



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **31 December 2023**
2. SEC Identification Number **CS201010780**
3. BIR Tax Identification No. **007-813-849**
4. Exact name of issuer as specified in its charter
CITICORE ENERGY REIT CORP. (formerly Enfinity Philippines Renewable Resources, Inc.)
5. Province, Country or other jurisdiction of incorporation or organization **Philippines**
6. Address of principal office
11th Floor, Rockwell Santolan Town Plaza, 276 Col. Bonny Serrano Avenue, San Juan City, Metro Manila
7. Postal Code **1500**
8. Issuer's telephone number, including area code **+632 8826 5698**
9. Former name, former address, and former fiscal year, if changed since last report **N/A**
10. Industry Classification Code (SEC Use Only):

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>The Company's Manual of Corporate Governance (the "CG Manual") provides the basis for Principle 1, with the CG Manual, Clause VI (1) stating thus: "The Company shall be headed by a competent, working Board to foster the long-term success of the Company, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interest of its shareholders and Stakeholders."¹</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (1), page 8) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf <p>The Company is led by a competent Board of Directors duly elected by the stockholders. The collective working knowledge, experience, and expertise of the Board is supported by their collective competence in the field of business, finance, construction, renewable energy, engineering, operations, law, and regulation. This, thus, enables them to fulfill their roles and</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		

¹ Clause VI (1), page 8.
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		<p>responsibilities that are attendant to the requirements of the success of the organization.</p> <p>The profiles of each member of the Board are disclosed in the Annual Report, and the Company's website. Meanwhile, the qualifications of a Board of a Director are seen in the CG Manual (Clause VI and Annex A), and the Company's latest By-Laws.</p> <p><i>References</i></p> <ul style="list-style-type: none"> • Annual Report (SEC 17-A Form) https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf • Director's Profiles https://creit.com.ph/about-us/board-of-directors-management-team-and-executive-officers/ • CG Manual (Clause VI, pp. 8 – 14, and Annex "A" – Charter of the Board of Directors, pp. 1 - 4) https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ • By-Laws (see: Article III) https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf 	
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		<p>In addition, to ensure the continuing qualification of the Directors for their positions individually and collectively, it is the policy of the Company to provide the relevant trainings to its Directors, including an orientation program for first time Directors and annual continuing training for all Directors.</p> <p>Reference</p> <ul style="list-style-type: none"> CG Manual (Clause VI (1) (c), page 9) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf 	
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Recommendation 1.2

<p>1. Board is composed of a majority of non-executive directors.</p>	<p>Compliant</p>	<p>For the year 2023, the Company had a total of eight (8) Directors – one (1) Executive Director, and seven (7) Non-Executive Directors, including four (4) Independent Directors:</p> <ul style="list-style-type: none"> A. Edgar B. Saavedra – Non-Executive Director B. Oliver Y. Tan – Executive Director C. Manuel Louie B. Ferrer – Non-Executive Director D. Jez G. Dela Cruz – Non-Executive Director E. Elizabeth Anne C. Uychaco – Non-Executive Independent Director F. Jose M. Layug, Jr. – Non-Executive Independent Director G. Pacita U. Juan – Non-Executive Independent Director H. Leonel G. Coronel* – Non-Executive Independent Director I. Emmanuel G. Herbosa** – Non-Executive Independent Director 	
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		<p>*Resigned as independent director effective August 7, 2023 https://edge.pse.com.ph/openDiscViewer.do?edge_no=37d9720a78a80e829e4dc6f6c9b65995</p> <p>**Elected as independent director effective November 9, 2023 https://edge.pse.com.ph/openDiscViewer.do?edge_no=7e09a1031e6db9649e4dc6f6c9b65995</p> <p>Reference</p> <ul style="list-style-type: none"> Director's Profiles https://creit.com.ph/about-us/board-of-directors-management-team-and-executive-officers/ 	
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>Clause VI (1) (c) of the CG Manual provides that: "It is the policy of the Company to provide the relevant trainings to its Directors, including an orientation program for first time Directors and annual continuing training for all Directors. The said trainings and orientation cover SEC-mandated topic on Corporate Governance, conducted by a private or government institution duly accredited by the SEC."</p> <p>Reference</p> <ul style="list-style-type: none"> CG Manual (Clause VI (1) (c), page 9) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf 	

2. Company has an orientation program for first time directors.	Compliant	The Company has an orientation program for its first-time directors, which would acclimate them to the practices, policies, and culture of CREIT. Should a first-time Director be elected in the Board, CREIT shall provide the necessary orientation program.	
3. Company has relevant annual continuing training for all directors.	Not Compliant		The Company's directors were not able to attend the annual corporate governance training for 2023. Nevertheless, the Company strives to have its directors and principal officers attend continuing trainings and seminars for 2024 and beyond.
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	Clause VI (1) (d) of the CG Manual provide, thus: "The Company believes in diversity and values the benefits that diversity can bring to the Company. Thus, the Company promotes the inclusion of different perspectives and ideas, which mitigates against group thinking and ensures that the Company has the opportunity to benefit from all available talent. The Company aims to maintain a Board comprised of talented and dedicated Directors with a diverse mix of expertise, experience, skills and backgrounds, which shall reflect the diverse nature of the business environment in which the Company operates. For purposes of Board composition, diversity includes, but is not limited to,	


		<p>competence, business experience, geography, age, and gender."</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (1) (d), page 9) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf <p>Currently the Company's Board is composed of 2 women and 6 men. Information on the age and competence composition of the Board is available in the 2023 Annual Report and Company website.</p> <p><i>References</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 53 – 55 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf Director's Profiles https://creit.com.ph/about-us/board-of-directors-management-team-and-executive-officers/ 	
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's Nominations, Compensation, and Personnel Committee ("NCPC") spearheads the implementation of the policy on Board biodiversity and reports to the Board the pertinent proceedings of the Committee, including any progress in achieving its objectives. This function</p>	

		<p>of the NCPC can be found in the Annex “E” of the CG Manual.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex “E” – Charter of the Nomination, Compensation, and Personnel Committee) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Nomination-Compensation-and-Personnel-Committee.pdf 	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	<p>Atty. Jaime P. Del Rosario was The Company's Corporate Secretary from 2021 to March 19, 2024. Atty. Danica C. Evangelista currently serves the Board in said capacity since March 19, 2024.</p> <p>As Corporate Secretary, Atty. Evangelista has custody of key corporate records and documents the meetings of the Board of Directors, stockholders, and Board Committees. Atty. Evangelista is not a member of the Board of Directors.</p> <p>The full set of duties and functions of the Corporate Secretary are set forth in the CG Manual (Clause VI (1) (e)) and By-Laws (Article IV, Section 5).</p> <p><i>References</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (1) (e), pp. 9 - 10) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf 	
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		

		<ul style="list-style-type: none"> By-Laws (see: Article V, Section 5) https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf <p>Meanwhile, the Compliance Officer is Atty. Raymund Jay S. Gomez.</p> <p>The full set of duties and functions of the Compliance Officer are set forth in the CG Manual (Clause VI (1) (f)).</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (1) (f), pp. 10 - 11) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf 	
4. Corporate Secretary attends training/s on corporate governance.	Not Compliant		<p>The Company's Corporate Secretary was not able to attend the annual corporate governance training for 2023.</p> <p>Nevertheless, the Company strives to have its directors and principal officers attend continuing trainings and seminars for 2024 and beyond.</p>
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	As a general practice, the Corporate Secretary distributes the meeting materials to the Board at least five (5) business days before the scheduled meeting.	
Recommendation 1.6			

1. Board is assisted by a Compliance Officer.	Compliant	Atty. Raymund Jay S. Gomez is the Company's Compliance Officer and has a rank of equivalent to that of a Senior Vice President with adequate stature and authority in the corporation. He is not a member of the Board but is a member of the management team, in charge of the compliance function.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.			
3. Compliance Officer is not a member of the board.	Compliant	<p>As per the CG Manual, the Compliance Officer shall have the following duties and responsibilities:</p> <ul style="list-style-type: none"> i. Ensure proper on boarding of new Directors (i.e., orientation on the Company's business, charter, articles of incorporation and by-laws, among others); ii. Monitor, review, evaluate and ensure the compliance by the Company, its officers and Directors with the relevant laws, rules and regulations, this Manual, and all governance issuances of regulatory agencies; iii. Report violations discovered to the Board and recommend the imposition of appropriate disciplinary actions; iv. Ensure the integrity and accuracy of all documentary and electronic submissions to regulators; v. Appear before the SEC when summoned in relation to compliance with this Manual; 	

		<ul style="list-style-type: none"> vi. Collaborate with other departments to properly address compliance issues, which may be subject to investigation; vii. Identify possible areas of compliance issues and work towards the resolution of the same; viii. Ensure the attendance of Directors and key officers to relevant trainings; and ix. Perform such other duties and responsibilities as may be provided by the Board and the SEC. <p>Moreover, the profile of Atty. Gomez is included in the Annual Report, and Company website.</p> <p><i>References</i></p> <ul style="list-style-type: none"> • CG Manual (Clause VI (1) (f), pp. 10 - 11) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf • Annual Report (SEC 17-A Form) https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf • Director's Profiles https://creit.com.ph/about-us/board-of-directors-management-team-and-executive-officers/ 	
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		<p>As proof of the rank and stature of Atty. Gomez, please refer to the below organizational structure, as published in the Company's website:</p>  <p>Reference</p> <ul style="list-style-type: none"> Organizational Structure https://creit.com.ph/about-us/organizational-structure/ 	
<p>4. Compliance Officer attends training/s on corporate governance.</p>	<p>Not Compliant</p>		<p>The Company's Compliance Officer was not able to attend the annual corporate governance training for 2023.</p> <p>Nevertheless, the Company strives to have its directors and principal officers attend continuing trainings and seminars for 2024 and beyond.</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>			

Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	<p>The CG Manual provides that "to ensure a high standard of best practices for the Company and its Stakeholders, the Board shall conduct itself with honesty and integrity in the performance of its duties and function, as enumerated therein.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (2)) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf <p>In addition, in order to ensure that the Directors act in such caliber, the Corporate Secretary provides all relevant materials for the Board prior to the Board meeting. The corresponding minutes of the meetings are thereafter prepared after every session. During the meeting, each director has the opportunity to comment and/or ask questions or clarifications with respect to matters under discussion.</p> <p>Attached as Annex "A" is a certification by the CREIT Corporate Secretary attesting that the 2023 Board Minutes reflect that the members of the Board acted on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company, as seen in the discussions of the Directors. Moreover, copies of the said minutes are available for inspection upon request.</p>	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The CG Manual provides that the Board shall "determine the Company's purpose, its vision and mission, and strategies to carry out its objectives.	

<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>The Board shall oversee the development of and approve the Company's objectives and strategy, and monitor their implementation, to sustain the Company's long-term viability and strength."</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (2)(b), p. 11) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf <p>In pursuit of the foregoing, the Board assess and monitor the steps undertaken by each department that would allow the Company to reach its goals as a whole. Monitoring of the strategy set to attain the mission and vision is done on a monthly basis and discussed during the Executive Committee meeting or the Management Committee meeting as part of its regular agenda, while the setting of these goals are done on an annual basis by the Board of Directors.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex "B" – Charter of the Executive Committee, Clause 3.2, pp. 2 - 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Executive-Committee.pdf 	
Supplement to Recommendation 2.2			
<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Compliant</p>	<p>The Company's mission, vision, and values are published in the Company's website. These are reviewed annually by the Board of Directors. The performance report is monitored and presented to the Board by Management on a quarterly</p>	

		<p>basis, as evidenced by the corresponding minutes of the meeting. Said minutes may be inspected upon prior written notice to the Office of the Corporate Secretary.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Company Website https://creit.com.ph/about-us/mission-vision/ 	
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>Compliant</p>	<p>As per the above response in Recommendation 2.2 and its Supplement, the Board regularly monitors the strategy execution process of the Company. This allows the Board to assess the cause of some bottlenecks in its operations, which, in turn, enables facilitation of an effective management performance, making the Board and Management attuned to the company's business environment and culture.</p> <p>In addition, the CG Manual provides that the Board shall oversee the development of and approve the Company's objectives and strategy, and monitor their implementation, to sustain the Company's long-term viability and strength."</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (2)(b), p. 11) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf 	
Recommendation 2.3			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>The Company's Chairman is Mr. Edgar B. Saavedra. He is the Founder, Chairman, and</p>	

		<p>President of one of the leading engineering and infrastructure firms in the Philippines today that is also a publicly listed company: Megawide Construction Corporation. He holds key positions in several other companies, such as Citicore Holdings, Citicore Power Inc. and other companies within the Citicore Group.</p> <p>A complete list of directorships held by Mr. Saavedra is provided under the Company's 2023 Annual Report.</p> <p>Mr. Saavedra also has engineering experience that spans for over 20 years. He received his Bachelor's degree in Engineering from De La Salle University. After obtaining his license as a civil engineer, he pursued special studies in Foundation Formworks in Germany, through the Philippine Institute of Civil Engineers.</p> <p><i>References</i></p> <ul style="list-style-type: none"> • Annual Report (SEC 17-A Form), p. 53 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf • Director's Profiles https://creit.com.ph/about-us/board-of-directors-management-team-and-executive-officers/ 	
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Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	The CG Manual provides that the Board is tasked with overseeing the approval of selection and	

