Postal Code
8. **(632) 8857-0100**.
Issuer's telephone number, including area code
9.
Former name, former address, and former fiscal year, if changed since last 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	<p>In accordance with SM Investments Corporation's (the "Company" or "SMIC" or "SM") Manual on Corporate Governance (MCG), the Board is composed of directors who possess the necessary qualifications to effectively participate and help secure objective, independent judgment on corporate affairs and to substantiate proper checks and balances. The Board ensures that it has an appropriate mix of competencies and expertise and that its members remain qualified for their positions individually and collectively, which enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and the Company's strategic direction. Our Corporate Governance Committee also ensures each director nominee to be elected to the Board during our Annual Stockholders' Meeting (ASM) will be effective in his/her role as director and function as such in the best interest of the Company and our stakeholders pursuant to prevailing regulations, our MCG, Board Diversity Policy and By-Laws.</p> <p>The profiles of our directors are also included in our Annual Report (SEC Form 17-A or Annual Report), Definitive Information Statement (SEC Form 20-IS or DIS) and reflected in our 2023</p>	
2. Board has an appropriate mix of competence and expertise.	COMPLIANT		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT		

		<p>Integrated Report (IR). All of which are uploaded on our company website alongside updated profiles of our Board of Directors, corporate documents, company policies and pertinent reports, which our stakeholders can easily access, view and/or download:</p> <p>Board of Directors – Profiles https://www.sminvestments.com/our-leadership/</p> <p>2023 IR – Board of Directors (pp. 45-47) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>Information Statement 2024 – Profiles of the Board of Directors (PDF pp. 10-16, 22-25) https://www.sminvestments.com/about/governance/disclosure-transparency/ https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>MCG – 1.5 Nomination, Qualification and Election of Directors (pp. 5 – 6) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Recommendation 1.2			
<p>1. Board is composed of a majority of non-executive directors.</p>	<p>COMPLIANT</p>	<p>The Board of Directors is currently composed of eight (8) directors, majority of whom are non-executive directors.</p> <p>The stockholders also approved at the most recent annual stockholders' meeting on April 24, 2024 (ASM) the amendments to SMIC's Articles of Incorporation (AOI) in relation to the increase in the number of directors of the Company from eight (8) to nine (9) and the election of Atty. Lily</p>	

		<p>K. Gruba as the 5th independent director effective upon the approval by the Securities and Exchange Commission (SEC) of the Company's amendments to AOI.</p> <p>Board of Directors – Profiles https://www.sminvestments.com/our-leadership/</p> <p>2023 IR – Board of Directors (pp. 45-47) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>DIS 2024 – Profiles of the Board of Directors (PDF pp. 10-16, 22-25) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
Recommendation 1.3			
<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>COMPLIANT</p>	<p><i>Per the Company's MCG, to ensure a high standard of best practice for the Company, its shareholders and other stakeholders, the Board shall ensure that each director shall annually attend relevant continuing education programs conducted by a regulatory board and/or an accredited training provider.</i></p> <p>In 2023, the Board and key officers participated in various SEC-accredited training programs.</p> <p>MCG – Specific Duties and Functions of the Board - 1.4.10 & 1.4.11 (page 4) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR (page 52) https://www.sminvestments.com/about/investors/annual-reports/</p>	

<p>2. Company has an orientation program for first time directors.</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, to ensure a high standard of best practice for the Company, its shareholders and other stakeholders, the Board shall ensure that each elected director shall before assumption of office, be required to attend a seminar on corporate governance conducted by a duly recognized private or governance institution; and that each director shall annually attend relevant continuing education programs conducted by a regulatory board and/or an accredited training provider.</p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>COMPLIANT</p>	<p>In practice, all new directors are oriented on Board procedures, business operations and corporate governance related policies and programs before assumption of office.</p> <p>In 2023, the Board and key officers participated in various SEC-accredited training programs such as the 2023 CG Seminar on October 16 conducted by the Institute of Corporate Directors in partnership with UBS Global Wealth Management, Leechiu Property Consultants (LPC), Wunderman Thompson Intelligence and Gartner, Inc. Topics included Global Economic and Geopolitical Outlook, Business trends, Retail and Outlook, and Generative Artificial Intelligence and Cybersecurity. Members of the Board also attended the 2023 Annual CG Seminar conducted by BDO Unibank, Inc. with topics that included Global Trends in Banking and Generative Artificial Intelligence. Attendance of the members of the Board to these seminars and training programs are disclosed.</p> <p>MCG – Specific Duties and Functions of the Board – 1.4.10 & 1.4.11 (page 4)</p>	

		<p>https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Corporate Governance Committee Charter - 3.6 (page 2) https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Board & Management - Director/Officer Continuing Education https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Board & Management - Training Certificates https://www.sminvestments.com/wp-content/uploads/2024/05/SMIC-2023-Corporate-Governance-Training-Certificates-of-Attendance.pdf</p>	
Recommendation 1.4			
<p>1. Board has a policy on board diversity.</p>	<p>COMPLIANT</p>	<p>Per the MCG, the Company values, promotes and observes a policy on diversity in the composition of the Board such that the Company will strive to have at least one (1) woman independent director in its Board at all times. This is also discussed in our Integrated Report (IR).</p> <p>The Board is currently composed of eight (8) directors, two (2) of whom are female directors, namely Vice Chairperson, Ms. Teresita T. Sy and Independent Director, Ms. Tomasa H. Lipana. Further, in recognition of the principles of board diversity and independence of business judgment, the stockholders also approved at the most recent annual stockholders' meeting on April 24, 2024 (ASM) the amendments to</p>	

		<p>SMIC's AOI in relation to the increase in the number of directors of the Company from eight (8) to nine (9) and the election of Atty. Lily K. Gruba as an independent director of the Board effective upon the approval by the SEC of the Company's amendments to AOI.</p> <p>MCG – 1.2 Board Diversity Statement (page 3) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Board Diversity Policy and Board Matrix - https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR (pp. 39, 43, 49) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>Results of the 2024 ASM https://edge.pse.com.ph/openDiscViewer.do?edg_no=66daa3ee28fb2d05abca0fa0c5b4e4d0</p> <p>DIS 2024 (PDF pp. 4, 41) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
Optional: Recommendation 1.4			
<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>COMPLIANT</p>	<p>The Company adheres to a process of selection to ensure an appropriate mix of competent directors and officers. The Company values, promotes, and observes a Board Diversity Policy in the composition of its Board of Directors. Provided regulatory qualifications are met, the Company commits to maintaining a diverse Board and shall not discriminate upon age,</p>	

		<p>ethnicity, culture, skill, competence, knowledge, gender, among other qualifications.</p> <p>To monitor progress in achieving the Board's diversity objectives, the Corporate Governance Committee shall use a Board Matrix, which provides for the mix of attributes, skills, competencies, experience and affiliations, the Board currently has and is looking for to compliment its existing composition. The Board Matrix reflects the areas relevant to the Company's strategic objectives, as well as other areas of general relevance to the composition of the Board.</p> <p>SMIC Website – Board and Management – Board Diversity Policy and Board Matrix - https://www.sminvestments.com/about/governance/board-and-management/</p>	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	<p>The Board is assisted by a Corporate Secretary, Atty. Elmer B. Serrano, who is not the Compliance Officer and is not a member of the Board of Directors. He assists the Board in its duties and possesses administrative, interpersonal and legal skills. The Corporate Secretary's duties and responsibilities are also stated in the MCG. Atty. Serrano's re-appointment as the Company's Corporate Secretary was properly disclosed.</p> <p>DIS 2024 – Profiles of the Board of Directors (PDF pp. 22, 30-31) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
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		

		<p>MCG – 1.11 Corporate Secretary (pp. 17-18) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p>	
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	<p>The Corporate Secretary, Atty. Elmer B. Serrano, attends training on corporate governance. On October 16, 2023, Atty. Serrano attended the 2023 Corporate Governance Seminar of SMIC in partnership with SEC-accredited training provider, Institute of Corporate Directors (ICD). Atty. Serrano's participation in the program was disclosed.</p> <p>SMIC Website – Board & Management - Director/Officer Continuing Education https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Board & Management – Training Certificates of Participation https://www.sminvestments.com/wp-content/uploads/2024/05/SMIC-2023-Corporate-Governance-Training-Certificates-of-Attendance.pdf</p>	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	COMPLIANT	<p>Pursuant to the MCG, the Corporate Secretary ensures that materials are provided to the Board at least five (5) business days in advance of the actual meetings.</p> <p>SMIC Website - Board Performance and Attendance</p>	

		<p>https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR – Board Performance and Attendance (page 50) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>MCG – 1.11 Corporate Secretary – Duties and Responsibilities – 1.11.4 (page 18) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	<p>The Board is assisted by a Chief Compliance Officer, Ms. Elizabeth Anne C. Uychaco, who is a Senior Vice President, and is not a member of the Board of Directors. Ms. Uychaco's re-appointment as the Company's Chief Compliance Officer was properly disclosed.</p> <p>Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p> <p>MCG – 1.12 Compliance Officer (page 18) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
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		
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	<p>The Chief Compliance Officer, Ms. Elizabeth Anne C. Uychaco, attends training on corporate governance. On October 16, 2023, Ms. Uychaco attended the 2023 Corporate Governance Seminar of SMIC in partnership with SEC-accredited training provider, Institute of Corporate Directors (ICD). Ms. Uychaco's participation in the program was disclosed.</p>	

		<p>SMIC Website – Board & Management - Director/Officer Continuing Education - https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Board & Management – Training Certificates https://www.sminvestments.com/wp-content/uploads/2024/05/SMIC-2023-Corporate-Governance-Training-Certificates-of-Attendance.pdf</p>	
<p>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.</p>			
<p>Recommendation 2.1</p>			
<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>COMPLIANT</p>	<p>Per the Company’s MCG, it is the general responsibility of the Board of Directors to act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company, its shareholders and other stakeholders.</p> <p>MCG – 1.3 General Responsibility of the Board https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Summary of Board Activities https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR – Conflict of Interest Policy (page 53) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – CG Policies – Conflict of Interest Policy</p>	

		https://www.sminvestments.com/about/governance/corporate-governance-policies/	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	Per the Company's MCG, a specific duty and function of the Board is to oversee the development of and approve the Company's business objectives and strategy, and monitor Management's implementation of such.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	<p>Furthermore, the Board determines the Company's purpose, vision, mission and strategies to carry out its objectives and reviews it annually, or sooner should the need arise.</p> <p>MCG – 1. Board of Directors, 1.4 Specific Duties and Functions of the Board – 1.4.2 & 1.4.3 (page 4) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Summary of Board Activities https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR (page 49) https://www.sminvestments.com/about/investors/annual-reports/</p>	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	Our mission, vision, and core values are posted on our company website. In accordance with our MCG, the Board shall determine our Company's purpose, vision, mission and strategies to carry out objectives. Our Board also conducts annual review of the same, or sooner should the need arise.	

		<p>SMIC Website –Vision, Mission and Value Creation https://www.sminvestments.com/about/our-story-at-a-glance/</p> <p>MCG – Specific Duties and Functions of the Board – 1.4.2 (page 4) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR (page 49) https://www.sminvestments.com/about/investors/annual-reports/</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	<p>Per the Company's MCG, a specific duty and function of the Board is to oversee the development of and approve the Company's business objectives and strategy, and monitor Management's implementation thereof. SMIC's strategy execution process is also discussed in the IR.</p> <p>MCG – Specific Duties and Functions of the Board –1.4.3 & 1.8.B Compensation Committee – Duties and Responsibilities – 1.8.B.1 (pp. 4, 12) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR (pp. 5, 36-39, 40, 49) https://www.sminvestments.com/about/investors/annual-reports/</p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	<p>As defined in our MCG, our Board shall be headed by a competent and qualified Chairperson. Mr. Amando M. Tetangco, Jr. is SMIC's Chairman of the Board, who is also an Independent Director. The profile of Mr. Tetangco, Jr. is on our company website, IR and DIS.</p>	

		<p>SMIC Website – Board of Directors https://www.sminvestments.com/our-leadership/</p> <p>2023 IR – Board of Directors (pp. 45, 59) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>DIS 2024 – Profiles of the Board of Directors (PDF pp. 10, 22-23) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>MCG – 1.9 Chairman of the Board (page 16) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Recommendation 2.4			
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, to ensure the high standard of best practice for the Company, its shareholders and other stakeholders, the Board shall ensure that an effective succession planning program for directors, key officers and management is in place. Our succession planning policy states that officers in critical positions shall identify successors within the organization and determine their readiness to assume responsibilities prior to retirement. Our directors are elected annually by Company stockholders at the ASM in accordance with applicable law, regulations and our By-Laws. The Corporate Governance Committee determines the nominees for election to the Board, pre-screens and shortlists all candidates nominated in accordance with the qualifications and disqualifications provided under the MCG and all relevant rules and</p>	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>COMPLIANT</p>		

		<p>regulations. In accordance with our Anti-Discrimination Policy and Equal Opportunity Policy, SMIC does not tolerate discriminatory behavior or any such behavior based upon age, sex, race, ethnicity, religion, among others.</p> <p>MCG – Specific Duties and Functions of the Board, 1.4.9 and Corporate Governance Committee, 1.8.A – 1.8.A.8 (pp. 4, 10-11) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – CG Policies – Succession Planning Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC By-Laws – Article VI: Officers https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>SMIC Website – Corporate Governance Policies – Anti-Discrimination and Anti-Harassment Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Sustainability Management System – Equal Opportunity Policy https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p>	
Recommendation 2.5			
<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p>	<p>COMPLIANT</p>	<p>The Board, through the Compensation Committee establishes a formal and transparent procedure for the development of policies on executive remuneration and sets the remuneration packages of officers and directors; providing oversight over remuneration of Management, which ensures that</p>	
<p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	<p>COMPLIANT</p>		