		<p>assessment of the performance of senior management.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (2)(r), p. 13) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf <p>In addition, the CG Manual provides that the Board shall “adopt and implement an effective succession program for Directors and Management to ensure growth and continued increase in shareholders' value.”</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (2) (bb), p. 13) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf <p>In pursuit of the foregoing, the Board oversees its talent management and performance incentive program, which ensures a regular review of an individual employee's career advancement for the following years and performance for the previous year. This enables the Board to determine potential successors and ensures their necessary growth and training within the Company. In addition, gaps in the workforce requirement are also identified in the periodic review of the talent pipeline.</p> <p><i>Reference</i></p>	
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		<ul style="list-style-type: none"> Annual Report (SEC 17-A Form), p. 23 Employees portion of the Y2023 Management Report https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf <p>See:</p> <p>Performance Based Incentive Program, herein attached as Annex "B".</p>	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>Compliant</p>	<p>The Company's By-Laws provides for the process in which any vacancy occurs in the Board of Directors.</p> <p><i>References</i></p> <ul style="list-style-type: none"> By-Laws (Article III, Section 3) https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf <p>In addition, the Board, pursuant to its function under the CG Manual, adopts the retirement age under applicable laws for Directors and key officers. The Company recognizes the wisdom and experience that comes with later age and as such and pursuant to its values, does not discriminate with respect to age. Thus, any director or key officer may remain with the Company as long as he or she is physically and mentally fit to fulfill and discharge his or her duties and functions under corporate charters.</p> <p><i>Reference</i></p>	

		<ul style="list-style-type: none"> CG Manual (Clause VI (2) (bb), p. 13) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf 	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	The Board ensures the remuneration of key officers and board members are aligned with the mission, vision, and strategy of the Company, taking into consideration the long-term interests of the Company.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	It is the policy of the Company, as stated under its CG Manual, that the Board must ensure: (1) appropriate compensation policies are in place, especially for senior management, and that the compensation is at an appropriate level and commensurate to the contribution made to the business; (2) adopting a policy specifying the relationship between remuneration and performance; and that (3) Directors do not participate in discussions involving his/her own remuneration.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (2) (t), Clause VI (2) (u), p. 13) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf <p>Furthermore, the Company's NCPC is tasked with determining the appropriate compensation of directors, executive officers, and senior managers. The NCPC also oversee the establishment and administration of the Company's compensation program, and align</p>	

		<p>the remuneration of its directors, executive officers, and senior managers with its long-terms interests. The NCPC formulates and adopts policies which take into account the relationship between remuneration and performance.</p> <p>Th NCPC evaluates the performance, annual salary, bonus, and other incentive awards of the Company's CEO and senior officers. The NCPC also periodically reviews the level and status of the board compensation in relation to best practices of other similarly situated companies.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> • CG Manual (Annex "E" – Charter of the Nomination, Compensation, and Personnel Committee, pp. 2 - 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Nomination-Compensation-and-Personnel-Committee.pdf <p>As seen in the Company's By-Laws, Annual Report, and Annual Sustainability Report, it is the Company's established policy that each Director receives a reasonable or diem allowance for their attendance at each meeting of the Board and of the Board Committee/s to which they belong. As compensation, the Board receives and allocates an amount not more than ten percent (10%) of the Company's net income before tax during the preceding year. Such compensation is determined and apportioned among directors as the Board may deem fit, subject to the approvals of the stockholders representing at least the</p>	
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		<p>majority of the outstanding capital stock at a regular or special meeting of the stockholders.</p> <p>References</p> <ul style="list-style-type: none"> • By-Laws (Article III, Section 11) https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf • Annual Report (SEC 17-A Form), p. 59 <i>Compensation of Directors</i> portion of the Report https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf • Annual Sustainability Report, p. 52 https://creit.com.ph/assets/Pdf/CREIT-2022-Annual-Sustainability-Report.pdf 	
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Optional: Recommendation 2.5

<p>1. Board approves the remuneration of senior executives.</p>	<p>Compliant</p>	<p>Article IV, Section 9 of the By-Laws provide that the officers shall receive such remuneration as the Board of Directors may determine.</p> <p>The Board of Directors shall determine the appropriate compensation of Directors, executive officers, and senior managers, through the Nomination, Compensation, and Personnel Committee ("NCPC").</p> <p>References</p> <ul style="list-style-type: none"> • By-Laws (Article IV, Section 9) https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf 	
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		<ul style="list-style-type: none"> CG Manual (Annex "E" – Charter of the Nomination, Compensation, and Personnel Committee, pp. 2 - 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Nomination-Compensation-and-Personnel-Committee.pdf <p>The corresponding proof that the Board approves the remuneration of senior executives shall be made available for validation upon request and the execution of the necessary non-disclosure agreements, due to the confidential nature of the information being requested.</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.	Compliant	The Company's executive directors and senior executives are compensated on the basis of clearly defined business growth, such as, but not limited to, net profits, market share, and viability of pipeline projects in alignment with the long-term interest of the business.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The CG Manual provides for the nomination and election policy of the Company under the Charter of the NCPC.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Further, for each year, the Company publishes in its website the procedure for submission of nomination for the election of directors of CREIT (the "Nomination Rules").	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	Under the Nomination Rules, all stockholders, including minority shareholders, may submit to the NCPC the nomination form for directors of the	

4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	Company. Said form shall be signed by the nominating stockholder's together with the acceptance and conformity by the nominee/s.	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant	The Nomination Rules further provide that, "After the deadline for the submission thereof, the NCPC meets to consider the qualifications as well as grounds for disqualification, if any, of the nominees based on the criteria set forth in the Company's Manual on Corporate Governance, Rule 38 of the Securities Regulation Code, and SEC Memorandum Circular No. 09, Series of 2011 as amended by SEC Memorandum Circular No. 04, Series of 2017." The criteria used by the Board to identify the quality of directors that is aligned with the strategic direction of the Company is outlined in the Nomination Rules.	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	<p>Under the NCPC Charter, the NCPC shall conduct a periodic review, among others, of the activities and practices implemented by the Company, which includes the existing Nomination Rules, and election /replacement of directors.</p> <p><i>References</i></p> <ul style="list-style-type: none"> • Submission of Nomination for Directors of CREIT https://creit.com.ph/assets/Pdf/Submission-of-Nomination-for-Directors.pdf • CG Manual (Annex "E" – Charter of the Nomination, Compensation, and Personnel Committee, pp. 2 - 3) 	

		https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Nomination-Compensation-and-Personnel-Committee.pdf	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Compliant	<p>The Company, through personal relationships and connections of the existing Board Members and the help of the Human Resources Department, engage in joint effort to search for highly qualified candidates to the Board.</p> <p>In addition, the six (6) members of the Human Resources Department are with excellent background and experience, majority of which came from executive search firms with an average of at least 6 years prior experience. Its head, Ms. Lalaine Rosales, is a highly skilled human resources professional, with 20 years of human resources and administration experience. Together, their expansive connection in the industry has proven to be highly effective in the Company's search for Director candidates, as evidenced by the background and qualifications of its existing Board of Directors.</p> <p><i>Reference</i></p> <p>For the background and qualifications of its existing Directors: 2023 Annual Report, pp. 53 – 55 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf</p>	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and	Compliant	CREIT Board ensures that there is a group-wide policy and system governing related-party	

<p>system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>		<p>transactions (RPTs) and other unusual or infrequently occurring transactions.</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>As provided in the CG Manual, the Board, through the Related Party Transaction Review and Compliance Committee ("RPTCC"), is tasked with formulating and implementing policies and procedures that would guarantee the integrity and transparency of related-party transactions ("RPTs"). In addition, it is also tasked with the following functions:</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>a. Evaluate on an ongoing basis, the existing relations between and among businesses and counterparties to ensure all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparts (from non-related to related and vice versa) are captured;</p> <p>b. Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the RPTCC shall take into account, among others, the following:</p>	

		<ul style="list-style-type: none"> i. The related party's relationship to the company and interest in transaction; ii. The material facts of the proposed RPT, including the proposed aggregate value of such transaction; iii. The benefits to the Company of the proposed RPT; iv. The availability of other sources of comparable products or services; and v. An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances; <p>"Related parties" shall refer to the definition provided for in this Manual.</p> <ul style="list-style-type: none"> c. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Company's RPT exposures, and policies on conflicts of interest or potential conflicts of interest; d. Report to the Board on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties; 	
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		<p>e. Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process;</p> <p>f. Ensure that any acquisition or disposition of real estate assets and property or share swaps or similar transactions is accompanied by a fairness opinion by an independent appraiser done in accordance with the valuation methodology prescribed by the SEC;</p> <p>g. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures;</p> <p>h. Coordinates, monitors, and facilitates compliance with laws, rules, and regulations; and</p> <p>i. Perform such other functions as may be delegated or authorized by the Board.</p> <p>In addition, the RPTCC published CREIT's RPT Policy in its website.</p> <p><i>References</i></p> <ul style="list-style-type: none"> CG Manual (Annex "D" – Charter of the Related Party Transaction Review and Compliance Committee) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf Replate Party Transactions Policy 	
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		<p>https://creit.com.ph/assets/Pdf/Related-Party-Transactions-Policy.pdf</p> <p>Pursuant to the foregoing, the Company approved the RPTs as disclosed under Note 12 of its 2023 AFS. A summary of the RPT threshold is explained in the immediately succeeding section below.</p> <p>Reference</p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), Exhibit “2” (AFS) of the Report (pp. 13 – 19 of the AFS) https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
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 RPT Policy provides for the materiality thresholds of the RPTs. For significant RPTs with transaction/s value of Php10 million up to 10% of the total consolidated assets of the Company, the approving party shall be the CEO/President.</p> <p>For the following, the approving party shall be the Board of Directors:</p> <ol style="list-style-type: none"> Significant RPTS with transaction/s value of Php10 million up to 10% of the total consolidated assets of the Company; Material RPTs with transaction/s value exceeding 10% of the total consolidated assets of the Company; RPTs involving directors and/or officers regardless of amount; and 	

		<p>4. Transactions that are deemed material contracts regardless of amount.</p> <p>A 'Material RPT' is defined under the RPT Policy as a transaction/s between and among related parties, either individually or an aggregate over a 12-month period with a total contractual value exceeding 10% of the total consolidated assets of the Company regardless of how the payment terms of the contract are structured.</p> <p>Meanwhile, a 'Significant RPT' is a transaction/s between and among related parties, either individually, or in aggregate over a 12-month period amounting to a total contractual value amounting to at least Php10,000,000.00 and up to 10% of the total consolidated assets of the Company, regardless of how the payment terms of the contract are structured.</p> <p>Notwithstanding that certain RPTs do not meet the foregoing thresholds for review, if it can be shown that the relevant RPT was deliberately split into 2 or more transactions for the sole purpose of avoiding review by the RPTRCC, the Comptroller or the Chief Accountant may submit the RPT to the RPTRCC for review. It is the Company's policy that the splitting of an RPT to avoid the materiality thresholds and the RPTRCC review coverage is strictly prohibited.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> • Replate Party Transactions Policy https://creit.com.ph/assets/Pdf/Related-Party-Transactions-Policy.pdf 	
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<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>The Company does not have a formal voting system which allows majority of non-related party shareholders to approve specific types of RPTs during the shareholders' meeting. However, non-related party shareholders have the opportunity to approve RPTs during the annual stockholders' meeting through the approval/ratification of all acts of the Board of Directors, as disclosed in the Company's Minutes of the 2023 Annual Stockholders Meeting.</p> <p><i>References</i></p> <ul style="list-style-type: none"> Minutes of the 2023 Annual Stockholders Meeting https://creit.com.ph/assets/Pdf/Minutes-for-CREIT-2023-ASM.pdf 	
<p>Recommendation 2.8</p>			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>The Charter of the Board of Directors under the CG Manual provides that the Board is primarily responsible for the selection of senior Management, led by the CEO and control functions led by their respective heads (CRO, CCO, CAO) and shall also appoint competent, professional, honest, and highly-motivated Management officers and other key senior management positions in general.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex "A" – Charter of the Board of Directors, Article VIII, Section 1 (d, q), pp. 8 – 9) 	

		<p>https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf</p> <p>For the list and qualifications of the highly competent Management Team selected by the Board, please refer to the Company's 2023 Annual Report.</p> <p>Reference</p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 55 – 56 of the AFS) <p>https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.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 Charter of the Board of Directors under the CG Manual provides that the Board, aside from appointing and selecting Management, shall also asses their performance, as led by the CEO and control functions led by their respective heads (CRO, CCO, and CAE).</p> <p>Reference</p> <ul style="list-style-type: none"> CG Manual (Annex "A" – Charter of the Board of Directors, Article VIII, Section 1 (a), p. 9) <p>https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf</p> <p>The Board, through the NCPC, conducts regular reviews to ensure the performance and the current job profiles of employees are aligned to support the achievement of the Company's strategic objectives and priorities. In addition, and</p>	

		<p>in furtherance of this regular review, the Board, through the NCPC, develops a compensation and benefits programs to motivate, reward, and retain top talents and outstanding performers, using a performance management system to evaluate its employees accordingly, as disclosed in its Annual Report.</p> <p><i>References</i></p> <ul style="list-style-type: none"> CG Manual (Annex "E" – Charter of the Nomination, Compensation, and Personnel Committee, Claus 3.2 (h) (iii), p. 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Nomination-Compensation-and-Personnel-Committee.pdf Annual Report (SEC 17-A Form), pp. 164 – 166 of the Report) https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
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Recommendation 2.9

<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>As disclosed in its Annual Report, the Company recognizes the efforts of its employees, using a performance management system that evaluates and rewards its employees accordingly. As disclosed in the immediately preceding Recommendation, the Board, through the NCPC, conducts regular reviews to ensure the performance and the current job profiles of employees are aligned to support the achievement of the Company's strategic objectives and priorities.</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><i>References</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 164 – 166 of the Report) https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf CG Manual (Annex “E” – Charter of the Nomination, Compensation, and Personnel Committee, Claus 3.2 (h) (ii), p. 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Nomination-Compensation-and-Personnel-Committee.pdf 	
Recommendation 2.10			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	Compliant	<p>Under the Charter of the Board of Directors in the CG Manual, it is the function of the Board to adopt a system of internal checks and balances within the Board and conduct a regular review of the effectiveness of such system to ensure the integrity of the decision-making and reporting process at all times. The Board shall also ensure that there be a continuing review of the Company's internal control system to maintain its adequacy and effectiveness.</p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	Compliant	<p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex “A” – Charter of the Board of Directors, Article VIII, Section 1 (k), p. 9) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf 	

		<p>The Company also has a Code of Business Ethics which promotes avoidance of conflicts of interest, including the disclosure to an appropriate or authorized person of any material transaction or relationship that could be reasonably expected to give rise to such a conflict.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Code of Business Conduct and Ethics (Clause IV, <i>Conflict of Interest</i>, pp. 2 – 3) https://creit.com.ph/assets/Pdf/CPI-Code-of-Business-Conduct-.pdf <p>In addition, the Board adopted a Policy on Conflict of Interest, which outlines the internal control system of the Company, which includes the mechanism for monitoring and managing potential conflict of interest of the management, members, and associates.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Policy on Conflict of Interest https://creit.com.ph/assets/Pdf/Policy-on-Conflict-of-Interests.pdf <p>Both Code and Policy was approved by the Board and is published in the CREIT website.</p>	
3. Board approves the Internal Audit Charter.	Compliant	<p>The Internal Audit Charter is approved by the Board together, as contained in the CG Manual. It provides, thus:</p> <p>“The Company shall have in place an independent Internal Audit function that provides</p>	

		<p>an independent and objective assurance, and consulting services designed to add value and improve the Company's operations. The following, among others, are the functions of the Internal Audit:</p> <ul style="list-style-type: none"> i. Provide an independent risk-based assurance service to the Board and the AROC, focusing on reviewing the effectiveness of the governance and control processes in: (1) promoting the right values and ethics; (2) ensuring effective performance management and accounting in the organization; (3) communicating risk and control information; and (4) coordinating the activities and information among the Board, external and internal auditors, and Management; ii. Perform regular and/or special audits as contained in the annual audit plan and/or based on the Company's risk assessment; iii. Perform consulting and advisory services related to governance and control as may be appropriate for the Company; iv. Perform compliance audit of relevant laws, rules and regulations, contractual obligations and other commitments, which could have a significant impact on the Company; 	
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		<p>v. Review, audit, and assess the efficiency and effectiveness of the Internal Control System in all areas of the Company;</p> <p>vi. Evaluate operations or programs to ascertain whether results are consistent with established objectives and goals, and whether the operations or programs are being carried out as planned;</p> <p>vii. Evaluate specific operations at the request of the Board or Management, as appropriate; and</p> <p>viii. Monitor and evaluate governance processes.”</p> <p>In addition, the CG Manual provides that the Chief Audit Executive is tasked with overseeing the Internal Audit activity of the Company.</p> <p>Reference</p> <ul style="list-style-type: none"> CG Manual (Clause VIII (12) (b, c), pp. 20 – 21) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf 	
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Recommendation 2.11

1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	The Board, through the Audit and Risk Oversight Committee (“AROC”), oversees the company's sound enterprise risk management framework to identify monitor, assess, and manage key business risks.	
2. The risk management framework guides the board in identifying units/business lines	Compliant		

<p>and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.</p>		<p>The Company's Enterprise Risk Management Program Manual aptly provides framework for an effective and sustainable management of uncertainties, mitigating prioritized risks, and exploring opportunities as they arise. It provides the Board and Management with an integrated and comprehensive methodology, and proactive approaches to identify, evaluate, and mitigate prioritized risks, as well as manage inherent and residual enterprise risks within the Company's risk appetite limit.</p> <p>The Charter of the AROC outlines its risk management framework, outlining its duties and responsibilities in relation to enterprise risk management. The duties and responsibilities of the AROC in relation to ERM shall be as follows:</p> <ul style="list-style-type: none"> a. Provide guidance and ensure that the CEO of the Company, who shall be the ERM Head, or in his absence, the Company's Chief Financial Officer, has established an effective and sustainable ERM Framework; b. Develop methodologies, and define the boundaries and limits that clearly exclude behaviors and actions that are unacceptable from a risk-reward perspective; c. Evaluate the risk appetite and risk tolerance levels of the Company and its operating units, to ensure that these levels are commensurate to a well-founded risk-reward strategy; 	
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		<ul style="list-style-type: none"> d. Oversee the effectiveness and sustainability of the Company's ERM Framework as a whole, taking into consideration the critical, imminent, and emerging risks in the Company's internal and external operating environments; e. Periodically review (at least annually) the ERM Framework and its implementation to make sure that the ERM Framework is communicated throughout the Company so that this will be embedded as part of the Company's corporate culture; f. encourage growth and innovation without creating unacceptable exposure to risks, and ensure that performance measures and targets do not encourage excessively risky behavior; g. Promote an enterprise-wide view of risks, rather than a narrow unit or functional view, when selecting strategies to optimize risk and reward for the enterprise as a whole; h. Oversee the development, maintenance, and continuous improvement of the policies, procedures, and systems intended to manage security risks, which include both physical assets and information technology systems risks, and shall cover disaster recovery and business continuity capabilities against such security risks; 	
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		<p>i. Obtain assurance from the CEO that effective internal controls and checks and balances are in place in high-risk areas;</p> <p>j. Delegate to management certain authorities in the interest of instituting an efficient and responsive risk management infrastructure; and</p> <p>k. Perform other roles and responsibilities as the Board may deem appropriate in order to comply with existing and future laws, rules, and regulations issued by the national and local government units and agencies.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Enterprise Risk Management Program Manual https://creit.com.ph/assets/Pdf/CREIT-Enterprise-Risk-Management-Program-Manual-clean.pdf CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.3, p. 4) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf 	
Recommendation 2.12			
<p>1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.</p>	<p>Compliant</p>	<p>The Charter of the Board of Directors of CREIT is published in its website under Annex "A" of the CG Manual:</p>	

2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf	
3. Board Charter is publicly available and posted on the company's website.	Compliant	The Charter outlines the roles, responsibilities and accountabilities of the members of the Board and further provides for provisions on strengthening Board ethics, competence, and commitment, and annual self-assessment.	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	The Company, being a publicly listed company, has a clear insider trading policy, as published in the CREIT website: https://creit.com.ph/assets/Pdf/Policy-on-Insider-Trading.pdf .	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	It is the policy of the Company, as disclosed in its Related Party Transactions Policy, to prohibit the grant of personal loans, advances, guarantees, and securities, in any manner, to its Directors and/or officers, including their spouse and other dependents. <i>Reference</i> <ul style="list-style-type: none"> Replate Party Transactions Policy (Clause V (8), p. 7) https://creit.com.ph/assets/Pdf/Related-Party-Transactions-Policy.pdf 	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	The Company's Related Party Transactions Policy discloses the types of transactions and decisions that require approval of the Board of Directors. <i>References</i>	

		<ul style="list-style-type: none"> Replate Party Transactions Policy (Clause VIII (8), pp. 9 – 10) https://creit.com.ph/assets/Pdf/Related-Party-Transactions-Policy.pdf <p>In addition, aside from the types of corporate decisions required by law to be approved by the Board, the CG Manual, including all the Charters of the Committees, further discloses these corporate decisions that require Board approval.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf 	
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Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>The CG Manual enumerates all the board committees established by the Company to aid in the optimal performance of the Board's functions, roles, and responsibilities. The Company's website also provides for the brief role and function of each board committee.</p> <p><i>References</i></p> <ul style="list-style-type: none"> CG Manual (Please see annexes for specific charters of the board committees) 	
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		https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf <ul style="list-style-type: none"> Company website (Board Committees) https://creit.com.ph/corporate-governance/board-committees/ 	
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>	Compliant	<p>Pursuant to the CG Manual, the Board, through the AROC shall perform oversight activities over the Company's financial reporting procedure, system of internal controls, and audit process.</p> <p>The AROC also has the power to recommend and approve the appointment, reappointment, removal, and fees of the external auditor which shall be approved by the Board and ratified by the shareholders.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2, pp. 2 – 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf 	
<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>	Compliant	<p>For the year 2023, the AROC is composed of three (3) non-executive independent directors. The members of the AROC are as follows:</p> <ol style="list-style-type: none"> Leonilo G. Coronel (Chairman)* - Non-Executive Independent Director 	

		<p>2. Emmanuel G. Herbosa (Chairman)** - Non-Executive Independent Director</p> <p>3. Jose M. Layug, Jr. - Non-Executive Independent Director</p> <p>4. Elizabeth Anne C. Uychaco - Non-Executive Independent Director</p> <p>*Resigned effective August 7, 2023 **Appointment effective November 9, 2023</p> <p>The qualification and further information on the AROC members are disclosed in the 2023 Annual Report.</p> <p>Reference</p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 51, 56 - 57 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
<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>The background of all members of the AROC can be found in the 2023 Annual Report of the Company, as published in the Company's website.</p> <p>Reference</p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 53 – 55 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
<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>Mr. Leonilo G. Coronel and Mr. Emmanuel G. Herbosa, who both served as Chairman of the AROC, are not Chairmen of the Board or of any</p>	

		<p>other committee, as disclosed in the 2023 Annual Report.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 51, 57 – 58 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
Supplement to Recommendation 3.2			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Under the Charter of the AROC in the CG Manual, the AROC recommends and approves appointment, reappointment, removal, and fees of the external auditor which shall be approved by the Board and ratified by the shareholders, which includes the approval or disapproval as well of the services rendered by the external auditor. It further has the duty to perform oversight activities over the Company's internal and external auditors. Specifically, Clause 3.2 (g) of the AROC Charter states that the AROC shall evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the Company's overall consultancy expenses.</p> <p>For year 2022, the Company has not engaged its external auditors to conduct non-audit services.</p> <p><i>Reference</i></p>	

		<ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2 (b, c, g), pp. 2 – 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf 	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	<p>The AROC conducts regular meetings with the external auditor without anyone from management.</p> <p>Please refer to Annex "C" for the certification from the Corporate Secretary.</p>	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	<p>The AROC had four (4) meetings in 2023, as disclosed in the Company's 2023 Annual Report.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), p. 57 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>Under the Charter of the AROC, the AROC shall perform oversight activities over the Company's internal and external auditors. As such, the Audit Committee also approves the appointment and removal of the internal auditor, which internal audit function is being performed by the Company's Senior Manager of Finance & Accounting.</p> <p><i>Reference</i></p>	

		<ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2 (b), pp. 2 – 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf 	
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Recommendation 3.3

<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 Company established an Environmental, Social, and Governance Committee ("ESGC") tasked with the development and implementation of corporate governance principles and policies and the adoption and implementation of approaches in addressing the Company's ESG commitments.</p> <p>The Company also established a Nomination, Compensation, and Personnel Committee ("NCPC"), the committee that handles the nomination process and candidate evaluation for potential members of the Board. Said process is published in CREIT's website.</p> <p>Together, the ESGC and NCPC handles the continuing training of the directors and employees of the Company.</p> <p><i>References</i></p> <ul style="list-style-type: none"> CG Manual (Annex "F" – Charter of the Environmental, Social, and Governance Committee, Clause 3.2 (d), p. 2) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-Environmental-Social-and-Governance-Committee.pdf 	
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		<ul style="list-style-type: none"> CG Manual (Annex "E" – Charter of the Nomination, Compensation, and Personnel Committee, Claus 3.2 (a), p. 2) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Nomination-Compensation-and-Personnel-Committee.pdf 	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Not compliant</p>		<p>For the year 2023, the ESGC is composed of composed of one (1) independent director, one (1) executive director, and (1) non-executive director. The members of the ESGC are as follows:</p> <ol style="list-style-type: none"> Pacita U. Juan (Chairman) - Non-Executive Independent Director Oliver Y. Tan - Executive Director Manuel Louie B. Ferrer - Non-Executive Director <p>The qualification and further information on the ESGC members are disclosed in the 2023 Annual Report.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 56 - 57

			https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	The Chairman of the ESGC is Ms. Pacita U. Juan, CREIT's independent director, as disclosed in the 2023 Annual Report. <i>Reference</i> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 56 - 57 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Not compliant		The ESGC did not meet in 2023, as disclosed in the 2023 Annual Report. <i>Reference</i> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), p. 58 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should	Compliant	The Company established the Audit and Risk Oversight Committee ("AROC") responsible for	