<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>COMPLIANT</p>	<p>compensation is consistent with the Company's culture, strategy and control environment. The Board approved on April 26, 2023, the establishment of a management stock incentive program.</p> <p>Furthermore, the Compensation Committee disallows any director to decide his/her own remuneration.</p> <p>MCG – Specific Duties and Functions of the Board – 1.4.3 & 1.8.B Compensation Committee – Duties and Responsibilities (pp. 4, 12) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>Disclosure on the Results of the Board Meeting held on April 26, 2023 https://www.sminvestments.com/wp-content/uploads/2023/04/SMIC-Results-of-Board-Meeting-April-26-2023.pdf</p> <p>SMIC Website – Compensation Committee Charter - 3.4 (page 1) https://www.sminvestments.com/about/governance/board-and-management/</p> <p>DIS 2024 (PDF pp. 33-34, 39) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
<p>Optional: Recommendation 2.5</p>			
<p>1. Board approves the remuneration of senior executives.</p>	<p>COMPLIANT</p>	<p>The Board, through the Compensation Committee, has established a formal and transparent procedure for determining executive remuneration and fixes and approves the remuneration packages of officers and directors.</p>	

		<p>MCG – Specific Duties and Functions of the Board –1.4.3 & 1.8.B Compensation Committee – Duties and Responsibilities (pp. 4, 12) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Compensation Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	
<p>2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.</p>	<p>COMPLIANT</p>	<p>The company has measurable standards that align the performance-based remuneration of the executive directors and senior management with the long-term interest of the Company such as in the evaluation of management or executive decisions that support long-term views on major fixed assets investments or refurbishment, long term savings on utilities cost like water and electricity, or IT related advancements that have long-term impact on the entire organization.</p> <p>The Company aligns employee performance with remuneration via merit-based remuneration increases and career advancement opportunities based on annual performance appraisals. Pursuant to our Code of Ethics, verified reports on violations thereto may warrant appropriate sanctions, which may lead to separation from the service of the Company and may include filing of legal suits on behalf of the company, effectively deferring employee incentives.</p> <p>The Board approved on April 26, 2023, the establishment of a management stock incentive program.</p>	

		<p>MCG – Specific Duties and Functions of the Board – 1.4.3 & 1.8.B Compensation Committee – Duties and Responsibilities (pp. 4, 12) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Compensation Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>Disclosure on the Results of the Board Meeting held on April 26, 2023 https://www.sminvestments.com/wp-content/uploads/2023/04/SMIC-Results-of-Board-Meeting-April-26-2023.pdf</p> <p>SMIC Website – Code of Ethics https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	<p>Per the Company's By-Laws, nominations to the Board shall be submitted (in writing) to the Corporate Governance Committee, Board, or Corporate Secretary at least thirty (30) days before the Annual Stockholders' Meeting. This is to ensure that the CG Committee has ample time to review and ensure that candidates to the Board meet all the qualifications and none of the disqualifications to be a director. The CG Committee shortlists the final candidates to the Board from the pool of candidates nominated by shareholders. Based on the final list of candidates, directors are elected by shareholders individually.</p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT		
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT		

<p>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.</p>	<p>COMPLIANT</p>	<p>The nomination and election process are fully disclosed in the MCG. Voting procedures and rights, and pertinent data on directors are included in the information statement released to shareholders before the start of the nomination period. Furthermore, the Board identifies the quality of directors that are aligned with the strategic direction of the Company, which may be viewed in the Company's Board Diversity Policy and Board Matrix.</p>	
<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>COMPLIANT</p>	<p>MCG – 1.5 Nomination, Qualification and Election of the Board of Directors (pp. 5-8) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>DIS 2024 – Nomination of Directors (PDF pp. 27-29) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>2023 IR – Nomination and Election of Directors (page 52) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Corporate Governance Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Board and Management – Board Diversity Policy and Board Matrix - https://www.sminvestments.com/about/governance/board-and-management/</p>	

Optional: Recommendation to 2.6

<p>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.</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, the services of professional search firms or other external sources are used when searching for candidates to the Board of Directors.</p> <p>In practice, the Company has engaged the Institute of Corporate Directors (ICD) and the Good Governance Advocates and Practitioners of the Philippines (GGAPP) to provide shortlists of potential candidates to the Board when there are potential vacancies. Ms. Tomasa H. Lipana, one of our incumbent independent directors, was included in the shortlist provided to the Company by the ICD.</p> <p>MCG – 1.5 Nomination, Qualification and Election of the Board of Directors – 1.5.2 (page 5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Nomination and Election of Directors (page 52) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Corporate Governance Committee https://www.sminvestments.com/about/governance/board-and-management/</p> <p>DIS 2024 – Nomination of Directors (PDF pp. 27-29) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
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Recommendation 2.7

<p>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.</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, the Board formulates and implements group-wide policies to ensure the integrity and fairness of related party transactions (RPTs) is maintained at all times. Further, our policy on RPTs includes thresholds of materiality pursuant to applicable regulations, identification of the scope and coverage considering transactions between and among the Company and its related companies, business associates, major shareholders, officers, directors and their spouses, children, dependent siblings and parents, and of interlocking director relationships, and reportorial requirements, among others.</p> <p>The Board, through the Related Party Transactions Committee, reviews and approves all material RPTs and ensures that all said transactions are done fairly, at market's price and at arms' length. Our policy on RPTs also outlines the monitoring and review process by the RPTs Committee of such transactions, as supported by the Internal Auditor and Audit Committee.</p> <p>MCG – Specific Duties and Functions of the Board – 1.4.13 & 1.8.E. Related Party Transactions Committee (pp. 4, 14-15) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website - Related Party Transactions Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Related Party Transactions Committee Charter</p>	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>COMPLIANT</p>		
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>COMPLIANT</p>		

		<p>https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – DIS 2024 and Note 21-Related Party Disclosures (PDF pp. 32-33, 41, 151-152) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
Supplement to Recommendations 2.7			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>COMPLIANT</p>	<p>The Board, through the Related Party Transactions Committee, clearly defines the thresholds for disclosure and approval of RPTs and categorizes such transactions according to their qualifying details. The aggregate amount of RPTs within the year is considered for purposes of applying the thresholds for disclosure and approval.</p> <p>SMIC Website - Related Party Transactions Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Related Party Transactions Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – DIS 2024 and Note 21-Related Party Disclosures (PDF pp. 32-33, 41, 151-152) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>COMPLIANT</p>	<p>RPTs that exceed the Company's materiality threshold will require the review and approval by at least 2/3 vote of the Board of Directors, with at least a majority of the Company's Independent Directors voting in the affirmative. Otherwise, the material RPT may be ratified by</p>	

		<p>the vote of the stockholders representing at least 2/3 of the outstanding capital stock. Approval and ratification of acts of the Board of Directors and Management during their term of office was made during the 2024 ASM where all stockholders, including minority stockholders, are given the opportunity to vote.</p> <p>DIS 2024 (PDF pp. 2, 4, 41) - Approval and ratification of acts of the Board of Directors and Management during their term of office https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>SMIC Website - Related Party Transaction Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Related Party Transactions Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>COMPLIANT</p>	<p>Per the Company's By-Laws, all officers shall be elected annually by affirmative vote of a majority of all the member of the Board of Directors.</p> <p>On April 24, 2024, during the Organizational Meeting of the Board of Directors, the Board elected/appointed its Corporate Officers, among others:</p> <ul style="list-style-type: none"> • Mr. Frederic C. DyBuncio – President and CEO • Ms. Elizabeth Anne C. Uychaco– Chief Risk and Compliance Officer • Ms. Shiela P. Alarcio – Chief Audit Executive 	

		<p>SMIC By-Laws – Article VI: Officers https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>COMPLIANT</p>	<p>The Company's Board conducts an annual assessment of the CEO/President, representing Management, the Chief Risk and Compliance Officer, and the Chief Audit Executive. The evaluation is done through the Corporate Governance Committee as stated in SMIC's MCG. The evaluation criteria are based on the duties and responsibilities of the respective officers pursuant to SMIC's By-Laws and MCG.</p> <p>MCG – 1.8.A. Corporate Governance Committee, 1.8.A.2 (pp. 10-11) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Audit Committee Charter, 5.3.1 https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Board and Management – Compensation Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	
Recommendation 2.9			
<p>1. Board establishes an effective performance management framework that ensures that Management's</p>	<p>COMPLIANT</p>	<p>Directors, officers and employees of the Company undergo annual performance assessments. These assessments ensure that</p>	

<p>performance is at par with the standards set by the Board and Senior Management.</p>		<p>SMIC employees meet the performance standards set by the Company. In line with this and the Company's MCG, the Board, through the Compensation Committee provides a formal and transparent procedure on executive remuneration packages of officers and provides oversight over remuneration of Management and other key personnel, ensuring that compensation is consistent with the Company's culture, strategy and control environment.</p>	
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>COMPLIANT</p>	<p>Further to this, the performance of key officers is evaluated by the Board of Directors annually. Said evaluation is conducted based on the respective officers' duties and responsibilities as provided for by the MCG.</p> <p>SMIC Website – Board and Management – Compensation Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>MCG – 1.8.B. Compensation Committee ,1.8.B.2 (page 12) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>MCG – 1.8.A. Corporate Governance Committee, 1.8.A.2 (pp. 10-11) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Evaluation of the Board (page 52) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Downloads – Board Evaluation Form</p>	

		https://www.sminvestments.com/wp-content/uploads/2024/05/SMIC-Board-Evaluation-Form-2023.pdf	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	The Audit Committee, among its other responsibilities, is tasked to enhance the Board's oversight capability over the Company's internal control system. Our internal control system includes a mechanism for monitoring and managing potential conflicts of interest of the Company's shareholders, Board and Management. To this end, our internal audit Team is in place to ensure that there is an effective system of internal control that will ensure the integrity of the financial reports and protection of the assets of the Company safeguarding the interests of our stockholders and other stakeholders.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	<p>MCG – 1.8.C. Audit Committee & 1.4.6 Duties of the Board of Directors & 1.4.15 (pp. 12-13, 20) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Board and Management - Internal Audit Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	
3. Board approves the Internal Audit Charter.	COMPLIANT	<p>The Board, through the Audit Committee, approves the Internal Audit Charter.</p> <p>SMIC Website – Board and Management – Audit Committee Charter, 5.3.2</p>	

		<p>https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Board and Management – Internal Audit Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR – Report of the Audit Committee – (pp. 60-61) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>MCG – 1.8.C. Audit Committee (pp. 12-13) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Recommendation 2.11			
<p>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.</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, the Board is tasked to identify and monitor key risk areas and key performance indicators and ensure that a sound Enterprise Risk Management (ERM) framework is in place.</p>	
<p>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.</p>	<p>COMPLIANT</p>	<p>The Risk Management Committee is responsible for the oversight of the Company's ERM system and ensures its functionality and effectiveness.</p> <p>MCG – Specific Duties and Functions of the Board, 1.4.7 & 1.8.D Risk Management Committee (pp. 4, 14) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Enterprise Risk Management (pp. 51, 56, 60) https://www.sminvestments.com/about/investors/annual-reports/</p>	

		<p>SMIC Website – Enterprise Risk Management https://www.sminvestments.com/about/governance/enterprise-risk-management/</p> <p>SMIC Website – Board and Management – Risk Management Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	
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	<p>SMIC's MCG serves as the Company's Board Charter, which clearly provides for the Board's roles, responsibilities and accountabilities and serves as a guide for the Company's directors in the performance of their functions. It is also publicly available on the Company's website.</p> <p>MCG https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	COMPLIANT	<p>Pursuant to our Insider Trading Policy, directors, officers, employees and other covered person are prohibited from trading in the Company's shares, five (5) trading days before and two (2) trading days after the disclosure of any material, stock price-sensitive information. The Company's Governance and Compliance Office issues reminders of the "trading restriction" before the release of financial reports or the disclosure of other material non-public information to ensure compliance with the policy. Furthermore, directors and officers are required to report their dealings in Company shares within three (3) trading days from the transaction.</p>	

		<p>SMIC Website – CG Policies – Insider Trading Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>Code of Ethics – II. Compliance with Laws & III. E. Avoiding Conflicts of Interest (pp. 2, 4-5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Optional: Principle 2			
<p>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.</p>	<p>COMPLIANT</p>	<p>Per the Company's Code of Ethics, all business decisions and actions must be based on the best interests of the Company and the value to shareholders and should not be motivated by personal considerations or relations which may interfere with the exercise of independent judgment. Directors, officers and employees should only use the Company's resources to benefit the Company. This means that they must not act on their own or support any action that may run counter to the Company's ethical standards. Non-executive directors do not receive any share options, profit sharing, or other forms of emoluments other than fees disclosed in our annual reports. Grants or loan arrangements extended to Directors or Officers by the Company and/or its subsidiaries and/or affiliates are prohibited unless covered by the requisite approval from the Board and are done at arms' length and at fair market rates.</p> <p>Code of Ethics – E. Avoiding Conflicts of Interest (pp. 4-5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SEC Form 17-A – Board Remuneration (PDF page 41)</p>	

		<p>https://www.sminvestments.com/wp-content/uploads/2024/04/SM-Investments-Corporation-SEC-Form-17-A-Annual-Report-as-of-31-December-2023.pdf</p> <p>DIS 2024 – Board Remuneration (PDF page 34) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
<p>2. Company discloses the types of decision requiring board of directors' approval.</p>	<p>COMPLIANT</p>	<p>The Company's By-Laws and MCG provide for the types of decisions that require Board approval in carrying out their duties and responsibilities. Disclosures of Board approval are done in accordance with applicable regulatory rules and regulations. As such, these are also posted on our company website.</p> <p>SMIC Website – Corporate Disclosures https://www.sminvestments.com/about/investors/corporate-disclosures/</p> <p>SMIC By-Laws https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>MCG https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.</p>			
<p>Recommendation 3.1</p>			
<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>COMPLIANT</p>	<p>To address specific tasks and responsibilities, the Board adopted six (6) board committees, namely the Audit Committee, the Executive Committee, the Related Party Transactions</p>	

		<p>Committee, the Compensation Committee, the Risk Management Committee, and the Corporate Governance Committee.</p> <p>SMIC Website – Board and Management https://www.sminvestments.com/about/governance/board-and-management/</p> <p>MCG – 1.8 Board Committees (page 10) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Board Committees (pp. 50-52) https://www.sminvestments.com/about/investors/annual-reports/</p>	
Recommendation 3.2			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>COMPLIANT</p>	<p>SMIC's Audit Committee exercises the Board's oversight of the Company's financial reporting, internal control system, internal and external audit processes and compliance with applicable laws, rules and regulation. Among its other functions and responsibilities, the Audit Committee recommends the appointment and removal of the Company's external auditor.</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>MCG – 1.8.C Audit Committee (pp. 12-13) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	

<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>COMPLIANT</p>	<p>The Audit Committee is composed entirely of independent directors, including the Chairperson. The Committee members each possess relevant background, knowledge, skills and/or experience in areas of accounting, audit and finance.</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>MCG – 1.8.C Audit Committee (pp. 12-13) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>COMPLIANT</p>	<p>Each member of our Audit Committee possesses relevant background, knowledge, skills and/or experience in areas of accounting, auditing and finance. The Chairperson of the Audit Committee, Ms. Tomasa H. Lipana, is also a certified public accountant. Profiles of Audit Committee members are also in our annual reports and company website.</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	

		<p>MCG – 1.8.C Audit Committee (pp. 12-13) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>COMPLIANT</p>	<p>The Chairperson of the Audit Committee, Ms. Tomasa H. Lipana, does not serve as the Chairperson of the Board or of any other board committee.</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>MCG – 1.8.C Audit Committee (pp. 12-13) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>Supplement to Recommendation 3.2</p>			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>COMPLIANT</p>	<p>The Audit Committee approves all non-audit services conducted by the external auditor.</p> <p>SMIC Website – MCG, 1.8.C.7 Audit Committee Duties and Responsibilities (page 13) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Report of the Audit Committee, Item 7. External Audit (page 61) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Audit Committee Charter</p>	

		https://www.sminvestments.com/about/governance/board-and-management/	
<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	<p>COMPLIANT</p>	<p>The Audit Committee meets at least four (4) times annually pursuant to its Charter. The Committee met five (5) times in 2023. The Committee may invite members of Management, auditors or others to attend meetings and provide pertinent information, as necessary. The Committee members hold separate meetings with the auditors without anyone from management present.</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>Optional: Recommendation 3.2</p>			
<p>1. Audit Committee meet at least four times during the year.</p>	<p>COMPLIANT</p>	<p>The Audit Committee meets at least four (4) times annually pursuant to its Charter. The Committee met five (5) times in 2023 as reflected in our annual reports and posted on the company website.</p> <p>SEC Form 17-A (PDF page 29) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	

		<p>DIS 2024 (PDF page 38) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>2023 IR (pp. 50, 60) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>2. Audit Committee approves the appointment and removal of the internal auditor.</p>	<p>COMPLIANT</p>	<p>The Audit Committee approves the appointment and removal of the Chief Audit Executive/internal auditor.</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>Recommendation 3.3</p>			
<p>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.</p>	<p>COMPLIANT</p>	<p>The Corporate Governance Committee is tasked to assist the Board in its corporate governance related responsibilities, while also performing the review and evaluation of the qualifications of all candidates nominated to the Board of Directors, and those nominated to positions that require board approval under the Company's By-Laws. Furthermore, the Committee undertakes the process of identifying the quality of directors aligned with the Company's strategic direction.</p> <p>SMIC Website – Board and Management – Corporate Governance Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	

		<p>MCG – 1.8.A Corporate Governance Committee (pp. 10-11) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Corporate Governance Committee (pp. 51-52) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>COMPLIANT</p>	<p>The Corporate Governance Committee is composed of at least three (3) members, all of whom are independent directors, including the Chairperson.</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p> <p>2023 IR – Corporate Governance Committee (pp. 51-52) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Corporate Governance Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>MCG – 1.8.A Corporate Governance Committee (pp. 10-11) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>COMPLIANT</p>	<p>The Corporate Governance Committee is composed entirely of independent directors.</p>	

		<p>The current Chairman of the Committee, Mr. Ramon M. Lopez, is an Independent Director.</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p> <p>2023 IR – Corporate Governance Committee (pp. 51-52) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Corporate Governance Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>MCG – 1.8.A Corporate Governance Committee (pp. 10-11) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Optional: Recommendation 3.3.			
<p>1. Corporate Governance Committee meet at least twice during the year.</p>	<p>COMPLIANT</p>	<p>The Corporate Governance Committee meets at least twice annually. The Committee met three (3) times in 2024 as reflected in our annual reports.</p> <p>2023 IR – Corporate Governance Committee (pp. 51-52) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SEC Form 17-A (PDF page 35) https://www.sminvestments.com/about/investors/annual-reports/</p>	

		<p>DIS 2024 (PDF page 29) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>2023 IR (pp. 51-52) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Corporate Governance Committee Charter – Proceedings (page 2) https://www.sminvestments.com/about/governance/board-and-management/</p>	
Recommendation 3.4			
<p>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.</p>	<p>COMPLIANT</p>	<p>The Risk Management Committee is responsible for the oversight of the Company's ERM system and ensures, among its other responsibilities, that the ERM system in place is functional and effective.</p> <p>2023 IR – Risk Management Committee (pp. 49, 51) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Risk Management Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>MCG – 1.8.D Risk Management Committee (page 14) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>2. BROC is composed of at least three members, the majority of whom should be</p>	<p>COMPLIANT</p>	<p>The Risk Management Committee is composed of at least three (3) non-executive directors, all</p>	

<p>independent directors, including the Chairman.</p>		<p>of whom, including the Chairman, are independent directors.</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p> <p>2023 IR – Risk Management Committee (page 51) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Risk Management Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	
<p>3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.</p>	<p>COMPLIANT</p>	<p>The Chairman of the Risk Management Committee, Mr. Robert G. Vergara, is an independent director and does not serve as the Chairman of the Board or of any other board committee.</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p> <p>2023 IR (pp. 45, 47, 51) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Risk Management Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	

<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>COMPLIANT</p>	<p>Per the Risk Management Committee's Charter, at least one (1) of its members must have relevant knowledge and experience on risk and risk management. The Committee members each possess relevant experience in risk and are well-versed in matters relating to risk management.</p> <p>SMIC Website – Board and Management – Risk Management Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>DIS 2024 – Profiles of the Board of Directors (PDF pp. 10-16, 22-25) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
Recommendation 3.5			
<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>COMPLIANT</p>	<p>The Related Party Transactions (RPT) Committee reviews all material RPTs of the Company and ensures that said transactions are conducted fairly and at arms' length.</p> <p>2023 IR – Related Party Transactions Committee (page 51) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Related Party Transactions Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>MCG – 1.8.E Related Party Transactions Committee (pp. 14-15) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	

<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>COMPLIANT</p>	<p>The Related Party Transactions Committee is composed of three (3) non-executive directors, all of whom, including the Chairman, are independent directors.</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p> <p>2023 IR – Related Party Transactions Committee (page 51) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Related Party Transactions Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	
Recommendation 3.6			
<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>COMPLIANT</p>	<p>Each board committee has a Charter which defines its composition, roles and responsibilities based on the provisions found in the MCG. The Charters include administrative provisions on the conduct of meetings and proceedings, reportorial responsibilities and provide the standards for evaluation of the respective committee performance, among others. The Charters are also posted on the Company's website.</p>	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>COMPLIANT</p>		
<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>COMPLIANT</p>		

		<p>2023 IR (pp. 50-52) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>MCG – 1.8. Board Committees (page 10) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.</p>			
<p>Recommendation 4.1</p>			
<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, the Board is tasked to properly discharge Board functions by meeting regularly. Independent views during meetings shall be given due consideration and all such meetings are documented in the minutes of meetings. Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-video-conferencing conducted in accordance with pertinent rules and regulation.</p> <p>Board and Board Committee attendance are disclosed through the Company's website and annual reports.</p> <p>2023 IR (pp. 50-52) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management https://www.sminvestments.com/about/governance/board-and-management/</p> <p>MCG – 1.6. Board Meetings (pp. 8-9) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	

<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>COMPLIANT</p>	<p>The Company's directors review meeting materials for all Board and Committee meetings prior to the said meetings.</p> <p>MCG – 1.11 Corporate Secretary (pp. 17-18) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Corporate Governance – Board Performance and Attendance (page 50) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>COMPLIANT</p>	<p>The Company also ensures that when a director seeks clarifications/explanations on certain matters during Board and/or Committee meetings, relevant parties are available to provide the necessary clarifications/explanations.</p> <p>MCG – 1.11 Corporate Secretary (pp. 17-18) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Board and Management - Executive Committee Charter- 4. Proceedings – (page 2) https://www.sminvestments.com/about/governance/board-and-management/</p>	
<p>Recommendation 4.2</p>			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, any non-executive director that holds more than five (5) simultaneous board seats in listed companies will be temporarily disqualified to serve as a director. None of the Company's directors hold</p>	

<p>proposals/views, and oversee the long-term strategy of the company.</p>		<p>more than five (5) simultaneous board seats in listed companies.</p> <p>MCG – Temporary Disqualification –1.5.6 g. (page 8) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Board Profiles (pp. 45-47) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>DIS 2024 – Profiles of the Board of Directors (pp. 10-16, 22-26, 28) https://www.sminvestments.com/about/governance/disclosure-transparency/</p>	
Recommendation 4.3			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, it is the duty of a director to notify the Board via the Corporate Governance Committee before accepting a directorship in another company.</p> <p>MCG – Duties and Responsibilities of a Director – 1.7.7 (page 9) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Optional: Principle 4			
<p>1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, the CEO and other executive directors shall limit the number of corporate board seats they hold to a low number. This is to ensure that the number of board seats held do not exceed their ability to perform their duties in an appropriate fashion.</p> <p>None of the Company's executive directors serve in more than two (2) boards of listed companies outside the SM Group of Companies.</p>	

		<p>MCG – Corporate Governance Committee - 1.8.A.10 (page 11) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Board Profiles (pp. 45-47) https://www.sminvestments.com/about/investors/annual-reports/ https://www.sminvestments.com/about/investors/annual-reports/</p> <p>DIS 2024 – Profiles of the Board of Directors (pp. 10-16, 22-26, 28) https://www.sminvestments.com/about/governance/disclosure-transparency/</p>	
<p>2. Company schedules board of directors' meetings before the start of the financial year.</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, board meetings are scheduled a year in advance. This is to ensure maximum participation of the directors.</p> <p>MCG – 1.6.1 Board Meetings (pp. 8-9) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Corporate Governance – Board Performance and Attendance (page 50) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>3. Board of directors meet at least six times during the year.</p>	<p>COMPLIANT</p>	<p>In accordance with the Company's MCG, the Board meets at least six (6) times annually.</p> <p>MCG – 1.6.2 Board Meetings (page 9) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Corporate Governance – Board Performance and Attendance (page 50)</p>	

		https://www.sminvestments.com/about/investors/annual-reports/ SMIC Website – Board and Management – Board Performance and Attendance https://www.sminvestments.com/about/governance/board-and-management/	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	COMPLIANT	Per the Company's By-Laws, 2/3 of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, unless otherwise provided by the same By-Laws. SMIC By-Laws – Article IV, Section 5 https://www.sminvestments.com/about/governance/disclosure-transparency/	

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	<p>Our Board is currently composed of eight (8) highly qualified directors, four (4) or fifty percent (50%) of whom are independent directors including our Chairman of the Board. In accordance with our MCG, the Board shall always have at least three (3) independent directors or such number as to constitute at least one-third (1/3) of the members of the Board, whichever is higher.</p> <p>The stockholders also approved at the most recent ASM the amendments to SMIC's AOI in relation to the increase in the number of directors of the Company from eight (8) to nine (9) and the election of Atty. Lily K. Gruba as the 5th independent director effective upon the approval by the Securities and Exchange Commission (SEC) of the Company's amendments to AOI.</p>	
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		<p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p> <p>2023 IR – Board of Directors (pp. 45-47) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>MCG – 1.1 Board Composition (page 3) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board of Directors https://www.sminvestments.com/our-leadership/</p>	
Recommendation 5.2			
<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>COMPLIANT</p>	<p>The Company's independent directors possess all the qualifications and none of the disqualifications necessary to serve on the Board as set forth in our company policies and pertinent rules and regulations alongside CG best practices.</p> <p>MCG – 1.5.4 Qualifications of Directors (pp. 5-6) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>DIS 2024 – Profiles of the Board of Directors (pp. 10-16, 22-26, 28) https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>SMIC Website – Board of Directors https://www.sminvestments.com/our-leadership/</p>	

Supplement to Recommendation 5.2			
<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	COMPLIANT	<p>The Company has no shareholder agreements, By-Laws provisions or other agreements that constrain directors from voting independently. Per the Company's MCG, directors are required to exercise independent judgment.</p> <p>MCG – 1.7 Duties and Responsibilities of a Director (page 9) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Recommendation 5.3			
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2013).</p>	COMPLIANT	<p>Per the Company's MCG, any independent director that has served on the Board for a maximum cumulative term of nine (9) years shall be permanently disqualified to return as an independent director.</p> <p>None of the Company's independent directors have served for a cumulative term of nine (9) years.</p> <p>MCG – 1.5.5. Permanent Disqualification, f (pp 6-7) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Board of Directors (pp. 45-47) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>DIS 2024 – Profiles of the Board of Directors (pp. 10-16, 22-26, 28) https://www.sminvestments.com/about/governance/disclosure-transparency/</p>	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	COMPLIANT	<p>Per the Company's MCG, any independent director that has served on the Board for a maximum cumulative term of nine (9) years shall</p>	