<p>be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>		<p>the oversight of the company's ERM system. Its duties and responsibilities in relation to ERM are outlined in the AROC Charter.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.3, p. 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf 	
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Compliant</p>	<p>For the year 2023, the AROC is composed of three (3) non-executive independent directors. The members of the AROC are as follows:</p> <ol style="list-style-type: none"> Leonilo G. Coronel (Chairman)* - Non-Executive Independent Director Emmanuel G. Herbosa (Chairman)** - Non-Executive Independent Director Jose M. Layug, Jr. - Non-Executive Independent Director Elizabeth Anne C. Uychaco - Non-Executive Independent Director <p>*Resigned effective August 7, 2023 **Appointment effective November 9, 2023</p> <p>The qualification and further information on the AROC members are disclosed in the 2023 Annual Report.</p> <p><i>Reference</i></p>	

		<ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 51, 56 - 57 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.	Compliant	<p>Mr. Leonilo G. Coronel and Mr. Emmanuel G. Herbosa, who both served as Chairman of the AROC, are not Chairmen of the Board or of any other committee, as disclosed in the 2023 Annual Report.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 51, 57 – 58 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>Under the CG Manual, the Audit and Risk Oversight Committee (“AROC”) shall perform the risk management function and the internal and external audit function of the Board. Under the AROC Charter, the AROC shall have at least 3 members composed of Directors who shall preferably have accounting and finance backgrounds. As part of the members’ extensive experience in finance also comes their corollary experience in identifying risks and its proposed mitigants.</p> <p><i>Reference</i></p>	

		<ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 2.1, p. 1) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf <p>The background of all members of the AROC can be found in the 2023 Annual Report of the Company, as published in the Company's website. Furthermore, the AROC's current Chairman, Mr. Emmanuel G. Herbosa has extensive experience in finance and risk management as he served as chairman and director in multiple financial institutions such as the Development Bank of the Philippines and the Bank of Commerce.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 53 – 55 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
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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 Board established the Related Party Transactions Review and Compliance Committee ("RPTGCC") tasked with reviewing all material related party transactions of the Company. The powers and responsibilities of the RPTGCC. Its functions, powers, duties, and responsibilities are outlined in the Charter of the RPTGCC, Annex "D" of the CG Manual.</p> <p><i>Reference</i></p>	
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		<ul style="list-style-type: none"> CG Manual (Annex "D" – Charter of the Replated Party Transaction Review and Compliance Committee, Clause 3, pp. 2 – 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Related-Party-Transaction-Review-and-Compliance-Committee.pdf 	
<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>For the year 2023, the RPTRCC is composed of three (3) non-executive independent directors. The members of the RPTRCC are as follows:</p> <ol style="list-style-type: none"> 1. Jose M. Layug, Jr. (Chairman) - Non-Executive Independent Director 2. Elizabeth Anne C. Uychaco - Non-Executive Independent Director 3. Leonilo G. Coronel* - Non-Executive Independent Director 4. Emmanuel G. Herbosa** - Non-Executive Independent Director <p>*Resigned effective August 7, 2023 **Appointment effective November 9, 2023</p> <p>The qualification and further information on the RPTRCC members are disclosed in the 2023 Annual Report.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 56 - 57 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	

Recommendation 3.6

1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	The CG Manual has, as its attachments, the Charters of all established Board Committees. All the Charters provide for a performance evaluation provision where the Committee "shall review its performance annually with respect to the fulfillment of its duties, functions, and responsibilities, as mandated by the Charter."	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant	<p>The CG Manual and the annexed Committee Charters were fully disclosed on the company's website.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ 	

Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>The Directors actively participate and attend all meetings of the Company. For those meetings held through tele-/videoconferencing, the same is conducted in accordance with the rules and regulations of the Commission.</p> <p>Sample Minutes of the Board Meeting showing compliance to this recommendation:</p>	
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		<p>2023 CREIT Minutes of Regular Board (09 Nov 2023).pdf</p> <p>Reference</p> <ul style="list-style-type: none"> By-Laws, Article III, Section 7 https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf <p>The 2023 Annual Report contains information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p>Reference</p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 56 - 58 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	The members of the Board are provided with materials relevant for the meeting within five (5) days prior to the Board and Committee meeting, as earlier disclosed herein and as stated in the CG Manual.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>A review of the minutes of the meeting reflects the rich exchange done during the Board and Committee meetings.</p> <p>The corresponding minutes of meetings shall be made available upon validation and request for inspection.</p>	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have	Compliant	Under the Charter of the Board of Directors, a non-executive director may concurrently serve as Directors in a maximum of five (5) publicly-listed	

<p>sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>		<p>corporations to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p> <p>The Company's independent/non-executive directors are compliant with this policy.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex "A" – Charter of the Board of Directors, Article II, Section 2, p. 2) https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ <p>The list of directorships of the company's directors in both listed and non-listed companies are disclosed in the Company's 2023 Annual Report.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 53 - 55 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
Recommendation 4.3			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Compliant</p>	<p>The Charter of the Board of Directors in the CG Manual provides that it shall be the duty of the incumbent director to notify the Board that he/she is being nominated or about to be elected as a director of another company.</p> <p><i>Reference</i></p>	

		<ul style="list-style-type: none"> CG Manual (Annex "A" – Charter of the Board of Directors, Article X, Section 4, p. 11) https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ 	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	<p>The sole Executive Director of the Company, Mr. Oliver Y. Tan, does not serve in more than two boards of listed companies outside of the group.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 53 - 54 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	<p>Section 7, Article III of the Company's Amended By-Laws, the Board shall meet at least once every calendar quarter.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> By-Laws. Section 7, Article III https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf <p>For year 2023, the Company scheduled the board of directors' meetings before the start of the financial year, as certified by the Corporate Secretary in herein Annex "D".</p>	
3. Board of directors meet at least six times during the year.	Not Compliant		The Board met five (5) times in 2023, as disclosed

			<p>in the Company's 2023 Annual Report.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), p. 56 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf
<p>4. Company requires as minimum quorum of at least 2/3 for board decisions.</p>	<p>Not Compliant</p>		<p>Article III, Section 9 of the By-Laws provide that "at any meeting of the Board of Directors, majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of business, and every decision of at least a majority of the directors present shall be valid as a corporate act, except for the (a) election of officers which shall require the vote of a majority of all the members of the Board of Directors; (b) related party transactions defined under the REIT Act and declaration for stock dividends which shall</p>

			<p>require the vote of majority of all members of the Board of Directors and the unanimous vote of all independent Directors."</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> By-Laws, Article III, Section 9 https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf
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Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Compliant</p>	<p>The Company has three (3) Independent Directors, as published in its website.</p> <p><i>References</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), p. 52 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf Company website https://creit.com.ph/about-us/board-of-directors-management-team-and-executive-officers/ 	
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Recommendation 5.2

<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>The qualifications and disqualifications of independent directors are outlined in the By-Laws of the Company and is yearly published in the procedure for submission of nomination for Directors.</p> <p><i>References</i></p> <ul style="list-style-type: none"> • By-Laws, Article III, Section 4 https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf • CG Manual (Annex "A" – Charter of the Board of Directors, Article II, pp. 1 – 4) https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ • Company website https://creit.com.ph/about-us/board-of-directors-management-team-and-executive-officers/ • Submission of the Nomination of Directors https://creit.com.ph/assets/Pdf/CREIT-2023-ASM-Submission-of-Nominations-for-Directors.pdf 	
<p>Supplement to Recommendation 5.2</p>			
<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>A certification by the Corporate Secretary attesting to this is herein issued and attached as Annex "E".</p>	
<p>Recommendation 5.3</p>			

<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Compliant</p>	<p>As stated in the CG Manual of the Company and as disclosed in the preceding Recommendations herein, the Company has a policy that independent directors shall serve for a cumulative term of nine years.</p> <p>As of date, none of the Company's independent directors have served for a cumulative term of nine years.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex "A" – Charter of the Board of Directors, Article II, Section 3, p. 2) https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ 	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>Compliant</p>	<p>As stated in the CG Manual of the Company, the Company has a policy that independent directors shall serve for a maximum cumulative term of nine years. Thereafter, he/she shall no longer be eligible for election as an independent director.</p> <p><i>References</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (1) (b) paragraph 3, p. 9) https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ CG Manual (Annex "A" – Charter of the Board of Directors, Article II, Section 3, p. 2) 	

		https://creit.com.ph/corporate-governance/manual-of-corporate-governance/	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	<p>Although this has not happened yet for CREIT, this is the policy of the Company, as outlined in the CG Manual, Clause VI (1) (b) paragraph 3, page 9, stating thus:</p> <p>"The Board's Independent Directors shall serve for a maximum cumulative term of nine (9) years, whether cumulative or intermittent, provided that the total years served does not exceed the nine-year term limit. After which, the Independent Director shall be perpetually barred from re-election as such in the Company, but may continue to qualify for nomination and election as a non-Independent Director. In the instance that the Company wants to retain an Independent Director who has served for nine (9) years, the Board shall provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting."</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Clause VI (1) (b) paragraph 3, p. 9 https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ 	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Chairman: Edgar B. Saavedra Chief Executive Officer: Oliver Y. Tan	

		<p><i>References</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), p. 52 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf Company website https://creit.com.ph/about-us/board-of-directors-management-team-and-executive-officers/ 	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>The Charter of the Board of Directors provides that the roles of Chairman and President/CEO should, as much as practicable, be separate to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex "A" – Charter of the Board of Directors, Article V, Section 3, p. 5) https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ <p>The Chairman's primary duties and responsibilities are enumerated in Article IX, Section 1 of the Charter of the Board of Directors (Annex "A") in the CG Manual and its Amended By-Laws under Article V, Section 2.</p> <p><i>References</i></p> <ul style="list-style-type: none"> By-Laws, Article V, Section 2 	

		<p>https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf</p> <ul style="list-style-type: none"> CG Manual (Annex "A" – Charter of the Board of Directors, Article IX, Section 1, pp. 10 – 11) <p>https://creit.com.ph/corporate-governance/manual-of-corporate-governance/</p> <p>Meanwhile, the functions of the President/Chief Executive Officer are enumerated in Article V, Section 3 of the Amended By-Laws.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> By-Laws, Article V, Section 3 <p>https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf</p>	
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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>Leonilo G. Coronel* was appointed lead director and is a member of three Board committees.</p> <p>*Resigned effective August 7, 2023</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex "A" – Charter of the Board of Directors, Article IX, Section 2, p. 11) <p>https://creit.com.ph/corporate-governance/manual-of-corporate-governance/</p>	
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Recommendation 5.6

<p>2. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>There have been no cases of directors with material interest in any transaction affecting the Company.</p> <p>The Company has a Policy on Conflict of Interest which outlines procedures to identify and avoid conflicts of interests and how to deal with it, if any.</p> <p>Further, the Company's Related Party Transactions Policy also states that directors with personal interest in a related party transaction should abstain from participating in the discussions and voting on the same.</p> <p><i>References</i></p> <ul style="list-style-type: none"> • Policy on Conflict of Interest https://creit.com.ph/assets/Pdf/Policy-on-Conflict-of-Interests.pdf • Related Party Transactions Policy, Claus VIII (6), p. 10 https://creit.com.ph/assets/Pdf/Related-Party-Transactions-Policy.pdf 	
<p>Recommendation 5.7</p>			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.</p>	<p>Compliant</p>	<p>The Audit and Risk Oversight Committee which is 100% composed of independent directors, and chaired by the lead director, meets once every quarter with Isla Lipana & Co., CREIT's external auditor together with CREIT's CFO who heads the internal audit to discuss the quarterly financials of the Company.</p>	
<p>2. The meetings are chaired by the lead independent director.</p>	<p>Compliant</p>	<p>A Certification attesting to this is herein attached as Annex "C".</p>	

Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Not compliant		<p>Oliver Y. Tan is a former CEO of the Company having been elected as CEO of CREIT on 25 May 2021, as disclosed the Company's 2021 Minutes of the Annual Stockholders Meeting. Oliver Y. Tan remains to be a director of the Company.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> 2021 Minutes of the Annual Stockholders Meeting https://creit.com.ph/assets/Pdf/20210526-EPRRI-ASM_Rev-1.pdf

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	<p>The Board conducts an annual review of its performance, including assessment for individual directors, independent directors, the Chairman, and all board committees, through self-assessment.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual, Clause VI (6), p. 17 – 18) 	
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		

		https://creit.com.ph/corporate-governance/manual-of-corporate-governance/	
5. Every three years, the assessments are supported by an external facilitator.	Compliant	This Recommendation is not yet applicable since the CG Manual, which provides for self-assessment of the Board and the Committees, was only adopted by the Board on July 26, 2021. We have yet to breach the three (3)-year mark. However, in pursuit of good corporate governance practice and in compliance with our CG Manual, the Company intends to conduct the self-assessment with an external facilitator by 2024.	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	As previously mentioned, the performance assessment is done through self-assessment, with the basis of the minimum performance and minimum criteria for the said performance are those outlined in the CG Manual, By-Laws, mission and vision, and the values of the Company.	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p>The Company opens its communications and channels for feedback of shareholders on any matters involving the performance of the Company and of the Board, individual directors, and committees. Any questions or feedbacks are usually addressed by Management during the Analysts/Investors Briefing.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual, Clause VI (6), p. 17 – 18) <p>https://creit.com.ph/corporate-governance/manual-of-corporate-governance/</p>	