		<p>be permanently disqualified to return as an independent director.</p> <p>MCG – 1.5.5. Permanent Disqualification, f (pp 6-7) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>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.</p>	COMPLIANT	<p>The Company will adhere to the provisions set forth in its MCG such that the maximum cumulative term of independent directors is nine (9) years.</p> <p>MCG – 1.5.5. Permanent Disqualification, f (pp 6-7) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Recommendation 5.4			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	COMPLIANT	<p>SMIC's Chairman of the Board is Mr. Amando M. Tetangco, Jr. while the President and CEO is Mr. Frederic C. DyBuncio, who are separate individuals.</p> <p>SMIC Website – Board of Directors - https://www.sminvestments.com/our-leadership/</p> <p>2023 IR – Board of Directors (pp. 45-47) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>DIS 2024 – Profiles of the Board of Directors (pp. 10-16, 22-26, 28) https://www.sminvestments.com/about/governance/disclosure-transparency/</p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	COMPLIANT	<p>The Chairman of the Board and the CEO/President have clearly defined duties and responsibilities provided for by the Company's MCG and By-Laws.</p>	

		<p>MCG – 1.9 Chairman of the Board & 1.10 President (pp. 16-17) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>By-Laws – Article VI. Officers (PDF pp. 13-14) https://www.sminvestments.com/about/governance/disclosure-transparency/</p>	
Recommendation 5.5			
<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>COMPLIANT</p>	<p>Ms. Tomasa H. Lipana was the Company's Lead Independent Director in 2023. Our Board is currently composed of eight (8) highly qualified directors, four (4) or fifty percent (50%) of whom are independent directors including our Chairman of the Board.</p> <p>The stockholders also approved at the most recent ASM the amendments to SMIC's AOI in relation to the increase in the number of directors of the Company from eight (8) to nine (9) and the election of Atty. Lily K. Gruba as the 5th independent director effective upon the approval by the SEC of the Company's amendments to AOI.</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p> <p>2023 IR – Board of Directors (pp. 45-47) https://www.sminvestments.com/about/investors/annual-reports/</p>	

		<p>MCG – 1.1 Board Composition (page 3) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board of Directors https://www.sminvestments.com/our-leadership/</p>	
Recommendation 5.6			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	COMPLIANT	<p>Per the Company's MCG, the Board shall ensure that directors with a material interest in any transaction affecting the Company abstain from taking part in the deliberations for the same. In 2023, the Company did not have any transaction in which a director had a material interest.</p> <p>Furthermore, the Company's Conflict of Interest policy requires any director, officer, or employee involved in an actual or potential conflict of interest to immediately disclose said conflict to the Company.</p> <p>MCG – 1.4 Specific Duties and Functions of the Board, 1.4.12 (page 4) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Other CG Related Policies (pp. 53-54) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Code of Ethics (pp. 4-5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Recommendation 5.7			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal</p>	COMPLIANT	<p>Ms. Tomasa H. Lipana was the Company's Lead Independent Director in 2023. At least annually, the NEDs meet with the external auditor and</p>	

<p>audit, compliance and risk functions, without any executive present.</p>		<p>heads of internal audit, compliance and risk, without any executive directors presents; such meetings are chaired by the Lead Independent Director. Our Board is currently led by a Chairman who is also an Independent Director.</p>	
<p>2. The meetings are chaired by the lead independent director.</p>	<p>COMPLIANT</p>	<p>MCG – Definition of Terms – Lead Independent Director & 1.6 Board Meetings (pp. 1, 9) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Board Performance & Attendance (page 50) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p>	

Optional: Principle 5

<p>1. None of the directors is a former CEO of the company in the past 2 years.</p>	<p>COMPLIANT</p>	<p>None of the Company's current directors has served as its CEO in the past two (2) years.</p> <p>DIS 2024 – Profiles of the Board of Directors (pp. 10-16, 22-26, 28) https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>SMIC Website – Board of Directors https://www.sminvestments.com/our-leadership/</p>	
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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	Our Board conducts an annual assessment of its performance facilitated by our Compliance Officer done through a self-assessment questionnaire. This questionnaire includes evaluation of performance of our Chairman, individual members, each committee and our Management through identified key officers including the President and CEO. Details on our Board self-assessment exercise are available on our company website. Our Corporate Governance Committee oversees this annual self-assessment exercise of the Board.	
2. The Chairman conducts a self-assessment of his performance.	COMPLIANT		
3. The individual members conduct a self-assessment of their performance.	COMPLIANT		
4. Each committee conducts a self-assessment of its performance.	COMPLIANT		<p>MCG – 1.8.A. Corporate Governance Committee – 1.8.A.2 (page 10) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Evaluation of the Board (page 52) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>Board Evaluation Form https://www.sminvestments.com/wp-content/uploads/2024/05/SMIC-Board-Evaluation-Form-2023.pdf</p> <p>DIS 2024 – Board Evaluation and Assessment (PDF pp. 35-36) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT	Pursuant to the Company's MCG, the Board's annual self-assessment should be supported by an external facilitator at least once every three (3) years. The Company engaged the services of the Institute of Corporate Directors (ICD) for this purpose in its 2021 assessment.	

		<p>MCG – 1.8.A. Corporate Governance Committee, 1.8.A.3 (page 10) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Evaluation of the Board (page 52) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>Board Evaluation Form https://www.sminvestments.com/wp-content/uploads/2024/05/SMIC-Board-Evaluation-Form-2023.pdf</p>	
Recommendation 6.2			
<p>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.</p>	<p>COMPLIANT</p>	<p>The Company's Board conducts an annual self-assessment of its performance as a whole, its Board Committees, individual directors, the Chairman of the Board and the CEO/President. The evaluation is done through the Corporate Governance Committee. The evaluation criteria are based on the duties and responsibilities of the Board, the Board Committee, individual directors, Chairman and President as provided for by SMIC's By-Laws, MCG and respective Board Committee Charters.</p>	
<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, it is the duty of the Board to promote shareholder rights, remove impediments to the exercise of shareholder rights and allow possibilities to seek redress for violation of their rights. The Board encourages the exercise of the shareholders' voting rights and the solution of collective action problems through appropriate mechanisms.</p>	

	<p>Furthermore, the Board has established an Investor Relations Department that ensures constant engagement with its shareholders. The Company's shareholders and various stakeholders may raise concerns, provide feedback or make recommendations to the Company, they may do so via the Investor Relations Department. Other forms of reports may also go through the Company's whistleblowing channel. SMIC also adopted a Stakeholder Engagement Policy, which is discussed in our Sustainability Notes to the IR.</p> <p>Board Evaluation Form https://www.sminvestments.com/wp-content/uploads/2024/05/SMIC-Board-Evaluation-Form-2023.pdf</p> <p>2023 IR (pp. 49, 52, 55) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>2023 Sustainability Notes (PDF pp. 8, 13-15) https://www.sminvestments.com/2023smicintegratedreport/wp-content/uploads/2024/04/Sustainability-Notes-2023-Report_v2.pdf</p> <p>Stakeholder Engagement Policy https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p> <p>MCG – 2. Shareholders' Benefits and Rights (pp. 20-23) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
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Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1			
<p>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.</p>	<p>COMPLIANT</p>	<p>The Company's Code of Ethics provides the backbone for its culture of corporate governance. All directors, officers and employees are required to adhere to the Code in the performance of their duties and responsibilities. The Code highlights the importance of integrity in dealings with investors, creditors, customers, contractors, suppliers, regulators, co-employees and the Company's other various stakeholders.</p> <p>SMIC Code of Ethics https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – The Code of Ethics (pp. 49, 53, 55) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>COMPLIANT</p>	<p>The Company ensures that the Code of Ethics is properly disseminated to its Board, Management and employees and is available to the public via the Company's website.</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>COMPLIANT</p>	<p>Furthermore, the Company orients all new directors, officers and employees on the Code of Ethics and its supplemental policies and ensures that they've formally acknowledged and understood the discussion.</p> <p>SMIC Code of Ethics https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>MCG – 1.4 Specific Duties and Functions of the Board, 1.4.14 (page 5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	

		<p>2023 IR (page 53) https://www.sminvestments.com/about/investors/annual-reports/</p>	
Supplement to Recommendation 7.1			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	<p>COMPLIANT</p>	<p>Per the Company's Code of Ethics, all directors, officers and employees are required to adhere to the utmost ethical practices when dealing with the Company's various stakeholders. All conflicts of interest and other forms of corruption are required to be disclosed to the Company immediately. All employees are required to fill up a Declaration on Conflict of Interest Form for submission to HR and Compliance Officer to ensure transparency, at least annually. Likewise, the Company has policies/guidelines on solicitation and acceptance of gifts, hospitality and/or travel in any form and provides for the reporting of violations to the Code of Ethics and its supplemental policies. The Company's Policy on Accountability, Integrity and Vigilance (PAIV), serves as the Company's whistleblowing policy and is an additional layer to the Company's anti-corruption culture.</p> <p>Our Anti-Bribery and Anti-Corruption Policy requires us to conduct our business ethically and in an honest manner, to act professionally, fairly and with integrity in all our business dealings and relationships.</p> <p>SMIC Code of Ethics – III. Ethical Practices – E. Avoiding Conflicts of Interest (pp. 4-5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	

		<p>SMIC Website – Guidelines on Gifts and Hospitality/Entertainment https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Policy on Accountability, Integrity and Vigilance (PAIV) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Anti-Bribery and Anti-Corruption Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Ethics and internal policies. Monitoring of compliance with the Code of Ethics and its supplemental policies is done by the Human Resources (HR), GRC and Internal Audit teams as part of daily responsibilities. Any violation to the Code of Ethics are elevated to the Board, through the Executive Committee for proper disposition.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT	<p>SMIC Code of Ethics https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>MCG – 1.4 Specific Duties and Functions of the Board – 1.4.14 & 5. Monitoring and Assessment (pp. 5, 24) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
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			
<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	COMPLIANT	<p>In accordance with its MCG, the Company ensures that its stakeholders receive timely and accurate information on all facets of its business through the Company website and disclosures.</p> <p>MCG – 2.1.4 Right to Information & 4. Reportorial or Disclosure System, 4.2 (pp. 21-22, 24) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR (pp. 53, 55) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Corporate Disclosures https://www.sminvestments.com/about/investors/corporate-disclosures/</p>	
Supplement to Recommendations 8.1			
<p>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.</p>	COMPLIANT	<p>All annual and quarterly consolidated reports, cash flow statements and special audit revisions are made publicly available via the Company's website.</p> <p>The Company's 2023 Audited Financial Report was released on February 29, 2024, within ninety (90) days from the end of the calendar year. The 2023 interim financial reports were disclosed on November 14, 2023, August 11, 2023, and May 15, 2023, respectively. The interim reports were published within forty-five (45) days from the end of their respective reporting period.</p> <p>MCG – 2.1.4 Right to Information & 4. Reportorial or Disclosure System, 4.2 (pp. 21-22, 24) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	

		<p>SMIC Website – Financial Reports https://www.sminvestments.com/about/investors/financial-reports/</p> <p>SMIC Website – Corporate Disclosures - https://www.sminvestments.com/about/investors/corporate-disclosures/</p>	
<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	COMPLIANT	<p>The Company discloses in its annual definitive information statement, the principal risks associated with the identity of the Company's shareholders, the degree of ownership concentration, cross-holdings among company affiliates and other pertinent information on equity position in the Company.</p> <p>DIS 2024 (PDF pp. 163-168) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>SEC Form 17-A (PDF page 10) https://www.sminvestments.com/wp-content/uploads/2024/04/SM-Investments-Corporation-SEC-Form-17-A-Annual-Report-as-of-31-December-2023.pdf</p>	
Recommendation 8.2			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	COMPLIANT	<p>Per the Company's MCG, directors are required to disclose any dealings in the Company's shares within three (3) business days. Likewise, the Company's Insider Trading Policy ensures that trading done by directors and officers are disclosed within three (3) days of the transaction. Reports indicate the date of the trade/s and number of shares traded and are submitted to the Company's Compliance Officer for proper reporting and disclosure.</p> <p>2023 IR – Insider Trading Policy (page 53)</p>	
<p>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.</p>	COMPLIANT		

		<p>https://www.sminvestments.com/about/investors/annual-reports/</p> <p>MCG – 1.7 Duties and Responsibilities of Directors, 1.7.6 (page 9) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Corporate Disclosures - https://www.sminvestments.com/about/investors/corporate-disclosures/</p>	
Supplement to Recommendation 8.2			
<p>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).</p>	<p>COMPLIANT</p>	<p>Trading done by the Company's directors, officers and controlling shareholders is regularly disclosed. SMIC discloses its top shareholders and its beneficial owners owning more than 5% of its shares regularly. The Company's Conglomerate Map is also posted on the Company website.</p> <p>DIS 2024 (PDF pp. 19-22) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>SMIC Website – Corporate Disclosures - https://www.sminvestments.com/about/investors/corporate-disclosures/</p> <p>SMIC Website – Corporate Governance – Board and Management – Group Structure & Trading of Shares by Insiders https://www.sminvestments.com/about/governance/board-and-management/</p>	
Recommendation 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience</p>	<p>COMPLIANT</p>	<p>All relevant and material information on individual directors are disclosed via the Company's website, DIS and IR.</p>	

<p>and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>		<p>DIS 2024 – Profiles of the Board of Directors (PDF pp. 10-16, 22-25) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>2023 IR – Board of Directors (pp. 45-47) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Corporate Governance – Board and Management - https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Board of Directors https://www.sminvestments.com/our-leadership/</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>COMPLIANT</p>	<p>All relevant and material information on key officers are disclosed via the Company's website, DIS and IR.</p> <p>DIS 2024 – Profiles of the Board of Directors and Management (PDF pp. 10-16, 22-25, 29-31) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>SMIC Website – Our Leadership https://www.sminvestments.com/our-leadership/</p> <p>SMIC Website – Corporate Governance – Board and Management https://www.sminvestments.com/about/governance/board-and-management/</p>	

Recommendation 8.4

<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>COMPLIANT</p>	<p>The Board, through the Compensation Committee designates the amount of remuneration, which shall be sufficient level to attract and retain directors and officers who are needed to run the Company successfully.</p>	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>COMPLIANT</p>	<p>MCG – 1.8.B Compensation Committee (page 12) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>The Compensation Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>DIS 2024 – Item 6. Compensation of Directors and Executive officers (PDF pp. 33-37) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>COMPLIANT</p>	<p>Each member of the Board receives an annual remuneration, which is disclosed in the Annual report and on the DIS sent to shareholders, together with the Notice of the ASM. There is no provision for termination and retirement pay for directors.</p> <p>Likewise, the Company discloses the aggregate remuneration of CEO/Presidents and five (5) most highly paid executive officers pursuant to applicable law.</p> <p>2023 IR - Board Remuneration (page 51) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>DIS 2024 – Item 6. Compensation of Directors and Executive officers (PDF pp. 33-37)</p>	

		https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.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	<p>The Company's MCG defines related parties and RPTs and provides for the proper monitoring and review of said transactions. All material RPTs are presented to the Related Party Transactions Committee in accordance with the MCG and the RPTs Committee Charter.</p> <p>MCG – 1.8.E Related Party Transactions Committee (pp. 14-15) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Corporate Governance Policies – Related Party Transactions Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Corporate Governance – Board and Management – Related Party Transactions Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR – Related Party Transactions Policy (page 53) https://www.sminvestments.com/about/investors/annual-reports/</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	All material RPTs are presented to the Related Party Transactions Committee in accordance with the Manual and the said Committee's Charter. The Company discloses the RPTs as required by prevailing standards and relevant rules, laws and regulations.	

		<p>DIS 2024 – Audited Financials (PDF pp. 33-34, 151-152) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>SEC Form 17-A (PDF pp. 10, 38, 129-130) https://www.sminvestments.com/wp-content/uploads/2024/04/SM-Investments-Corporation-SEC-Form-17-A-Annual-Report-as-of-31-December-2023.pdf</p> <p>MCG – 1.8.E Related Party Transactions Committee (pp. 14-15) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Corporate Disclosures https://www.sminvestments.com/about/investors/corporate-disclosures/</p>	
Supplement to Recommendation 8.5			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>COMPLIANT</p>	<p>All directors are required to disclose their interests in transactions, or any other conflicts of interest to the Company in line with the Code of Ethics and Conflict of Interest Policy.</p> <p>MCG – 4. Reportorial or Disclosure System (page 24) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Code of Ethics – III. Ethical Practices – E. Avoiding Conflicts of Interest (pp. 4-5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Optional : Recommendation 8.5			

<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	<p>COMPLIANT</p>	<p>The Company's MCG defines related parties and RPTs and provides for the proper monitoring and review of said transactions. All material RPTs are presented to the Related Party Transactions Committee in accordance with the MCG and the Committee Charter. This is to ensure that the said transactions are fair and at arms' length.</p> <p>SMIC Website – Related Party Transactions Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Corporate Governance – Board and Management – Related Party Transactions Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR – Related Party Transactions Policy (page 53) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>DIS 2024 – Audited Financials (PDF pp. 33-34, 151-152) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>SEC Form 17-A (PDF pp. 10, 38, 129-130) https://www.sminvestments.com/wp-content/uploads/2024/04/SM-Investments-Corporation-SEC-Form-17-A-Annual-Report-as-of-31-December-2023.pdf</p>	
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Recommendation 8.6

<p>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.</p>	<p>COMPLIANT</p>	<p>In accordance with the MCG, all material information about the Company which could adversely affect its viability or the interest of its stockholders and other stakeholders is disclosed publicly and in a timely manner. Such information should include, among others, earnings results, acquisition or disposition of assets, and related party transactions.</p> <p>MCG – 4. Reportorial or Disclosure System, 4.2 (page 24) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>DIS 2024 https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>SMIC Website – Press Releases https://www.sminvestments.com/mediaroom/press-releases/</p> <p>SMIC Website – Corporate Disclosures https://www.sminvestments.com/about/investors/corporate-disclosures/</p> <p>SMIC Website – Investor Presentations https://www.sminvestments.com/about/investors/investor-presentations/</p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>COMPLIANT</p>	<p>The Company appoints independent parties to evaluate the fairness of prices in its acquisitions and/or disposal of assets. The procedures followed in the acquisition and/or disposal of assets include due diligence, benchmarking, market dynamics, long-term sustainability of the business, synergies with the whole group, cost</p>	

		<p>implications, core competency, board approval and regulatory approvals.</p> <p>The independent parties vary and depend on the type of transactions being conducted. The Company deals with a host of investment banks, external auditors, third party appraisers and legal and tax consultants when it conducts such transactions.</p> <p>MCG – 4. Reportorial or Disclosure System – 4.2 (page 24) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Press Releases https://www.sminvestments.com/mediaroom/press-releases/</p> <p>SMIC Website – Corporate Disclosures https://www.sminvestments.com/about/investors/corporate-disclosures/</p> <p>SMIC Website – Investor Presentations https://www.sminvestments.com/about/investors/investor-presentations/</p>	
Supplement to Recommendation 8.6			
<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	<p>COMPLIANT</p>	<p>There were no shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership and strategic direction of the Company in the past year.</p> <p>DIS 2024 (PDF pp. 19-22) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
Recommendation 8.7			

1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	The Company's MCG institutionalizes the principles and best practices of good corporate governance in the organization and remains a testament to the belief that good corporate governance is a critical component of sound strategic business management. The Company submitted its MCG to the SEC and PSE in April 2022 and ensures that all updates thereto are also properly disclosed.	
2. Company's MCG is submitted to the SEC and PSE.	COMPLIANT		
3. Company's MCG is posted on its company website.	COMPLIANT		<p>SMIC Website – MCG https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>MCG submission to the SEC and PSE https://www.sminvestments.com/wp-content/uploads/2023/03/SMIC-Manual-on-Corporate-Governance-25-April-2022.pdf</p>
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	<p>SMIC ensures that any update to its MCG shall be disclosed to the SEC and PSE, among other pertinent regulators. SMIC submitted its updated MCG to the SEC and PSE on April 25 and 27, 2022, respectively.</p> <p>MCG https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		SMIC's Annual IR discusses the Company's corporate objectives, financial and non-financial indicators, its dividend policy, the full profiles and attendance of its directors and its governance related policies and programs.	
a. Corporate Objectives	COMPLIANT		
b. Financial performance indicators	COMPLIANT		
c. Non-financial performance indicators	COMPLIANT		

d. Dividend Policy	COMPLIANT	2023 IR (pp. 10-12, 45-47, 50-52, 70-75) https://www.sminvestments.com/about/investors/annual-reports/	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	COMPLIANT	DIS 2024 (PDF pp. 10-16, 22-26, 29, 32, 37-39, 67, 84-91) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf	
f. Attendance details of each director in all directors' meetings held during the year	COMPLIANT		
g. Total remuneration of each member of the board of directors	COMPLIANT	The total remuneration of each member of the Board of directors is disclosed in the annual reports and the DIS sent to shareholders. 2023 IR - Board Remuneration (page 51) https://www.sminvestments.com/about/investors/annual-reports/ DIS 2024 – Board Remuneration (PDF page 34) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.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. SMIC certifies that the Company, its directors, officers and employees have adopted and fully complied with all leading practices and principles of good corporate governance as provided by MCG. 2023 IR – MCG (page 53) https://www.sminvestments.com/about/investors/annual-reports/	

<p>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.</p>	<p>COMPLIANT</p>	<p>The Audit Committee assessed the internal control system of the Company based on the review and evaluation done and reported by the internal and external auditors and noted that the system is generally adequate to generate reliable financial statements. The aforementioned statement is included in the Report of the Audit Committee in the Company's Annual Report.</p>	
<p>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.</p>	<p>COMPLIANT</p>	<p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Report of the Audit Committee https://www.sminvestments.com/wp-content/uploads/2024/05/2023-SMIC-Audit-Committee-Report.pdf</p>	
<p>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).</p>	<p>COMPLIANT</p>	<p>The Company discloses in the Annual Report, the key risks to which it is materially exposed to.</p> <p>2023 IR – Enterprise Risk Management (pp. 51) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>Sustainability Notes to the 2023 IR – ESG Risk Management (PDF pp. 10-11) https://www.sminvestments.com/2023smicintegratedreport/wp-content/uploads/2024/04/Sustainability-Notes-2023-Report_v2.pdf</p> <p>DIS 2024 (PDF pp. 163-168) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
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 Company's MCG and Audit Committee Charter, provide for the process of 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	Per the Report of the Audit Committee, found in the Company's Annual Report, the Audit Committee recommended the reappointment of the external auditor to the Board, and the Board approved. Said Board approval was approved by shareholders during the Company's most recent ASM.	
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	<p>The Company is committed to disclose to the public the removal and the reasons for removal of the external auditor. Since the Company's first listing in 2005, the external auditor has not been removed.</p> <p>MCG – 1.8.C Audit Committee & 1.13 External Auditor (pp. 12-13, 19-20) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p>	

		<p>2024 Results of the ASM https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Annual-Stockholders-Meeting-April-24-2024.pdf</p>	
Supplement to Recommendation 9.1			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	COMPLIANT	<p>Pursuant to SMIC's MCG, the Company's external auditor shall be rotated or the handling partner shall be changed in compliance with the provisions as prescribed in the Code of Ethics for Professional Accountants adopted by the Board of Accountancy (BOA) and Professional Regulation Commission (PRC) and adopted by SEC. This provision can be found In Revised Securities Regulation Code (SRC) Rule 68 of the SEC.</p> <p>MCG – 1.13 External Auditor – 1.13.4 (page 19) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	COMPLIANT	<p>The Company's MCG and Audit Committee Charter provides for the assessment of the integrity and independence of the external auditor, oversight to review and monitor the external auditor's independence and objectivity and oversight of the effectiveness of the audit process.</p> <p>MCG – 1.8.C Audit Committee (pp. 12-13) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	

		<p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>COMPLIANT</p>	<p>The Company's MCG and Audit Committee Charter provide for the responsibility of the Committee to review and monitor the external auditor's suitability and effectiveness on an annual basis.</p> <p>MCG – 1.8.C Audit Committee (pp. 12-13) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>Supplement to Recommendations 9.2</p>			
<p>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.</p>	<p>COMPLIANT</p>	<p>The Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex RPTs, its counterparties and valuations of such transactions.</p> <p>MCG – 1.8.C Audit Committee (pp. 12-13) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	

		<p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>COMPLIANT</p>	<p>The Audit Committee ensures that the external auditor has adequate quality control procedures.</p> <p>MCG – 1.8.C Audit Committee (pp. 12-13) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p>	
Recommendation 9.3			
<p>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.</p>	<p>COMPLIANT</p>	<p>The Company discloses the nature of non-audit services performed by its external auditor.</p> <p>DIS 2024 – ITEM 7. Independent Public Accountants, External Audit Fees and Services (PDF pp. 37-38) https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>2. Audit Committee stays alert for any potential conflict of interest situations,</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG and Audit Committee Charter, the Company ensures that the external</p>	

<p>given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.</p>		<p>auditor shall not at the same time provide the services of an internal auditor, and that any non-audit work shall not conflict with the functions of the external auditor.</p> <p>MCG – 1.8.C Audit Committee page 13 1.8.C.7 & 1.13 External Auditor (pp. 12-13, 19-20) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	
Supplement to Recommendation 9.3			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	<p>COMPLIANT</p>	<p>The Company discloses the nature of non-audit services performance by its external auditor. Fees paid to the external auditor for its non-audit services rendered in 2023 did not exceed the fees of the audit services provided for the same year.</p> <p>DIS 2024 – ITEM 7. Independent Public Accountants, External Audit Fees and Services (PDF pp. 37-38) https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p>	
Additional Recommendation to Principle 9			

<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	<p>COMPLIANT</p>	<p>The Company's external auditor, SGV & Co., is duly accredited by the SEC under Group A category. SGV & Co. agreed to be subjected to the SEC Oversight Assurance Review (SOAR)</p>	
<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p>	<p>COMPLIANT</p>	<p>Inspection Program conducted by the SEC's OGA in August 2022. The names of the members of the engagement team were provided to the SEC during the said SOAR inspection.</p> <p>Information Statement 2023 – Audited Financials – Independent Auditor's Report (PDF pp. 85-91) https://www.sminvestments.com/about/governance/disclosure-transparency/</p>	

Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>	<p>COMPLIANT</p>	<p>SMIC ensures that its stakeholders receive timely and accurate information on all facets of its business through the Company website and disclosures. The Company's IR and Sustainability Notes thereto provide all the pertinent information on SM's environmental and social policies and programs, creating meaningful value through building a network of sustainable businesses, our valued resources and reporting process. SMIC also adopted a Sustainability Management System, which is also publicly accessible through the company website.</p> <p>2023 IR (pp. 72-75) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>Sustainability Notes to the 2023 IR https://www.sminvestments.com/2023smicintegratedreport/wp-content/uploads/2024/04/Sustainability-Notes-2023-Report_v2.pdf</p>	
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		<p>SMIC Sustainability Management System https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p> <p>SMIC Website – Sustainability Policy https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>COMPLIANT</p>	<p>The Company's IR provides information and discussion on our business performance in relation to sustainability and non-financial issues, among others. This was prepared under the Integrated Reporting Framework, originally developed by the International Integrated Reporting Council (IIRC). The IIRC subsequently merged with the Sustainability Accounting Standards Board (SASB) to form the Value Reporting Foundation (VRF). In addition, we have adopted the framework of the Task Force on Climate-Related Financial Disclosures (TCFD) to comprehensively address the impacts of climate change. The report is also aligned with the Global Reporting Initiative Standards for disclosures.</p> <p>2023 IR (page 75) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>Sustainability Notes to the 2023 IR https://www.sminvestments.com/2023smicintegratedreport/wp-content/uploads/2024/04/Sustainability-Notes-2023-Report_v2.pdf</p>	

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

<p>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.</p>	<p>COMPLIANT</p>	<p>The Investor Relations Department of SMIC participates in various investor fora locally and conducts regular briefings with analysts and members of the press. SMIC's company website also has a dedicated a page for Investor Relations.</p> <p>2023 IR – Disclosure and Transparency – The Investor Relations Department (page 55) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Investor Relations https://www.sminvestments.com/about/investors/</p>	
Supplemental to Principle 11			
<p>1. Company has a website disclosing up-to-date information on the following:</p>		<p>The Company's website includes up-to-date information on its financial statements, materials provided in briefings to analysts and media, downloadable annual reports, notices and minutes of ASMs and the Company's Articles of Incorporation and By-Laws.</p> <p>SMIC Website www.sminvestments.com</p>	
<p>a. Financial statements/reports (latest quarterly)</p>	<p>COMPLIANT</p>	<p>https://www.sminvestments.com/about/investors/financial-reports/</p>	
<p>b. Materials provided in briefings to analysts and media</p>	<p>COMPLIANT</p>	<p>https://www.sminvestments.com/about/investors/investor-presentations/</p>	
<p>c. Downloadable annual report</p>	<p>COMPLIANT</p>	<p>https://www.sminvestments.com/about/investors/annual-reports/</p> <p>https://www.sminvestments.com/about/investors/financial-reports/</p>	
<p>d. Notice of ASM and/or SSM</p>	<p>COMPLIANT</p>	<p>https://www.sminvestments.com/asm2024</p>	

e. Minutes of ASM and/or SSM	COMPLIANT	https://www.sminvestments.com/about/governance/disclosure-transparency/	
f. Company's Articles of Incorporation and By-Laws	COMPLIANT	https://www.sminvestments.com/about/investors/corporate-disclosures/	

Additional Recommendation to Principle 11

1. Company complies with SEC-prescribed website template.	COMPLIANT	<p>The Company fully complies with the SEC-prescribed website template for publicly listed companies.</p> <p>SMIC Website www.sminvestments.com</p> <p>The Company's website also contains other pertinent disclosures, as follows:</p> <p>SMIC Website – About https://www.sminvestments.com/about/</p> <p>SMIC Website – Corporate Governance https://www.sminvestments.com/about/governance/</p> <p>SMIC Website – Investor Relations https://www.sminvestments.com/about/investors/</p> <p>SMIC Website – Sustainability https://www.sminvestments.com/sustainability/</p> <p>SMIC Website – Media Room https://www.sminvestments.com/mediaroom/latest-news/</p>	
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Internal Control System and Risk Management Framework

Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

Recommendation 12.1

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>The Company adopts the Committee of Sponsoring Organizations of the Treadway Commission or COSO framework of internal control system which has five components – control environment, risk assessment, information and communication, control activities and monitoring. COSO defines internal control as "a process, effected by an entity's board of directors, management and other personnel, designed to provide reasonable assurance regarding the achievement of objectives in the following categories:</p> <ul style="list-style-type: none"> • Effectiveness and efficiency of operations • Reliability of financial reporting • Compliance with applicable laws and regulations." <p>The Company's internal controls are reviewed continuously throughout the year by the Internal Audit Function. Audit reports are issued to the Audit Committee upon completion of the audit. Significant findings and issues are taken up in the quarterly meetings of the Audit Committee. The directors' criteria for assessing the effectiveness of the internal control system include risks involved, materiality of the amounts, and pervasiveness of the controls as well as the cost and benefit from the exercise.</p> <p>MCG – 1.8.C. Audit Committee & 1.14 Internal Auditor (pp. 12-13, 20) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR (pp. 41, 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p>	
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		<p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>Internal Audit Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>SMIC has an ERM program that identifies, analyzes and takes control of the different risk categories which can most impact the Company's ability to pursue its approved strategy.</p> <p>The Board of Directors, through the Risk Management Committee reviewed the Company's risk management system and found the same to be effective and adequate.</p> <p>SMIC's ERM approach begins with the identification and prioritization of risks, followed by the assessment of risk interrelationships and analysis of risk sources. This is followed by the development of risk management strategies and action plans, and ultimately, the monitoring and continuous improvement of the risk management process. Discussion on our ERM framework is discussed in our IR and posted on the website.</p> <p>SMIC Website – Enterprise Risk Management https://www.sminvestments.com/about/governance/enterprise-risk-management/</p> <p>MCG – Specific Duties and Functions of the Board – 1.4.7 & 1.8.D Risk Management Committee (pp. 4, 14)</p>	

		<p>https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR (pp. 41, 51, 56, 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Risk Management Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	
Supplement to Recommendations 12.1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	COMPLIANT	<p>The MCG defines "internal control" as a process designed and effected by the Board, Management, and all levels of personnel to provide reasonable assurance on the achievement of the Company's objectives through efficient and effective operations; reliable, complete and timely financial and management information and compliance with applicable laws, regulations and the organization's policies and procedures. The Compliance Officer, in coordination with Chief Audit Executive, reviews the compliance program annually.</p> <p>MCG – 1.12 Compliance Officer (pp. 2, 18-20) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Optional: Recommendation 12.1			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	COMPLIANT	<p>In SMIC's IR, discussion on a governance process on IT issues including disruption, cyber security and disaster recovery and business continuity plan is available. Our IT Shared Services Team created a Security Operation Group to ensure that IT governance process is looked into, controlled, and that all key IT risks are identified, managed and reported.</p>	

		<p>2023 IR (pp. 51, 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Enterprise Risk Management https://www.sminvestments.com/about/governance/enterprise-risk-management/</p>	
Recommendation 12.2			
<p>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.</p>	COMPLIANT	<p>The Company's Internal Audit function is in-house and provides independent and objective assurance and consulting services designed to add value and improve the Company's operations. Furthermore, the Audit Committee has an oversight function to the Internal Audit.</p> <p>MCG – 1.8.C Audit Committee & 1.14 Internal Auditor (pp. 12-13, 20) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Audit Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Board and Management - Internal Audit Charter https://www.sminvestments.com/about/governance/board-and-management/</p>	
Recommendation 12.3			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	COMPLIANT	<p>Ms. Shiela P. Alarcio is SMIC's Chief Audit Executive. Ms. Alarcio is a Certified Public Accountant, Certified Internal Auditor, a Certified Fraud Examiner and a Certified External Quality Assessor of Internal Audit Activity. She has more than 22 years of vast experience in financial audit, internal audit,</p>	
<p>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.</p>	COMPLIANT		

<p>3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.</p>	<p>COMPLIANT</p>	<p>financial and control risks assessment, risk management, review of operations and financial controls, regulatory compliance and fraud investigations. Ms. Alarcio's profile is included in the Company's DIS.</p> <p>In accordance with the Company's MCG, the Chief Audit Executive oversees and is responsible for the internal audit activities of the organization. The Company's internal audit function is in-house.</p> <p>MCG – 1.8.C Audit Committee & 1.14 Internal Auditor (pp. 12-13, 20) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR (pp. 51, 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Audit Committee Charter and Internal Audit Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>DIS 2024 – Profile of Shiela P. Alarcio (PDF page 30) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p>	
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Recommendation 12.4

<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>COMPLIANT</p>	<p>Per the Company's MCG, the Board is tasked to identify and monitor key risk areas and key performance indicators and ensure that a sound ERM framework is in place. The Risk Management Committee is responsible for the oversight of the Company's ERM system and ensures its functionality and effectiveness.</p> <p>The Governance, Risk and Compliance (GRC) Office supports SMIC's Chief Risk and Compliance Officer, Ms. Elizabeth Anne C. Uychaco.</p> <p>MCG – Specific Duties and Functions of the Board – 1.4.7 & 1.8.D Risk Management Committee (pp. 4, 14) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Enterprise Risk Management (page 51) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Risk Management Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>SMIC Website – Enterprise Risk Management https://www.sminvestments.com/about/governance/enterprise-risk-management/</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p>	
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<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	<p>COMPLIANT</p>	<p>The Company's Risk Management Committee is responsible for the oversight of the Company's ERM system and ensures it is effectively working in place. SMIC is currently able to manage the ERM program internally with the GRC Office supporting the Company's Chief Risk and Compliance Officer, Ms. Elizabeth Anne C. Uychaco.</p> <p>MCG – Specific Duties and Functions of the Board – 1.4.7 & 1.8.D Risk Management Committee (pp. 4, 14) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Enterprise Risk Management (page 51) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Board and Management – Risk Management Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p>	
<p>Recommendation 12.5</p>			
<p>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).</p>	<p>COMPLIANT</p>	<p>The Company's Chief Risk and Compliance Officer, Ms. Elizabeth Anne C. Uychaco, is the ultimate champion of ERM. Ms. Uychaco is a Senior Vice President and possesses the adequate authority, stature, resources and support to fulfill her responsibilities as Chief Risk Officer.</p>	
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>COMPLIANT</p>		

		<p>MCG – 1.8.D Risk Management Committee (page 4) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Board and Management – Risk Management Committee Charter https://www.sminvestments.com/about/governance/board-and-management/</p> <p>2024 Results of the Organizational Meeting of the Board of Directors https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Organizational-Board-Meeting-April-24-2024.pdf</p>	
Additional Recommendation to Principle 12			
<p>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.</p>	<p>COMPLIANT</p>	<p>SMIC's CEO/President, Mr. Frederic C. DyBuncio and Chief Audit Executive, Ms. Shiela P. Alarcio, attest in writing that a sound internal audit control and compliance system is in place and working effectively as discussed in the Report of the Audit Committee and the annual Attestation of Internal Control and Compliance Systems Adequacy.</p> <p>SMIC Website – Report of the Audit Committee https://www.sminvestments.com/wp-content/uploads/2024/05/SMIC-2023-Annual-Confirmation-of-Control-Compliance-Systems-Adequacy.pdf</p> <p>2023 IR – Report of the Audit Committee (pp. 59-61) https://www.sminvestments.com/about/investors/annual-reports/</p>	

		SMIC Website – Board and Management – 2023 Attestation of Internal Control and Compliance Systems Adequacy https://www.sminvestments.com/wp-content/uploads/2024/05/SMIC-2023-Annual-Confirmation-of-Control-Compliance-Systems-Adequacy.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 MCG provides for the rights and protection of all stakeholders, including minority shareholders. MCG – 2. Shareholders' Benefits and Rights (pp. 20-23) https://www.sminvestments.com/about/governance/corporate-governance-policies/	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	The Board ensures that basic shareholder rights are disclosed in the Company's website. The MCG provides for the rights of shareholders and may be found in the Company's website alongside other company and CG-related policies. MCG – 2. Shareholders' Benefits and Rights (pp. 20-23) https://www.sminvestments.com/about/governance/corporate-governance-policies/ SMIC Website – Corporate Governance Policies https://www.sminvestments.com/about/governance/corporate-governance-policies/ SMIC Website – Sustainability Management System – Policies https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/	

Supplement to Recommendation 13.1			
<p>1. Company's common share has one vote for one share.</p>	<p>COMPLIANT</p>	<p>Each stockholder shall have one vote for each share of stock entitled to vote as stated in the SMIC By-Laws.</p> <p>SMIC By-Laws – Article III, Section 8. Voting https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>DIS 2024 – (C) Voting Rights (PDF pp. 19-20) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>COMPLIANT</p>	<p>The Company's By-Laws and MCG state that all shareholders are treated equally with respect to voting rights, subscription rights and transfer rights. SMIC has only one share class.</p> <p>SMIC By-Laws https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>MCG – 2. Shareholders' Benefits and Rights (pp. 20-23) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>DIS 2024 – (C) Voting Rights & ITEM 19. Voting Procedures (PDF pp. 19-20, 42-43) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>COMPLIANT</p>	<p>The Company has an effective, secure and efficient voting system in place.</p> <p>DIS 2024 – (C) Voting Rights & ITEM 19. Voting Procedures (PDF pp. 19-20, 42-43)</p>	

		<p>https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>SMIC By-Laws – Article III, Section 8. Voting https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>MCG – 2. Shareholders' Benefits and Rights (pp. 20-23) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – The Annual Stockholders' Meeting (page 55) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>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.</p>	<p>COMPLIANT</p>	<p>The Company's stockholders are entitled to employ cumulative voting. Our voting procedures and guidelines are included in our DIS.</p> <p>DIS 2024 – (C) Voting Rights & ITEM 19. Voting Procedures (PDF pp. 19-20, 42-43) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>SMIC By-Laws – Article III, Section 8. Voting https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>MCG – 2. Shareholders' Benefits and Rights (pp. 20-23) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	