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	<p>Please refer to the Code of Business Conduct and Ethics adopted by the entire Citicore group of companies, including CREIT.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Code of Business Conduct https://creit.com.ph/assets/Pdf/CPI-Code-of-Business-Conduct-.pdf 	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	<p>The Code Business Conduct and Ethics of the Citicore group of companies is properly disseminated to CREIT's Board of Directors, senior management, and employees.</p> <p>This is published in the CREIT website and a print-out copy is available per department.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Code of Business Conduct https://creit.com.ph/assets/Pdf/CPI-Code-of-Business-Conduct-.pdf 	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<p>The Code Business Conduct and Ethics of the Citicore group of companies which was adopted by CREIT is available to the public through the company website.</p> <p><i>Reference</i></p>	

		<ul style="list-style-type: none"> Code of Business Conduct https://creit.com.ph/assets/Pdf/CPI-Code-of-Business-Conduct-.pdf 	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	<p>It is the policy of the Company to “always conducts its business in an ethical manner, in compliance with applicable laws, rules, and regulations, especially those against bribery and corruption of public officers. As such, the Company will not tolerate any act of bribery, corruption, or unethical practices of any kind, whether taken directly or on its behalf, that would result in the violation of the Company's policies and/or the applicable anti-bribery laws. Failure to comply with these laws and/or these policies will not only lead to grave consequences such as termination of employment and/or severance of the business relations, but will also entail civil and/or criminal penalties.”</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Code of Business Conduct, Clause IV (<i>Bribery and Corruption</i>), p. 4 https://creit.com.ph/assets/Pdf/CPI-Code-of-Business-Conduct-.pdf 	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	<p>The Code of Business Conduct also provides for reporting mechanism for violations of that code. A compliance Procedure is also outlined under Clause IX therein.</p> <p><i>Reference</i></p>	
2. Board ensures the proper and efficient implementation and monitoring of	Compliant		

compliance with company internal policies.		<ul style="list-style-type: none"> Code of Business Conduct, Clause IX (<i>Compliance Procedures</i>), p. 8 https://creit.com.ph/assets/Pdf/CPI-Code-of-Business-Conduct-.pdf 	
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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>	<p>Compliant</p>	<p>The Company's CG manual establishes corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations, and which could affect its viability or the interests of the stockholders.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual, Clause VII, Item 8 on Enhancing Company Disclosure Policies and Procedures, pp. 18 – 19. https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ 	
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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>	<p>Compliant</p>	<p>Please refer to our timely disclosures in PSE EDGE with their corresponding dates disclosed.</p> <p>The 2023 Audited Financial Statements ("AFS") were disclosed to the SEC and PSE as an attachment to the Company's 2023 Annual Report. The 2023 Annual Report, along with the 2023 AFS, was submitted within 90 days (April 2, 2024) from end of fiscal year (December 31, 2023).</p>	
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		<p>References</p> <ul style="list-style-type: none"> • PSE Edge Website https://edge.pse.com.ph/openDiscViewer.do?edge_no=d633e348beacdb69abca0fa0c5b4e4d0 • 2023 Annual Report (Exhibit “2” – Annual Financial Statements and Schedules) https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf <p>2023 Quarterly reports to SEC and PSE were submitted within 45 days from quarter-end.</p> <p>References</p> <ul style="list-style-type: none"> • PSE Edge Website https://edge.pse.com.ph/openDiscViewer.do?edge_no=8c8a675baf8915379e4dc6f6c9b65995 • https://edge.pse.com.ph/openDiscViewer.do?edge_no=30920b7a7b42f7f39e4dc6f6c9b65995 • https://edge.pse.com.ph/openDiscViewer.do?edge_no=7f9b6fef3b6ddab09e4dc6f6c9b65995 • 2023 Quarterly Reports in Company Website https://creit.com.ph/assets/Pdf/CREIT.-1Q-2023-SEC-17Q-Package.-2023-05-15-1.pdf 	
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		https://creit.com.ph/assets/Pdf/CREIT.-FIN.-17Q-SEC-Package-June-30.-2023-08-11.pdf https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-Sep-30-17Q-SEC-Package.-2023-11-14v2.pdf	
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.	Compliant	Please refer to: 2023 Annual Report, Item 11 on the security ownership of certain beneficial owners and management, pages 60 – 61. <i>Reference</i> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 60 – 61 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	It is the policy of the Company to require all Directors and officers to disclose or report to the Company any dealings in the Company's shares within three (3) business days. This is stated in the CG Manual, Clause VII (8) (ii). <i>Reference</i> <ul style="list-style-type: none"> CG Manual, Clause VII, (8) (ii), p. 18. https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ 	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<ul style="list-style-type: none"> CG Manual, Clause VII, (8) (ii), p. 18. https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ In compliance with PSE requirements, all dealings of Directors and Principal Officers are required to be disclosed/reported within five (5) trading days.	

		<p><i>Reference</i></p> <ul style="list-style-type: none"> PSE Edge Website – Sample Disclosure of PSE Form 13.1 https://edge.pse.com.ph/openDiscViewer.do?edge_no=3e092d765c734d779e4dc6f6c9b65995 <p>Further, in compliance with SEC and PSE requirements, all dealings of Directors, Principal Officers, and Controlling Shareholders are required to be disclosed/reported within the first ten (10) calendar days after the close of each month.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> PSE Edge Website – Sample Disclosure of SEC Form 23-B https://edge.pse.com.ph/openDiscViewer.do?edge_no=948a3841cf08e923abca0fa0c5b4e4d0 	
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>As stated in the above response to Recommendation 8.2, it is the policy of the Company to require all Directors and officers to disclose or report to the Company any dealings in the Company's shares within three (3) business days.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual, Clause VII, (8) (ii), p. 18. 	

		<p>https://creit.com.ph/corporate-governance/manual-of-corporate-governance/</p> <p>In compliance with PSE requirements, all dealings of Directors and Principal Officers are required to be disclosed/reported within five (5) trading days.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> • PSE Edge Website – Sample Disclosure of PSE Form 13.1 https://edge.pse.com.ph/openDiscViewer.do?edge_no=3e092d765c734d779e4dc6f6c9b65995 <p>Further, in compliance with SEC and PSE requirements, all dealings of Directors, Principal Officers, and Controlling Shareholders are required to be disclosed/reported within the first ten (10) calendar days after the close of each month.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> • PSE Edge Website – Sample Disclosure of SEC Form 23-B https://edge.pse.com.ph/openDiscViewer.do?edge_no=948a3841cf08e923abca0fa0c5b4e4d0 <p>Shareholdings of Directors and Management are disclosed in the 2023 Annual Report.</p> <p><i>Reference</i></p>	
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		<ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 60 – 61 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
Recommendation 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	Compliant	<p>Please see Company website for the background and qualifications:</p> <p>https://creit.com.ph/about-us/board-of-directors-management-team-and-executive-officers/</p> <p>Please also refer to the Company's 2023 Annual Report.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 53 – 55 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	Compliant	<p>Please see Company website for key executives' qualifications and backgrounds:</p> <p>https://creit.com.ph/about-us/board-of-directors-management-team-and-executive-officers/</p> <p>Please also refer to the Company's 2023 Annual Report.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 55 – 56 	

		https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	<p>Article III, Section 11 of the By-Laws discloses the procedure for the remuneration of the Board. This is supplemented by the Charter of the Nomination, Compensation, and Personnel Committee ("NCPC").</p> <p><i>References</i></p> <ul style="list-style-type: none"> By-Laws, Article III, Section 11 https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf CG Manual (Annex "E" – Charter of the Nomination, Compensation, and Personnel Committee, Clause 3.1 (c), p. 2, Clause 3.2 (g), p. 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Nomination-Compensation-and-Personnel-Committee.pdf 	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	<p>See: Annex "E": Charter of the NCPC, CG Manual, Clause 3.1 (c), p. 2, Clause 3.2 (f) (h), p. 3)</p> <p>https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Nomination-Compensation-and-Personnel-Committee.pdf</p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	<p>See: Annex "E": Charter of the NCPC, CG Manual, Clause 3.1 (c), p. 2, Clause 3.2 (h), p. 3)</p>	

		https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Nomination-Compensation-and-Personnel-Committee.pdf In addition, the Company discloses remuneration on an individual basis, including termination and retirement provisions, given the confidential nature of remuneration.	
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	Please see RPT Policy, as published in the CREIT website: https://creit.com.ph/assets/Pdf/Related-Party-Transactions-Policy.pdf	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Information on all RPTs for the previous year are disclosed under Note 12 of CREIT's 2023 Audited Financial Statements which forms part of the Company's Annual Report as Exhibit "2" disclosed to the SEC and PSE. <i>Reference</i> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), Exhibit "2" https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Please see Clause 4 of CREIT's Policy on Conflict of Interests, as published in the CREIT website: https://creit.com.ph/assets/Pdf/Policy-on-Conflict-of-Interests.pdf	

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>Please see CREIT'S RPT Policy, as published in the CREIT website:</p> <p>https://creit.com.ph/assets/Pdf/Related-Party-Transactions-Policy.pdf</p> <p>Also please refer to the 2023 Annual Report, on 'Certain Relationship and Related Transactions'.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), p. 62 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
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>Pursuant to SEC and PSE rules and regulations, the Company is required to promptly disclose to the public any material fact or information which may reasonably be expected to materially affect market activity and price of the Company's shares. This necessarily includes acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders</p> <p>Please refer to our sample disclosure on this matter in the PSE Edge:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=d3f04d14c0b055f8abca0fa0c5b4e4d0</p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction</p>	<p>Compliant</p>	<p>Under Clause 3.2 (g), Charter of the RPTCC, Annex "D" of the CG Manual, the Board, through the</p>	

<p>price on the acquisition or disposal of assets.</p>		<p>RPTRCC, shall “ensure that any acquisition or disposition of real estate assets and property or share swaps or similar transactions is accompanied by a fairness opinion by an independent appraiser done in accordance with the valuation methodology prescribed by the SEC.”</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex “D” – Charter of the Replated Party Transaction Review and Compliance Committee, Clause 3.2 (g), p. 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Related-Party-Transaction-Review-and-Compliance-Committee.pdf <p>The Board likewise approved a Policy on Acquisitions, disclosed in the CREIT website, which outlines the guidelines for preparation of valuation report by its independent property valuer. The Company’s Independent property valuer for 2023 is Cuervo Appraisers, Inc.</p> <p>See: https://creit.com.ph/assets/Pdf/Policy-on-Acquisitions.pdf</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>Material transactions that may have an impact on the control, ownership, and strategic direction of the Company are promptly disclosed in the PSE Edge and may be accessed at: https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=691</p>	

		<p>Moreover, the Company has provided in the 2023 Annual Report (or SEC Form 17-A) that there is no voting trust arrangement executed among the holders of five percent (5%) or more of the issued and outstanding shares of common stock of CREIT.</p> <p>Furthermore, there are no arrangements entered into by CREIT or any of its stockholders which may result in a change of control of CREIT.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), p. 61 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p>The Manual on Corporate Governance contains CREIT's corporate governance policies, programs, and procedures.</p> <p>It was submitted to the SEC and the PSE in February 2022.</p> <p>Please see the Manual on Corporate Governance:</p> <p>https://creit.com.ph/corporate-governance/manual-of-corporate-governance/</p>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	It is the policy of the Company to submit to SEC and PSE any updates on the CG Manual and disclose any changes in its corporate	

		governance practice. To date, we confirm that there are no changes. Should there be any, this fact will be timely disclosed.	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant	Please refer to the Annual Report which discloses all of the foregoing:	
a. Corporate Objectives		https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf	
b. Financial performance indicators			
c. Non-financial performance indicators			
d. Dividend Policy			
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors			
f. Attendance details of each director in all directors meetings held during the year			
g. Total remuneration of each member of the board of directors			
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	The Annual Report provides that, "It is the firm belief of CREIT that an organization that faithfully practices and implements the core principles of good corporate governance such as honesty, integrity, fairness, accountability, and transparency will, more often than not, outperform and outshine its competitors. Thus,	

		<p>CREIT is in full compliance with the rules and regulations of SEC, PSE, and all other relevant rules and regulations, especially those involving public-listed companies.”</p> <p>Please refer to the Annual Report, Part IV, Item 13, p. 62:</p> <p>https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf</p>	
<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 Annual Report provides that, “CREIT is exposed to a variety of financial risks in relation to its financial instruments. Its risk management is coordinated with the Board of Directors and focuses on actively securing CREIT's short to-medium term cash flows by minimizing the exposure to financial markets.</p> <p>CREIT does not engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which it is exposed to are market risk, credit risk and liquidity risk.”</p> <p>Please refer to the Annual Report, pages 50-51 on the discussion on risk management systems:</p> <p>https://creit.com.ph/assets/Pdf/CREIT.-FY2022-SEC-17-A-Package.-2023-03-28-1.pdf https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf</p>	
<p>4. The Annual Report/Annual CG Report contains a statement from the board of</p>	<p>Compliant</p>	<p>The Annual Report provides that “The Company's management team comprises individuals who</p>	