		<p>2023 IR – The Annual Stockholders' Meeting (page 55) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>COMPLIANT</p>	<p>The Company's MCG states that minority shareholders are granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided items are for legitimate business purposes, and in accordance with law, jurisprudence and best practice.</p> <p>MCG – 2. Shareholders' Benefits and Rights – 2.1.4 Right to Information (pp. 20-23) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Rights, Roles and Protection of Stakeholders (pp. 55-56) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>COMPLIANT</p>	<p>The Company's MCG provides for the rights and protection stakeholders, particularly minority shareholders.</p> <p>MCG – 2. Shareholders' Benefits and Rights (pp. 20-23) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>7. Company has a transparent and specific dividend policy.</p>	<p>COMPLIANT</p>	<p>The Company has a transparent and specific dividend policy, which is disclosed in the MCG and financial reports. Dividends shall be paid within 30 days from the date of declaration.</p> <p>MCG – 2. Shareholders' Benefits and Rights – 2.1.5 Right to Dividend (page 22) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	

		<p>2023 IR – Dividend Policy (page 56) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Financial Reports https://www.sminvestments.com/about/investors/financial-reports/</p> <p>2024 ASM Minutes – 5. Announcement of Cash Dividends https://www.sminvestments.com/asm2024</p>	
Optional: Recommendation 13.1			
<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	COMPLIANT	<p>The Company engaged its external auditor, SGV & Co. to monitor and validate the tally of votes cast during the ASM.</p> <p>DIS 2024 – ITEM 19. Voting Procedures (PDF pp. 19-20, 42-43) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>2024 ASM Minutes – 5. Announcement of Cash Dividends https://www.sminvestments.com/asm2024</p> <p>2023 IR – The Annual Stockholders' Meeting (page 55) https://www.sminvestments.com/about/investors/annual-reports/</p>	
Recommendation 13.2			
<p>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.</p>	COMPLIANT	<p>To encourage active shareholder participation in the Annual Shareholders' Meeting, the Board ensures that the Notice and agenda of the ASM are released at least twenty-eight (28) days before the meeting (April 24, 2024). The initial Notice of the 2024 ASM was released and</p>	

		<p>posted publicly through the Philippine Stock Exchange (PSE) and the company website on January 24, 2024. The updated Notice of the with the agenda, rationale for the agenda and other relevant information on the ASM were uploaded and posted on February 29, 2024.</p> <p>SMIC Website – Corporate Disclosures https://www.sminvestments.com/about/investors/corporate-disclosures/</p> <p>Notice of the 2024 ASM https://www.sminvestments.com/wp-content/uploads/2024/01/SMIC-Notice-of-Annual-Stockholders-Meeting-January-24-2024.pdf</p> <p>2023 IR – The Annual Stockholders' Meeting (page 55) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>2024 ASM Disclosures https://www.sminvestments.com/asm2024</p>	
Supplemental to Recommendation 13.2			
<p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p>		<p>The Company's Notice of the ASM contains the full profiles of directors, auditors seeking re-appointment and proxy documents.</p>	
<p>a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)</p>	COMPLIANT	<p>2023 IR – The Annual Stockholders' Meeting (page 55) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>b. Auditors seeking appointment/re-appointment</p>	COMPLIANT	<p>Information Statement & Notice of ASM 2024</p>	

c. Proxy documents	COMPLIANT	https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf	
Optional : Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	COMPLIANT	<p>The Company's Notice of the ASM includes rationales and explanations for each agenda item which requires shareholder approval.</p> <p>2023 IR – The Annual Stockholders' Meeting (page 55) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>Information Statement & Notice of ASM 2024 https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p>	
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 Company made the Results and Minutes of the ASM available the next working day. This is also aligned with SMIC's MCG. The ASM was held on April 24, 2024 and the results of the meeting and its minutes were posted on April 25, 2024. There were no Special Shareholders' Meetings held in 2023.	
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	<p>MCG – 2. Shareholders' Benefits and Rights, 2.6 (page 23) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – 2024 Results of the Annual Stockholders' Meeting https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Annual-Stockholders-Meeting-April-24-2024.pdf</p>	

		<p>2024 ASM Minutes https://www.sminvestments.com/about/governance/disclosure-transparency/</p>	
Supplement to Recommendation 13.3			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	COMPLIANT	<p>The Board ensures that the external auditor and other relevant individuals are present during its Annual Shareholders' Meeting to address shareholder questions and/or concerns. The Company's external auditor, SGV & Co., was present during the most recent ASM.</p> <p>2024 ASM Minutes https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>2023 IR – The Annual Stockholders' Meeting (page 55) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Corporate Disclosures – 2024 Results of the Annual Stockholders' Meeting https://www.sminvestments.com/wp-content/uploads/2024/04/SMIC-Results-of-Annual-Stockholders-Meeting-April-24-2024.pdf</p>	
Recommendation 13.4			
<p>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.</p>	COMPLIANT	<p>The Company makes available, a neutral third party to assist in the resolution of issues between the Company, stockholders, third parties and regulatory authorities. The alternative dispute resolution system may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Company and the circumstances see fit. The alternative dispute mechanism is included in the company's MCG.</p>	
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	COMPLIANT		

		<p>MCG – Specific Duties and Functions of the Board, 1.4.15 (page 5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>Alternative Dispute Resolution System https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	COMPLIANT	<p>In accordance with the Company's MCG, the Board established an Investor Relations Office to ensure constant engagement with its shareholders. The IRO is present at every shareholders' meeting.</p> <p>Mr. Tim Daniels, Investor Relations Officer hosts the Company's ASM and subsequent media/analyst briefing.</p> <p>Investor Relations Department 10/F One E-Com Center Harbor Drive, Mall of Asia Complex Pasay City, 1300 Philippines ir@sminvestments.com T: +632 857 0100</p> <p>2023 IR – The Investor Relations Department (page 55) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>MCG – 2. Shareholders' Benefits and Rights, 2.6 (page 23) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
2. IRO is present at every shareholder's meeting.	COMPLIANT		
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench	COMPLIANT	The Company does not have measures that may entrench ineffective management. In	

<p>ineffective management or the existing controlling shareholder group</p>		<p>accordance with our internal policies, we treat all shareholders and stakeholders equally and comply with applicable law to safeguard their interests and rights. The Company's stockholders are entitled to employ cumulative voting.</p> <p>DIS 2024 – (C) Voting Rights & ITEM 19. Voting Procedures (PDF pp. 19-20, 42-43) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.pdf</p> <p>SMIC By-Laws – Article III, Section 8. Voting https://www.sminvestments.com/about/governance/disclosure-transparency/</p> <p>MCG – 2. Shareholders' Benefits and Rights (pp. 20-23) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – The Annual Stockholders' Meeting (page 55) https://www.sminvestments.com/about/investors/annual-reports/</p>	
<p>2. Company has at least thirty percent (30%) public float to increase liquidity in the market.</p>	<p>COMPLIANT</p>	<p>Per the PSE, SMIC's free float level is 47.64% as of May 24, 2024.</p>	
<p>Optional: Principle 13</p>			
<p>1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting</p>	<p>COMPLIANT</p>	<p>In accordance with the Company's MCG, the Board established an Investor Relations Office to ensure constant engagement with its shareholders. The IRO is present at every shareholders' meeting, arranges regular teleconferences and site visits for investors and conducts annual roadshows with stops in various locations throughout the world.</p>	

		2023 IR – The Investor Relations Department (page 55) https://www.sminvestments.com/about/investors/annual-reports/	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	COMPLIANT	SMIC practices secure electronic voting <i>in absentia</i> for its ASMs. DIS 2024 – Guidelines for Remote Participation and Voting <i>in Absentia</i> , (C) Voting Rights & ITEM 19. Voting Procedures (PDF pp. 7-9, 19-20, 42-43) https://www.sminvestments.com/wp-content/uploads/2024/03/SMIC-Definitive-Information-Statement-March-22-2024.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	Pursuant to the MCG, Code of Ethics and other relevant rules, laws and regulations, SMIC recognizes and protects the rights and interests of its key stakeholders, namely its shareholders, employees, customers, business partners, creditors, as well as the communities it operates in and the environment. MCG – 2. Shareholders' Benefits and Rights & 1.4 Specific Duties and Functions of the Board – 1.4.5 (pp. 20-23) https://www.sminvestments.com/about/governance/corporate-governance-policies/ SMIC Code of Ethics https://www.sminvestments.com/about/governance/corporate-governance-policies/	
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		<p>2023 IR – Corporate Governance – Rights, Roles and Protection of Stakeholders (pp. 55-56) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>Stakeholder Engagement Policy https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p>	
Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>COMPLIANT</p>	<p>Pursuant to the MCG, Code of Ethics and other relevant rules, laws and regulations, SMIC recognizes and protects the rights and interests of its key stakeholders, namely its shareholders, employees, customers, business partners, creditors, as well as the communities it operates in and the environment.</p> <p>Our Human Rights Policy further solidifies our commitment to treat all people with respectfully and fairly.</p> <p>MCG – 2. Shareholders’ Benefits and Rights & 1.4 Specific Duties and Functions of the Board (pp. 20-23) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Code of Ethics – III. Ethical Practices https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Corporate Governance – Rights, Roles and Protection of Stakeholders (pp. 55-56) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Human Rights Policy</p>	

		https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/	
Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>COMPLIANT</p>	<p>In accordance with the Company's MCG, the Board established an Investor Relations Office to ensure constant engagement with its shareholders. For issues or concerns, shareholders are welcome to contact:</p> <p>Mr. Timothy Daniels Investor Relations Officer Investor Relations Department 10/F One E-Com Center Harbor Drive, Mall of Asia Complex Pasay City, 1300 Philippines ir@sminvestments.com +632 857 0100</p> <p>Other stakeholders may refer to the Company's Code of Ethics and Policy on Accountability, Integrity and Vigilance (PAIV), the Company's whistleblowing policy, to formally report on any violation of their rights. Our Stakeholder Engagement Policy further strengthens our commitment to honor our feedback mechanism from all our stakeholders – internal and external.</p> <p>2023 IR – Corporate Governance – Rights, Roles and Protection of Stakeholders (pp. 55-56) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Code of Ethics https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	

		<p>Policy on Accountability, Integrity and Vigilance (PAIV) - https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>Stakeholder Engagement Policy https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p>	
Supplement to Recommendation 14.3			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	COMPLIANT	<p>SMIC makes available, a neutral third party to assist in the resolution of issues between the Company, stockholders, third parties and regulatory authorities. The alternative dispute resolution system may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Company and the circumstances see fit.</p> <p>MCG – Specific Duties and Functions of the Board – 1.4.15 (page 5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Alternative Dispute Resolution System https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
Additional Recommendations to Principle 14			
<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	COMPLIANT	<p>SMIC has not sought any exemption from application of a law, rule or regulation, especially concerning corporate governance issues. Per the Company's MCG, the Board ensures that the Company complies will all relevant laws, regulations and codes of best business practices.</p>	

		<p>MCG – Specific Duties and Functions of the Board, 1.4.4 (page 4) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Code of Ethics – II. Compliance with Laws (pp. 1-2) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>2. Company respects intellectual property rights.</p>	<p>COMPLIANT</p>	<p>Per the SMIC MCG, the Board ensures that the Company complies with all relevant laws, regulations and codes of best business practices including, but not limited to, those related to intellectual property rights.</p> <p>MCG – Specific Duties and Functions of the Board, 1.4.4 (page 4) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Code of Ethics – II. Compliance with Laws (pp. 1-2) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>Optional: Principle 14</p>			
<p>1. Company discloses its policies and practices that address customers' welfare</p>	<p>COMPLIANT</p>	<p>Per the Company's Code of Ethics, directors, officers and employees shall be guided by fairness, professionalism, courtesy and respect when dealing with customers and shall endeavor at all times to provide excellent and diligent service.</p> <p>Further, SMIC believes that serving customers has been at the heart of our business for 65 years. Our success is based on understanding our customers' wishes and then meeting their every expectation. In fulfilling our customers' needs, we improve lives. In turn, we ourselves</p>	

		<p>grow and improve the way we do our businesses. We never take our customers' loyalty lightly. SM's commitment to our customers is further discussed in the IR.</p> <p>2023 IR (pp. Preamble (Our Commitment to Our Customers), 1, 7, 12-14, 26-29, 31-33, 36-40, 53-56) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Code of Ethics https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>2. Company discloses its policies and practices that address supplier/contractor selection procedures</p>	<p>COMPLIANT</p>	<p>Per the Company's Code of Ethics, directors, officers and employees shall at all times observe propriety and act with fairness and transparency in dealings with business partners (i.e., contractors, suppliers, etc.). They must adhere to the Company's principles of healthy competition, equal opportunity and fair treatment of business partners. Our Policy on Vendor Selection, Sustainable Supply Chain Policy alongside our other company policies operationalize our commitment to best practices of supplier/contractor selection procedures.</p> <p>SMIC Code of Ethics https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Policy for Vendor Selection and Purchase of Goods and Services https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Sustainable Supply Chain Policy</p>	

	<p>https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p> <p>2023 IR – Policy for Vendor Selection and Purchase of Goods and Services (page 54)</p> <p>https://www.sminvestments.com/about/investors/annual-reports/</p>	
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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

<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.</p>	<p>COMPLIANT</p>	<p>The Company strives to be an employer of choice and provides for the health, safety and welfare of its employees. The Company believes that healthy and happy employees can sustain the realization of the company's goal and in its governance, among others. The GRC Office also drives collaborations with the Internal Audit Team, HR Team, IT Governance Team and other pertinent internal teams for awareness campaigns on CG, company goals and other pertinent matters.</p> <p>SMIC Code of Ethics – D. Employee Welfare (pp. 3-4)</p> <p>https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Employee Welfare</p> <p>https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Employee Welfare & Training and Employee Development (pp. 43, 56)</p> <p>https://www.sminvestments.com/about/investors/annual-reports/</p>	
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Supplement to Recommendation 15.1