<p>directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.</p>		<p>have spent their careers in the Philippine solar power industry and have gained valuable experience as long-time employees of the Citicore Group. Combining leading-edge technology innovation with prudent and effective risk management practices, the Citicore Group manages a portfolio of solar power plants and development. "</p> <p>Please refer to the Annual Report, page 14 on the statement that the Company has prudent and effective risk management practices:</p> <p>https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.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>Please refer to pages 17-22 of the Annual Report, on the 'risks relating to the Company':</p> <p>https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf</p>	
<p>Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.</p>			
<p>Recommendation 9.1</p>			
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<p>This process is outlined in the page 19 of the CG Manual, which states that: "The AROC shall have a robust process for approving and recommending the appointment, reappointment, removal, and payment of fees of the Company's external auditor. Such appointment, reappointment, removal, and</p>	

		<p>payment of fees of the external auditor will be recommended by the AROC, approved by the Board, and ratified by the shareholders. For removal of the Company's external auditor, the reasons for removal or change will be disclosed to the regulators and the public through the Company's website and required disclosures."</p> <p><i>References</i></p> <ul style="list-style-type: none"> • CG Manual (Clause VII (9) (a) p. 19) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf • CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2 (c), p. 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf 	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p>Please see immediately preceding response. Please also refer to the Minutes of the 2023 Annual Stockholders Meeting for the the unanimous ratification by the shareholders of the reappointment of the Company's external auditor.</p> <p><i>References</i></p> <ul style="list-style-type: none"> • CG Manual (Clause VII (9) (a) p. 19) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf 	

		<ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2 (c), p. 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf Minutes of the 2023 Annual Stockholders Meeting https://creit.com.ph/assets/Pdf/Minutes-for-CREIT-2023-ASM.pdf 	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	<p>This policy is provided in Clause VII (9)(a), which states that "For removal of the Company's external auditor, the reasons for removal or change will be disclosed to the regulators and the public through the Company's website and required disclosures."</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Clause VII (9) (a) p. 19) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf <p>However, the Company has not experienced any removal of its external auditor. Thus, no need for such a disclosure so far.</p>	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Under Clause 3.2 (d), page 3 of the Charter of the Audit and Risk Oversight Committee ("AROC"), Annex "C" of the CG Manual, "The AROC shall review the external auditor's suitability and effectiveness on an annual basis and shall implement a policy of rotating the external auditor's lead audit partner every five (5) years".	

		<p>References</p> <ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2 (d), p. 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf 	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <p>i. assessing the integrity and independence of external auditors;</p> <p>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</p> <p>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>	Compliant	<p>This is outlined in in the CG Manual and the Charter of the AROC, in Annex "C" of the CG Manual.</p> <p>References</p> <ul style="list-style-type: none"> CG Manual (Clause VII (9) (b) p. 19) https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2, pp. 2 – 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf 	
<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>	Compliant	<p>This is outlined in in the CG Manual and the Charter of the AROC, in Annex "C" of the CG Manual.</p> <p>References</p> <ul style="list-style-type: none"> CG Manual (Clause VII (9) (b) p. 19) 	

		https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf <ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2, pp. 2 – 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf	
Supplement to Recommendations 9.2			
<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>	Compliant	<p>The AROC is tasked with evaluating the qualifications, performance, competence, and independence of the external auditors.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2, pp. 2 – 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	Compliant	<p>The AROC Charter, Clause 3.2 (d) provides that the AROC shall "assess, oversee, review, and monitor the external auditor's independence, integrity, and objectivity and shall ensure that the external auditor has adequate quality control procedures."</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2 (d), p. 3) 	

		https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	<p>There are no non-audit services performed by the external auditor. Thus, no need for disclosure.</p> <p>Please also see pages 51-52 of the Annual Report.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (SEC 17-A Form), pp. 51 – 52 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	<p>The AROC Charter, Clause 3.2 (d) provides that the AROC shall "assess, oversee, review, and monitor the external auditor's independence, integrity, and objectivity."</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2 (d), p. 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf 	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	The Company did not avail of non-audit services. It is the policy of the Company, however, that the AROC shall "evaluate and determine the non-	

		<p>audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the Company's overall consultancy expenses", as stated in Clause 3.2 (g), Annex "C" of the Charter of the AROC, CG Manual.</p> <p>Reference</p> <ul style="list-style-type: none"> CG Manual (Annex "C" – Charter of the Audit and Risk Oversight Committee, Clause 3.2 (g), p. 3) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf 	
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Additional Recommendation to Principle 9

<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	<p>Compliant</p>	<p>Please see the Company's Audited Financial Statements disclosing the following:</p> <ol style="list-style-type: none"> Name of the audit engagement partner: Pocholo C. Domondon; Accreditation number: SEC A. N. (Individual) as general auditors 108839-SEC, Category A valid to audit 2021 to 2025 financial statements; SEC A. N. (firm) as general auditors O142-SEC, Category A valid to audit 2020 to 2024 financial statements Name, address, contact number of the audit firm: Isla Lipana & Co ("PwC Philippines"), 29th Floor, Philamlife Tower, 8767 Paseo de Roxas, 1226, Makati City, Philippines; 02 8845 2806. 	
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		<p><i>Reference</i></p> <ul style="list-style-type: none"> Annual Report (Agreed-Upon Procedures Report on Final Progress Report on Use of Proceeds from the Listing of Citicore Energy REIT Corp.), p. 186 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 	
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).	Compliant	The whole firm of the Company's External Auditor, Isla Lipana & Co. ("PwC Philippines") was subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program. The inspection was done last 3 to 14 October 2022.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	<p>The Company has as its mission to be the foremost Energy REIT investment in the Philippines, delivering superior yields from a portfolio of sustainable prime land and solar assets.</p> <p>CREIT intends to deliver a sustainable investment platform with a renewable energy asset portfolio for shareholders and investors.</p> <p>Its mission, vision, and corporate social responsibility is outlined in the Annual Sustainability Report.</p> <p><i>Reference</i></p>	

		<ul style="list-style-type: none"> • 2022 Annual Sustainability Report, p. 5 https://creit.com.ph/assets/Pdf/CREIT-2022-Annual-Sustainability-Report.pdf 	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>Under the Annual Sustainability Report, the Company's sustainability approach is composed of five (5) pillars: (1) people; (2) product; (3) planet; (4) profit; and (5) Philippines. These reflect CREIT's priority to uphold ethical labor practices and care for its stakeholders, deliver exceptional returns to shareholders, promote environmental stewardship, and contribute to national development.</p> <p>CREIT shares the Citicore Group's commitment to sustainability. The Group designs and plans operations to ensure maximum land use, continually improve its environmental performance, and enhance projects and services' economic and social benefits across the entire business life cycle.</p> <p>CREIT's material topics were based on a review of its references containing information on positive and negative impacts that could directly affect the economy, environment, or society. These topics were assessed and aligned with the GRI Reporting Framework, ASEAN Green Bonds Standards, and UN SDGs.</p> <p>The material topics list shows the Company's far-reaching economic, environmental, and social impacts. It is crucial for CREIT to be a vertically integrated renewable energy company with the sponsor to manage better the impacts related to the material topics.</p>	

		<p>The Company continuously aims for a low-carbon and circular economy aligned with the Group's Environmental Management Policy. CREIT and its lessee's commitment to sustainable business operations are included in the list.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> 2022 Annual Sustainability Report, p. 25 https://creit.com.ph/assets/Pdf/CREIT-2022-Annual-Sustainability-Report.pdf 	
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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

<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 Company is committed to high standard of transparency and utilizes the following communication channels to ensure timely and accurate dissemination of information to shareholders and investors: website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, and Current reporting. All material information about CREIT is adequately and punctually disclosed in accordance with SEC and PSE disclosure rules.</p> <p><i>Reference</i></p> <ul style="list-style-type: none"> Company Website https://creit.com.ph/company-disclosures/sec-filings/ <p>The Company has a dedicated Investor Relations Office that provides briefings on the Company's</p>	
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		operational and financial results, developments, prospects, and growth.	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	Please refer to these links on the relevant company disclosures:	
a. Financial statements/reports (latest quarterly)		https://creit.com.ph/company-disclosures/sec-filings/	
b. Materials provided in briefings to analysts and media		https://creit.com.ph/investor-relations/ir-presentations/	
c. Downloadable annual report		https://creit.com.ph/company-disclosures/annual-stockholders-meeting/	
d. Notice of ASM and/or SSM		https://creit.com.ph/company-disclosures/notice-of-annual-or-special-stockholders-meetings/	
e. Minutes of ASM and/or SSM		https://creit.com.ph/company-disclosures/minutes-of-all-general-or-special-stockholders-meetings/	
f. Company's Articles of Incorporation and By-Laws		https://creit.com.ph/about-us/articles-of-incorporation-and-by-laws/	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	Please refer to CREIT website. CREIT website: https://creit.com.ph	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			

Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	Please refer to Article VIII of CREIT's Manual on Corporate Governance. CREIT website: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (pages 19 - 21)	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Please refer to Article VIII of CREIT's Manual on Corporate Governance. CREIT website: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (pages 19 - 21)	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	Please refer to Article VIII of CREIT's Manual on Corporate Governance as well as the Charter of the Audit and Risk Oversight Committee. CG Manual: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf ((pages 19 - 21) Annex "C" of the CG Manual, Clause 3 https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf	
Optional: Recommendation 12.1			
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.	Compliant	CREIT has a dedicated on-call and outsourced IT department in case of any disruption, cybersecurity, and recovery-related requests by the rest of the team.	

		With this governance process in place, the Company did not experience any detrimental IT disruption, cyber security, and IT disaster for 2023.	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	<p>Please refer to Article VII (9) of CREIT's Manual on Corporate Governance as well as the Charter of the Audit and Risk Oversight Committee.</p> <p>CG Manual: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf ((page 19)</p> <p>Annex "C" of the CG Manual, Clause 3.2 (b) https://creit.com.ph/assets/Pdf/CREIT-Charter-of-the-Audit-and-Risk-Oversight-Committee.pdf</p>	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>CREIT's Chief Finance Officer also functions as the Chief Audit Executive (CAE) who oversees and is responsible for the Internal Audit activity of the Company, including that portion that is outsourced to a third-party service provider.</p> <p>Profile of the Company's Chief Finance Officer: https://creit.com.ph/about-us/board-of-directors-management-team-and-executive-officers/officers/mia-grace-paula-s-cortez/</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.	Compliant	<p>Please refer to Article VIII (12) (c) of CREIT's Manual on Corporate Governance enumerating the responsibilities of the CAE.</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (pages 20 - 21)</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.	Compliant	The Company does not outsource internal audit activities. However, said function is performed by the Company's highly qualified Senior Manager of Finance & Accounting, who is assigned with the responsibility to manage the internal audit activity of the Company.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Please refer to the Charter of the Audit and Risk Oversight Committee (AROC) on the duties and responsibilities of the AROC in relation to enterprise risk management. Annex "C" of the CG Manual, Clause 3.3, p. 4: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (Annex "C")	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	In 2023, CREIT did not seek external technical support in risk management since the internal IT team is highly competent and able to handle risk management. In case the need arises moving forward, the Company would seek external technical support to ensure risk management.	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Non-Compliant		CREIT Board is yet to elect a Chief Risk Officer (CRO).
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-Compliant		CREIT Board is yet to elect a Chief Risk Officer (CRO).

Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Please refer to Annex "F" for a copy of the President and Chief Executive Officer attesting that that a sound internal audit, control and compliance system is in place and working effectively.	
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	Shareholders' rights are disclosed in Article IX of CREIT's Manual on Corporate Governance. CREIT website: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (pages 22 - 24)	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Shareholders' rights are disclosed in CREIT's website. CREIT website: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (page 22 - 24)	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	Section 7, Article II of CREIT's By-Laws provides: <i>"Section 7. <u>Manner of Voting</u>. Unless otherwise provided by law, each stockholder shall at every meeting of the stockholders be entitled to one vote, in person or by proxy, for each share held by such shareholder. At all meetings of the stockholders, all elections and all questions, except in cases where hereunder specified or where other provision is made by statute or by the Articles of Incorporation, shall be decided by the</i>	

		<p>majority vote of the stockholders present in person or by proxy, a quorum being present. Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him."</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf</p>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>CREIT has only one class of shares which is common. The rights of shareholders are outlined in its CG Manual and as such, is accorded utmost respect by the Board.</p> <p>CG Manual: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (pages 22 - 24)</p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Please refer to the procedure for voting and participation via remote communication. The voting system makes use of a website like that is secure and effective, which very efficiently tallies the votes for checking by the external auditor and for certifying by the Corporate Secretary upon confirmation.</p> <p>Procedure for Voting and Participation via Remote Communication: https://creit.com.ph/assets/Pdf/Procedure-for-Voting-and-Participation-via-Remote-Communication-v3.pdf</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.	Compliant	<p>As per the Company's By-Laws, under Article II, Sections 5 & 7, no meeting of the stockholders shall be competent to transact business, unless a majority of the outstanding capital stock is represented. The majority vote of the shares present or represented, provided there is a quorum, shall be required to carry a stockholders' action on any matter taken up during the meeting.</p> <p>Article II, Sections 5 & 7 of the By-Laws: https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf</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.	Compliant	<p>Under Article II, Section 2 of the Company's By-Laws, special meetings of the stockholders may be called by any of the following: (a) Board of Directors, at its own instance, or at the written request of stockholders representing at least 10% or more of the outstanding capital stock; or (b) by order of the President. Such call shall state the purpose or purposes of the meeting.</p> <p>Article II, Section 2 of the By-Laws: https://creit.com.ph/assets/Pdf/Amended-Bylaws-dated-05-Oct-2022-1.pdf</p>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>The Board is committed to protecting the rights of all its shareholders, whether of the majority or the minority. The Company's CG Manual outlines the protections accorded and respect required.</p>	