<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>COMPLIANT</p>	<p>Per the Company's Code of Ethics, officers and employees are selected, engaged, and compensated based on qualification and performance. All personnel undergo annual performance assessments that are merit-based and directly correlate with employee compensation.</p> <p>On April 26, 2023, the Board of Directors approved the Management Stock Incentive Program, which will provide employees' benefits beyond short-term financial measures.</p> <p>Disclosure on the Results of the Board Meeting held on April 26, 2023 https://www.sminvestments.com/wp-content/uploads/2023/04/SMIC-Results-of-Board-Meeting-April-26-2023.pdf</p> <p>SMIC Code of Ethics – D. Employee Welfare (pp. 3-4) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Employee Welfare https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>COMPLIANT</p>	<p>SMIC continues to strive to be an employer of choice and provides for the health, safety and welfare of its employees. Our Operational Health and Safety Policy states our commitment to protect the health, safety and wellbeing of all members of the organization including its subsidiaries. The Company strives to promote a strong and sustainable culture that will facilitate the awareness of risk and the prevention of injury and illness.</p>	

	<p>Our Policy on Anti-Discrimination and Anti-Harassment states our commitment to provide a safe work environment that is free from harassment, including sexual harassment, for all our employees and will not tolerate any form of behavior that is based upon an individual's sex, sexual orientation, race, ethnicity, national origin, age and religion. These, alongside our other policies and practices, are discussed in our IR, Sustainability Notes thereto and posted on our company website.</p> <p>SMIC Operational Health and Safety Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Anti-Discrimination and Anti-Harassment Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Code of Ethics – D. Employee Welfare (pp. 3-4) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>Employee Welfare https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Employee Welfare & Training and Employee Development (pp. 43, 56) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>2023 Sustainability Notes (PDF pp. 6, 9, 16, 28-29) https://www.sminvestments.com/2023smicintegratedreport/wp-</p>	
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		<p>content/uploads/2024/04/Sustainability-Notes-2023-Report_v2.pdf</p> <p>SMIC Website – Corporate Governance Policies https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Sustainability Management System https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>COMPLIANT</p>	<p>The Company strives to be an employer of choice and provides for the training and development of its employees.</p> <p>SMIC Code of Ethics – D. Employee Welfare (pp. 3-4) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC IR Website – Board & Management - Director/Officer Continuing Education https://www.sminvestments.com/2023smicintegratedreport/corporate_governance/</p> <p>Orientations and Training https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Employee Welfare & Training and Employee Development (pp. 43, 56) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>2023 Sustainability Notes (PDF pp. 16, 23-24) https://www.sminvestments.com/2023smicintegratedreport/wp-</p>	

		content/uploads/2024/04/Sustainability-Notes-2023-Report_v2.pdf	
Recommendation 15.2			
<p>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.</p>	<p>COMPLIANT</p>	<p>Per the Company's Code of Ethics, all directors, officers and employees are required to adhere to the utmost ethical practices when dealing with the Company's various stakeholders. All conflicts of interest and other forms of corruption are required to be disclosed to the Company immediately. Annually, all employees, officers and consultants are required to declare the Conflict of Interest Form wherein potential conflicts of interest are identified and assessed to deter any possible corrupt practices/acts. The forms are submitted to the HR Team and the Compliance Officer for review and safekeeping.</p> <p>We are a signatory of the UN Global Compact, upholding the 10 Principles clustered in Human Rights, Labor Rights, the Environment and Anti-Corruption. The Company has policies/guidelines and established practices on solicitation and acceptance of gifts, hospitality and/or travel in any form and provides for the reporting of violations to the Code of Ethics and its supplemental policies. SMIC's Policy on Accountability, Integrity and Vigilance (PAIV), serves as the Company's whistleblowing policy and is an additional layer to the Company's anti-corrupt culture.</p> <p>Our Anti-Bribery and Anti-Corruption Policy requires us to conduct our business ethically and in an honest manner, to act professionally, fairly and with integrity in all our business dealings and relationships. These, alongside our other policies and practices, are discussed in our IR,</p>	

		<p>Sustainability Notes thereto and posted on our company website.</p> <p>SMIC Anti-Bribery and Anti-Corruption Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Code of Ethics – III. Ethical Practices – E. Avoiding Conflicts of Interest (pp. 4-5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>MCG – 1.4. Specific Duties and Functions of the Board (pp. 4-5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>Policy on Accountability, Integrity and Vigilance (PAIV) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>Guidelines on Gifts and Hospitality/Entertainment https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR (pp. 40-41, 53-54) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>2023 Sustainability Notes (PDF pp. 9, 17, 27) https://www.sminvestments.com/2023smicintegratedreport/wp-content/uploads/2024/04/Sustainability-Notes-2023-Report_v2.pdf</p>	
<p>2. Board disseminates the policy and program to employees across the</p>	<p>COMPLIANT</p>	<p>Awareness and understanding of the principles of good corporate governance are essential to</p>	

<p>organization through trainings to embed them in the company's culture.</p>		<p>the continued development of the Company's corporate governance culture. Through the Orientation for New Employees of SM (ONE SM), new employees are given an overview of the Company's corporate governance framework, policies and its various components, among others. A substantial portion of the orientation is devoted to the discussion of the Company's core values, the Code of Ethics and highlights the roles that each individual plays in the overall development of the good corporate governance culture. The GRC Team collaborates with the HR Team, among other teams, in driving the corporate governance campaign throughout the organization. These, alongside our other policies and practices, are discussed in our IR, Sustainability Notes thereto and posted on our company website.</p> <p>SMIC Code of Ethics – III. Ethical Practices – E. Avoiding Conflicts of Interest (pp. 4-5) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Corporate Governance – Training and Employee Development (pp. 40, 56) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>2023 Sustainability Notes (PDF pp. 16, 23-24) https://www.sminvestments.com/2023smicintegratedreport/wp-content/uploads/2024/04/Sustainability-Notes-2023-Report_v2.pdf</p>	
Supplement to Recommendation 15.2			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing</p>	<p>COMPLIANT</p>	<p>Per the Company's Code of Ethics and Anti-Bribery and Anti-Corruption Policy, all directors, officers and employees are required to adhere</p>	

<p>employee involvement in offering, paying and receiving bribes.</p>		<p>to the utmost ethical practices when dealing with the Company's various stakeholders. All conflicts of interest and other forms of corruption are required to be disclosed to the Company immediately. Likewise, the Company has policies and guidelines on solicitation and acceptance of gifts, hospitality and/or travel in any form and provides for the reporting of violations to the Code of Ethics and its supplemental policies. SMIC's Policy on Accountability, Integrity and Vigilance (PAIV), serves as the Company's whistleblowing policy and is an additional layer to the Company's anti-corruption culture. These, alongside our other policies and practices, are discussed in our IR, Sustainability Notes thereto and posted on our company website.</p> <p>SMIC Anti-Bribery and Anti-Corruption Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Code of Ethics https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>Policy on Accountability, Integrity and Vigilance (PAIV) - https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>Guidelines on Gifts and Hospitality/Entertainment https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
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		<p>2023 IR (pp. 53-54) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>SMIC Website – Sustainability Management System https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p>	
Recommendation 15.3			
<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>	<p>COMPLIANT</p>	<p>SMIC's Policy on Accountability, Integrity and Vigilance (PAIV), serves as the Company's whistleblowing policy and supplements the Code of Ethics with regard to illegal and unethical practices. The Policy contains a "no retaliation" clause to protect those that have reported violations. Further to this, the Board, through the Corporate Governance Committee, composed entirely of independent directors, receive whistleblowing reports and supervise the enforcement of the whistleblowing framework. No whistleblowing reports were elevated to the Board in 2023.</p>	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	<p>COMPLIANT</p>	<p>Policy on Accountability, Integrity and Vigilance (PAIV) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>COMPLIANT</p>	<p>SMIC Code of Ethics – III. Ethical Practices – E. Avoiding Conflicts of Interest (pp. 5-6) https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>2023 IR – Corporate Governance – Whistleblowing Policy (page 54) https://www.sminvestments.com/about/investors/annual-reports/</p>	

		SMIC Website – Sustainability Management System https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/	
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 advancement of the society where it operates.	COMPLIANT	<p>The Company's IR and Sustainability Notes thereto provide and discuss all the pertinent information on SM's environmental and social policies and programs, among others.</p> <p>SM believes that our businesses work together as an ecosystem that serves our stakeholders' needs. We prioritize our customers, practice financial prudence and ensure good governance while keeping an eye on the future.</p> <p>2023 IR (pp. 1, 8-11, 13-14) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>2023 Sustainability Notes https://www.sminvestments.com/2023smicintegratedreport/wp-content/uploads/2024/04/Sustainability-Notes-2023-Report_v2.pdf</p>	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	COMPLIANT	SMIC ensures the environmental friendliness of its operations and contributes to the overall sustainability of the physical environment where it operates in. SMIC is committed to the protection of the environment and complies with all applicable environmental laws and regulations.	

		<p>SMIC also assesses and addresses the foreseeable environmental, health and safety-related risks associated with the delivery of the Company's goods and services and strives to avoid or, when unavoidable, mitigate them. SMIC continually seeks to improve its corporate environmental performance through its supply chain by adopting technologies, developmental practices and other related programs that encourage an environmentally friendly value-chain.</p> <p>Our Sustainability Policy and Sustainable Supply Chain Policy, alongside our other policies and programs, strengthen our commitment toward a promoting sustainable development through an environmentally-conscious value chain.</p> <p>SMIC Sustainability Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Sustainable Supply Chain Policy https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p> <p>SMIC Website – Sustainability Management System https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p> <p>2023 IR (pp. 16-34) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>2023 Sustainability Notes (PDF pp. 4-8)</p>	
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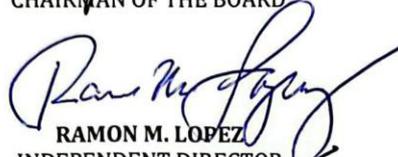
		<p>https://www.sminvestments.com/2023smicintegratedreport/wp-content/uploads/2024/04/Sustainability-Notes-2023-Report_v2.pdf</p>	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>COMPLIANT</p>	<p>SMIC's vision has interaction with communities at its core – It is our vision to build an ecosystem of sustainable businesses that are catalysts for responsible development in the communities we serve. We are committed to partner with our host communities to provide a consistently high standard of service to our customers, look after the welfare of our employees and deliver sustainable returns to our shareholders, at all times upholding the highest standards of corporate governance and environmental stewardship in all our businesses. As such, interactions with the communities where our businesses operate in are integral to SM.</p> <p>Our other policies and initiatives are discussed in our IR, Sustainability Notes thereto and posted on our company website.</p> <p>2023 IR (pp. 1, 16-40) https://www.sminvestments.com/about/investors/annual-reports/</p> <p>2023 Sustainability Notes https://www.sminvestments.com/2023smicintegratedreport/wp-content/uploads/2024/04/Sustainability-Notes-2023-Report_v2.pdf</p> <p>SMIC Sustainability Policy https://www.sminvestments.com/about/governance/corporate-governance-policies/</p>	

		<p>SMIC Website – Sustainability Management System https://www.sminvestments.com/2023smicintegratedreport/sustainability_management_system/</p> <p>SMIC Website – Corporate Governance Policies https://www.sminvestments.com/about/governance/corporate-governance-policies/</p> <p>SMIC Website – Sustainability https://www.sminvestments.com/sustainability/</p>	
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Pursuant to the requirements of the Securities and Exchange Commission and The Philippine Stock Exchange, Inc., this Integrated Annual Corporate Governance Report (I-ACGR) is signed on behalf of SM Investments Corporation, thereunto duly authorized, in the City of MAKATI CITY on ~~MAY 17 2024~~.


AMANDO M. TETANGCO, JR.
CHAIRMAN OF THE BOARD


TOMASA H. LIPANA
INDEPENDENT DIRECTOR

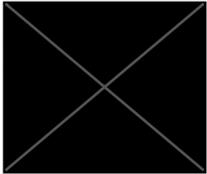

RAMON M. LOPEZ
INDEPENDENT DIRECTOR


ROBERT G. VERGARA
INDEPENDENT DIRECTOR


ELMER B. SERRANO
CORPORATE SECRETARY *P*

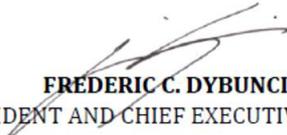

ELIZABETH ANNE C. UYCHACO
CHIEF COMPLIANCE OFFICER

SUBSCRIBED AND SWORN, to me before this MAY 17 2024 at MAKATI CITY, affiants exhibited to me their competent evidence of identity, as follows:

- | NAME | TAX IDENTIFICATION ID NO. |
|------------------------------|---|
| 1. Amando M. Tetangco, Jr. |  |
| 2. Tomasa H. Lipana | |
| 3. Robert G. Vergara | |
| 4. Ramon M. Lopez | |
| 5. Elmer B. Serrano | |
| 6. Elizabeth Anne C. Uychaco | |

Doc. No. 65 ;
Page No. 13 ;
Book No. 82 ;
Series of 2024.


Atty. REINIER S. QUIAMBAO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2024
N.C. NO. M-048 / 01.09.23 / MAKATI CITY
PTR NO. 10079518 / 01.04.24 / MAKATI CITY
IBP NO. 384046 / 01.01.24 / TARLAC CITY
TIN 238-251-699 ROLL NO. 62283
MCLE NO. VII - 0016570 / 04.28.22


FREDERIC C. DYBUNCIO
PRESIDENT AND CHIEF EXECUTIVE OFFICER

SUBSCRIBED AND SWORN, to me before this _____ at _____, affiant
exhibited to me his competent evidence of identity, as follows:

NAME

Frederic C. DyBuncio

TAX IDENTIFICATION ID NO.



Doc. No. ____;
Page No. ____;
Book No. ____;
Series of 2024.