		CG Manual, Article IX: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Pursuant to Article IX (13) (iv) of CREIT's Manual on Corporate Governance:</p> <ol style="list-style-type: none"> 1. Shareholders shall have the right to receive dividends in accordance with law. 2. The Company shall distribute annually a total of at least ninety percent (90%) of its distributable income as dividends to its shareholders, not later than the last working day of the fifth (5th) month following the close of the fiscal year of the Company in accordance with the REIT Act. <p>The Company, by at least a majority of the Board, including the unanimous vote of all Independent Directors, may restrict the retained earnings and not distribute the same in case of circumstances enumerated under Section 42 of the Revised Corporation Code. Once the purpose of the restriction is accomplished, the Company shall immediately cancel the restriction and distribute the corresponding retained earnings upon majority vote of the members of the Board.</p> <ol style="list-style-type: none"> 3. The Company may declare either cash, property, or stock dividends. Provided that, in addition to the requirements of the Revised Corporation Code, the declaration of stock dividends must be approved by at least a majority of the entire membership of the Board, including the unanimous vote of all Independent Directors of the Company and subject to the approval of 	

		<p>the SEC within five (5) working days from receipt of the request for approval.</p> <p>CG Manual, Article IX (13) (iv): https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf</p> <p>CREIT declared cash dividends on the following dates in 2023:</p> <table border="1" data-bbox="1128 572 1794 823"> <thead> <tr> <th></th> <th>Declaration Date</th> <th>Record Date</th> <th>Payment Date</th> </tr> </thead> <tbody> <tr> <td>Q1</td> <td>March 22</td> <td>April 18</td> <td>May 15</td> </tr> <tr> <td>Q2</td> <td>May 10</td> <td>June 9</td> <td>July 6</td> </tr> <tr> <td>Q3</td> <td>Aug 9</td> <td>Sept 9</td> <td>Oct 4</td> </tr> <tr> <td>Q4</td> <td>Nov 9</td> <td>Dec 27</td> <td>Jan 22</td> </tr> <tr> <td>Special</td> <td>March 22</td> <td>April 18</td> <td>May 15</td> </tr> </tbody> </table> <p>Reference</p> <ul style="list-style-type: none"> Annual Report, p. 37 https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf 		Declaration Date	Record Date	Payment Date	Q1	March 22	April 18	May 15	Q2	May 10	June 9	July 6	Q3	Aug 9	Sept 9	Oct 4	Q4	Nov 9	Dec 27	Jan 22	Special	March 22	April 18	May 15	
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Q4	Nov 9	Dec 27	Jan 22																								
Special	March 22	April 18	May 15																								
Optional: Recommendation 13.1																											
<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<p>Isla Lipana & Co. ("PwC"), the Company's External Auditors are present during the stockholders' meeting. As disclosed in the Company's Definitive Information Statement, the results of the votes in the ASM shall be verified by PwC.</p> <p>Reference</p>																									

		<ul style="list-style-type: none"> Procedure for Voting and Participation via Remote Communication, Clause III, p. 2 https://creit.com.ph/assets/Pdf/Procedure-for-Voting-and-Participation-via-Remote-Communication-v3.pdf 	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>The Company sent out its Notice of ASM on 21 May 2024, which is more than 28 days before the scheduled ASM date of 21 June 2024.</p> <p>Reference</p> <ul style="list-style-type: none"> Notice to the 2024 CREIT Annual Stockholders Meeting https://creit.com.ph/assets/Pdf/Notice-of-ASM.pdf 	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>CREIT website: https://creit.com.ph/company-disclosures/annual-stockholders-meeting/ https://creit.com.ph/assets/Pdf/Notice-of-ASM.pdf</p>	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p>Please refer to pages 5 - 7 of CREIT's Definitive Information Statement (DIS), which is attached to the Notice of ASM.</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/CREIT-Sec-Form-20-IS-2023-Definitive-Information-Statement-with-Exhibits_compressed.pdf</p>	

b. Auditors seeking appointment/re-appointment	Compliant	Please refer to page 2 of CREIT's DIS. CREIT website: https://creit.com.ph/assets/Pdf/CREIT-Sec-Form-20-IS-2023-Definitive-Information-Statement-with-Exhibits_compressed.pdf	
c. Proxy documents	Compliant	Please see pages 19 - 23 of the CREIT DIS, which is attached to the Notice of ASM. CREIT website: https://creit.com.ph/assets/Pdf/CREIT-Sec-Form-20-IS-2023-Definitive-Information-Statement-with-Exhibits_compressed.pdf	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Please refer to page 2 of CREIT's DIS. CREIT website: https://creit.com.ph/assets/Pdf/CREIT-Sec-Form-20-IS-2023-Definitive-Information-Statement-with-Exhibits_compressed.pdf	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Semi-Compliant		Although not publicly available the next working day following the ASM date, the draft minutes of the Annual Stockholders' Meeting of CREIT which contains all the items discussed including the result of the votes taken are

			<p>later posted in the CREIT website.</p> <p>CREIT website: https://creit.com.ph/company-disclosures/minutes-of-all-general-or-special-stockholders-meetings/ https://creit.com.ph/assets/Pdf/Minutes-for-CREIT-2023-ASM.pdf</p>
<p>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.</p>	Compliant	<p>The draft minutes of the Annual Stockholders' Meeting of CREIT which contains all the items discussed including the result of the votes taken are posted in the CREIT website.</p> <p>CREIT website: https://creit.com.ph/company-disclosures/minutes-of-all-general-or-special-stockholders-meetings/ https://creit.com.ph/assets/Pdf/Minutes-for-CREIT-2023-ASM.pdf</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>This fact is disclosed in Item 7. Independent Public Accountants of the Definitive Information Statement (page 16), thus:</p> <p>"Representatives from Isla Lipana & Co. will be present during the stockholders' meeting and will have an opportunity to make a statement if they desire to do so. It is also expected that the attending representatives will be able to respond to appropriate questions."</p>	

		CREIT website: https://creit.com.ph/assets/Pdf/CREIT-Sec-Form-20-IS-2023-Definitive-Information-Statement-with-Exhibits_compressed.pdf	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	The Company has an alternative dispute mechanism for shareholders in place to resolve intra-corporate disputes effectively and amicably. This is outlined in Article IX (13) (d) the CG Manual.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.		CREIT website: https://creit.com.ph/corporate-governance/manual-of-corporate-governance/ (page 24)	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	CREIT Investor Relations Office contact details: Telephone number: +63 8826 5698 E-mail address: investorrelations@creit.com.ph CREIT website: https://creit.com.ph/investor-relations/contact-ir/	
2. IRO is present at every shareholder's meeting.		Compliant	CREIT's Chief Investor Relations Officer together with her associate are present at every shareholders' meeting. A Certification from the Corporate Secretary attesting to the foregoing is herein attached as Annex "O" .
Supplemental Recommendations to Principle 13			

1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Company does not have anti-takeover measures or similar devices. The company adheres to the rules on voting in accordance with the Revised Corporation Code and its By-Laws.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>CREIT's public float as of 28 May 2024 is 38.21%, which is 8.21% above the required recommendation of at least 30%.</p> <p>PSE EDGE: https://edge.pse.com.ph/companyPage/stockData.do?cmpy_id=691&security_id=686</p>	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p>The Company ensures stockholders' participation beyond the ASM in its investors'/analysts' briefings where the Company's top management engages with its investors and analysts who ask questions live.</p> <p>Please refer to the Certification from the Corporate Secretary attesting to the aforementioned facts, herein attached as Annex "H".</p> <p>CREIT website: https://creit.com.ph/investor-relations/ir-presentations/</p>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	<p>Please refer to the procedure for voting and participation in the Annual Stockholders' Meeting via remote communication, as published in the CREIT website.</p> <p>CREIT website:</p>	

		https://creit.com.ph/assets/Pdf/Procedure-for-Voting-and-Participation-via-Remote-Communication-v3.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	<p>Please refer to Article X (14) (a) of the CG Manual.</p> <p>CG Manual, Article X, p. 24: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf</p> <p>Please also refer to CREIT's Sustainability Report as Exhibit "3" of the Annual Report.</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf</p>	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	<p>Please refer to Article X (14) (b) of the CG Manual.</p> <p>CG Manual, Article X, p. 24: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf</p> <p>Please refer to CREIT's Sustainability Report as Exhibit "3" of the Annual Report.</p>	

		<p>CREIT website: https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf</p>	
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>	Compliant	<p>Please refer to Article X (14) (c) of the CG Manual.</p> <p>CG Manual, Article X, p. 24: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf</p> <p>The Channels and procedure for raising whistleblowing complaints shall depend on whether or not the allegation, complaint, or information is made or disclosed by an Associate, by a party external to the Company but privy to a Company Project, or by a party external to the Company and not privy to a Company Project.</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/Policy-on-Whistle-Blowing.pdf (page 7)</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>Article IX (d) of CREIT's Manual on Corporate Governance states that:</p> <p><i>"The Board shall make available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner."</i></p> <p>Likewise, Article VIII, Section 1 (o) of the Charter of the Board of Directors provides:</p>	

		<p><i>“Section 1. Ensuring the High Standard of Best Practices. To ensure a high standard of best practices for the Company and its stakeholders, the Board shall conduct itself with honesty and integrity in the performance of the following duties and functions, among others:</i></p> <p>x x x</p> <p><i>o. Establish and maintain an alternative dispute resolution system in the Company that can amicably settle conflicts or differences between the Company and its shareholders, and the Company and third parties, including the regulatory authorities.”</i></p> <p>CREIT website: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (page 24)</p> <p>https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (page 9 of the Charter)</p>	
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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>	<p>Compliant</p>	<p>The Company did not request for any exemption from any law, rule, or regulation on corporate governance.</p> <p>However, CREIT requested for exemptive relief from the application of Section 1.1 of the Revised Implementing Rules and Regulations of R.A. 9856 (REIT Law) which provides:</p>	
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		<p><i>“Section 1. Allowable Investments. – A REIT may only invest in:</i></p> <p><i>1.1 Real estate.</i></p> <p><i>x x x</i></p> <p><u><i>e. The real estate to be acquired by the REIT should have a good track record for three (3) years from date of acquisition.”</i></u></p> <p>The reason for the said request is to allow CREIT to acquire: (i) real estate located in Tuy, Batangas where renewable solar energy power plant facilities consisting of 460 hectares will be developed (the “Subject Property”); and (ii) solar panels, inverters, mounting structures, and other accessories and systems currently operating and being used by Sunny Side Up Power Corp. (SSUPC) to operate a six-megawatt peak (6MWp) solar rooftop facility located at the Freeport Area of Bataan, Mariveles, Bataan (the “Subject Assets”).</p> <p>Though yet to be developed, hence, does not have a three-year track record, the Subject Property has 25-year term DOE service contracts which allows for the use of the property for the purpose of developing appropriate solar power facilities, which shall be acquired by CREIT and then leased back to CREIT’s Sponsor, Citicore Renewable Energy Corporation (CREC) in exchange for rental revenue. A 25-year term service contract ensures that the property shall generate substantial revenue for CREC over a long-term period, which shall in turn pay rental revenue to CREIT through leaseback agreement.</p>	
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		<p>Similarly, the Subject Assets are covered by a 25-year power supply agreement between SSUPC and Authority of the Freeport Area of Bataan commencing on the commercial operation date of the facility in October 2021. Once the Subject Assets are acquired by CREIT, it shall enter into leaseback arrangements with SSUPC which shall generate at least Php33,000,000.00 in annual revenue for CREIT.</p> <p>The above proposal will allow CREIT to procure new land sites through long-term leases or acquisitions thereby maximizing potential opportunities for future income and capital growth not just to CREIT but also to the investing public.</p> <p>Finding merit to the request for exemptive relief, SEC approved the same through a letter dated 14 December 2022.</p>	
<p>2. Company respects intellectual property rights.</p>	<p>Compliant</p>	<p>The Company ensures that intellectual property rights of the Company and of third parties are recognized and respected thereby putting in provisions in applicable contracts for the protection of the same.</p> <p>On the protection of the Company's intellectual property rights, its tradename and trademark has been registered with the Intellectual Property Office of the Philippines, with registration number 524430.</p>	

Optional: Principle 14

1. Company discloses its policies and practices that address customers' welfare	Compliant	Please refer to CREIT's Sustainability Report as Exhibit "3" of the Annual Report, on the discussion on Customer Management. CREIT website: https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	The Company, in its operations as a REIT, does not engage suppliers or contractors. However, in the event that the REIT will later require selecting suppliers/contractors, said selection procedure shall be disclosed.	

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	Article X (Duties to Stakeholders), Section 15 of CREIT's Manual on Corporate Governance provides: <i>"A mechanism for employee participation shall be developed to create a symbiotic environment, realize the Company's goals, and participate in its Corporate Governance processes.</i> <i>a. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and in its governance.</i>	
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		<p>The establishment of policies and programs covering, among others, the following: (1) health, safety and welfare; (2) training and development; and (3) reward/compensation for employees, encourages employees to perform better and motivates them to take a more dynamic role in the Company.</p> <p>b. The Board shall set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics. Further, the Board shall disseminate the policy and program to employees across the organization through trainings to embed them in the Company's culture.</p> <p>c. The Board shall establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an Independent Director or a unit created to handle whistleblowing concerns. The Board shall be conscientious in establishing the framework, as well as in supervising and ensuring its enforcement.</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (pages 24 - 25)</p>	
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Supplement to Recommendation 15.1

1. Company has a reward/compensation policy that accounts for the performance	Compliant	The incentive system referred to in CREIT's Annual Report (page 23) is the Performance-based Incentive Program which is an annual	
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<p>of the company beyond short-term financial measures.</p>		<p>performance incentive given to qualified employees to reward achievement of overall business goals, departmental goals and recognize individual performance.</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf</p>	
<p>2. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p>Please refer to CREIT's Policy on Health, Safety and Welfare of Employees including Company Sponsored Training, as published in the CREIT website.</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/Policy-on-the-Health-Safety-and-Welfare.pdf</p>	
<p>3. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p>Please refer to CREIT's Policy on Health, Safety and Welfare of Employees including Company Sponsored Training, as published in the CREIT website.</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/Policy-on-the-Health-Safety-and-Welfare.pdf</p>	
<p>Recommendation 15.2</p>			
<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>The Company is committed to honest and ethical business practices and dealings and has a strict policy against any form of bribery and corruption.</p> <p>Article IV (Advancing and Protecting the Interest of the Company) of CREIT's Code of Business Conduct and Ethics provides:</p>	

		<p><i>"Bribery and Corruption. The Company always conducts its business in an ethical manner, in compliance with applicable laws, rules, and regulations, especially those against bribery and corruption of public officers. As such, the Company will not tolerate any act of bribery, corruption, or unethical practices of any kind, whether taken directly or on its behalf, that would result in the violation of the Company's policies and/or the applicable anti-bribery laws. Failure to comply with these laws and/or these policies will not only lead to grave consequences such as termination of employment and/or severance of the business relations, but will also entail civil and/or criminal penalties."</i></p> <p>Code of Business Conduct and Ethics, p. 4: https://creit.com.ph/assets/Pdf/CPI-Code-of-Business-Conduct-.pdf</p>	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>Compliant</p>	<p>Upon commencement of employment, the Human Resources Department discusses company policies and programs and distribute copies of the same for guidance of the employee.</p>	
<p>Supplement to Recommendation 15.2</p>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p>Compliant</p>	<p>Article IV (Advancing and Protecting the Interest of the Company) of CREIT's Code of Business Conduct and Ethics provides:</p> <p><i>"Bribery and Corruption. The Company always conducts its business in an ethical manner, in compliance with applicable laws, rules, and regulations, especially those against bribery and</i></p>	

		<p><i>corruption of public officers. As such, the Company will not tolerate any act of bribery, corruption, or unethical practices of any kind, whether taken directly or on its behalf, that would result in the violation of the Company's policies and/or the applicable anti-bribery laws. Failure to comply with these laws and/or these policies will not only lead to grave consequences such as termination of employment and/or severance of the business relations, but will also entail civil and/or criminal penalties."</i></p> <p>Code of Business Conduct and Ethics, p. 4: https://creit.com.ph/assets/Pdf/CPI-Code-of-Business-Conduct-.pdf</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>	Compliant	<p>Please refer to CREIT's Whistle-Blowing Policy, as published in the CREIT website.</p> <p>Article 5 of the same policy laid down the protection of and remedies of a whistle-blower.</p> <p>CREIT's telephone number: (02) 8826-5698</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/Policy-on-Whistle-Blowing.pdf</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>	Compliant	<p>Please refer to CREIT's Whistle-Blowing Policy, as published in the CREIT website.</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/Policy-on-Whistle-Blowing.pdf</p>	

<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>Article X (15) (c) of CREIT's Manual on Corporate Governance provides:</p> <p><i>"The Board shall establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an Independent Director or a unit created to handle whistleblowing concerns. The Board shall be conscientious in establishing the framework, as well as in supervising and ensuring its enforcement."</i></p> <p>As such, the Board supervises and ensures the strict enforcement of the whistleblowing framework.</p> <p>CREIT website: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (page 25)</p>	
<p>Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.</p>			
<p>Recommendation 16.1</p>			
<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>Article X (Duties to Stakeholders), Section 16 of CREIT's Manual on Corporate Governance provides:</p> <p><i>"The Company shall be socially responsible in all its dealings with the communities where it operates. It shall ensure that its interactions serve its environment and Stakeholders in a positive and</i></p>	

		<p><i>progressive manner that is fully supportive of its comprehensive and balanced development.</i></p> <p><i>The Company shall recognize and place importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Company to grow its business, while contributing to the advancement of the society and community where it operates."</i></p> <p>CREIT website: https://creit.com.ph/assets/Pdf/Manual-of-Corporate-Governance.pdf (page 25)</p>	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	<p>Please refer to CREIT's Sustainability Report (Exhibit 3 of the Annual Report) and to its specific Corporate Social Responsibility (CSR) Programs.</p> <p>Sustainability Report: https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf</p> <p>CREIT website: https://creit.com.ph/corporate-governance/corporate-social-responsibility/</p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Please refer to CREIT's Sustainability Report (Exhibit 3 of the Annual Report) specifically the <i>Relationship with Community</i> portion.</p> <p>Sustainability Report:</p>	

		https://creit.com.ph/assets/Pdf/CREIT.-FIN.-FAC.-FY2023-SEC17-A-Package.-2024-03-30-reduced-2.pdf	
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Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in QUEZON CITY on MAY 30 2024.



MR. EDGAR B. SAAVEDRA
Chairman of the Board



MR. OLIVER Y. TAN
President



ATTY. RAYMUND JAY S. GOMEZ
Compliance Officer



ATTY. DANICA C. EVANGELISTA
Corporate Secretary

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in **QUEZON CITY** on MAY 30 2024


ATTY. JOSE M. LAYUG, JR.
Affiant - Independent Director

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in QUEZON CITY on MAY 30 2024.



MS. PACITA U. JUAN
Independent Director

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in QUEZON CITY on MAY 30 2024.




Emmanuel G. Herbosa
Independent Director

SUBSCRIBED AND SWORN to before me this MAY 30 2024 in QUEZON CITY affiants exhibiting to me their proof of identification as follows:

Name	Valid ID
Edgar B. Saavdera	Driver's License No. J04-92-038140 expiring on 17 September 2026
Oliver Y. Tan	Driver's License No. N04-96-368816 expiring on 25 September 2031
Emmanuel G. Herbosa	Passport ID No. P6394058B valid until 26 February 2031
Pacita U. Juan	Driver's License No. N01-73-064166 issued on 19 September 2017
Jose M. Layug, Jr.	Passport ID No. P8099689B valid until 05 November 2031
Raymund Jay S. Gomez	TIN ID No. 179-709-929
Danica C. Evangelista	Passport ID No. P7696710B valid until 26 September 2031

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Page No. 93 ;
Book No. I ;
Series of 2024.




NEIL KIRBY L. ADA
Notary Public for and in Quezon City
Notarial Commission No. NP-557 (2023-2024)
Until 31 December 2024
No. 20 N. Domingo Street, Barangay Valencia, Quezon City
Roll No. 77893
PTR No. 5573838 / 01.04.2024 / Quezon City
IBP No. 397718 / 01.04.2024 / Batangas Chapter
MCLE Compliance - Admitted to the BAR on 11 May 2022



CERTIFICATION

This is to certify that according to the records of the Corporation in my custody, the Board of Directors acted in a fully informed basis, in good faith, with due diligence and care, and in the best interest of CREIT, in the performance of their duties as members of the Board.

Issued this 29th of May 2024 in San Juan City.


DANICA C. EVANGELISTA
Corporate Secretary



**PERFORMANCE-BASED
INCENTIVE
PROGRAM (PBIP) 2022**

1. PERFORMANCE-BASED INCENTIVE PROGRAM

PURPOSE

The Performance-based Incentive Program is an **annual** performance incentive given to qualified **employees to reward achievement of overall business goals, departmental goals and recognize individual performance.**

- Recognize and Reward People

2. GENERAL GUIDELINES

Qualification

Covers all **qualified Regular** employees of the Power group

Eligibility

>Hired on or before **June 30, 2021**

Appraisal Period

January 1, 2022 – December 15, 2022

Pay-out

December 20, 2022

**Must be an active employee during the pay-out schedule*

2. GENERAL GUIDELINES

Formula

**Monthly Gross Pay x No. of Month/s
Pay x Performance weight %**

A. Monthly Gross Pay

Basic + Allowance

**Meal, Housing , Telephone Allowance are not included*

B. Performance Incentive Tier

The Incentive budget is Maximum of 3-months Monthly Gross Salary

Performance Score	No. of Months Pay Budget
90% to 100%	3-months Salary
80% to 89%	2-months Salary
51% to 79%	1-month Salary
below 50%	zero

C. Performance Weights %

70%

INDIVIDUAL OBJECTIVES/KPI

30%

ENTERPRISE BALANCE SCORE CARD

=100%

3. PERFORMANCE INCENTIVE TABLE

Performance	Performance Score	No. of Month/s pay	Performance weight %
A > Individual Objectives/KPI	90% to 100%	3-months Salary	70%
	80% to 89%	2-months Salary	
	51% to 79%	1-month Salary	
	below 50%	zero	
B > Enterprise Balance Scorecard	90% to 100%	3-months Salary	30%
	80% to 89%	2-months Salary	
	51% to 79%	1-month Salary	
	below 50%	zero	

4. PERFORMANCE INCENTIVE SAMPLE

Monthly Gross Pay * No. of Months Pay (Individual Objectives/KPI score) * 70%

+ Monthly Gross Pay * No. of Months Pay (Enterprise Balance Scorecard score) * 30%

Performance Reward

SAMPLE CALCULATION

Monthly Gross
Salary of J. Dela
Cruz:

50,000

Date Hired: December 1,
2018

Performance	Performance Score	Monthly Gross Pay * No. of Months Pay * Perf Weight %		Total
Individual/KPI	90% to 100%	50,000*3months	150,000*.70	105,000.00
Enterprise Balance Scorecard	80% to 89%	50,000*2months	100,000*.30	30,000.00
Total Performance Reward for Pay-out				135,000.00

5. PERFORMANCE BASED INCENTIVE TIMELINES

DATE	ACTIVITY	BY WHOM	DOC FOR SUBMISSION
November 21	Send list to Immediate Head/Head of Departments	HRA – Kate Bonion	1. Department Summary Sheet
November 21 to December 2	Evaluate and discuss the Individual KPI score to qualified employees	Immediate Head/Head of Departments	N/A
On or before December 5	Submission of documents to HRA-Lalaine Ann Rosales / Kate Bonion	Immediate Head/Head of Departments	Signed 1. Individual KPI score 2. Dept. Summary Sheet
December 5 to 9	Assess, scoring and one on one discussion of Mancom KPI	CEO – Oliver Tan	Mancom Individual KPI
December 12 to 14	Review and finalization of Balance Scorecard	CEO / Executive Assistant to the CEO / Mancom	N/A
December 14 to 16	Finalize Computation of Performance-Based Incentive of qualified Employees	HRA – Lalaine Ann Rosales	N/A
December 15	Y2023 KPI	All Employees	
December 20	Target Pay-out		



CERTIFICATION

This is to certify that the Audit and Risk Oversight Committee of the Company, which is composed of all Independent Directors, holds meetings without anyone from Management present, together with the external auditor, Isla Lipana & Co., and the Company's internal auditor, to discuss the external auditor's audit plan for 2023 and the Company's quarterly financials as prepared by the internal audit team.

Issued this 29th of May 2024 in San Juan City.


DANICA C. EVANGELISTA
Corporate Secretary



CERTIFICATION

This is to certify that according to the records of the Company in my custody, the Company scheduled all 2023 Board of Directors' meetings prior to the start of financial year 2023.

Issued this 29th of May 2023 in San Juan City.


DANICA C. EVANGELISTA
Corporate Secretary



CERTIFICATION

This is to certify that according to the records of the Company in my custody, there are no shareholder agreements, by-law provisions, or other agreements that constrain the Directors' ability to vote independently.

Issued this 29th of May 2024 in San Juan City.


DANICA C. EVANGELISTA
Corporate Secretary



CERTIFICATION

This is to certify that the Company's internal audit, and control and compliance system, operating across the organization, are in place, adequate and working effectively to mitigate risks that could adversely affect the achievement of CREIT's objectives.

Issued this 29th of May 2024 in San Juan City.



OLIVER Y. TAN
President and
Chief Executive Officer



CERTIFICATION

This is to certify that according to the records of the Corporation in my custody, CREIT's Chief Investor Relations Officer, Ms. Abigail Joan R. Cosico, together with her associate/s, are present at every shareholders' meeting.

Issued this 29th of May 2024 in San Juan City.


DANICA C. EVANGELISTA
Corporate Secretary



CERTIFICATION

This is to certify the Corporation's practice of entertaining questions from stockholders and investors of the Company beyond the Annual Stockholders' Meeting, as seen in its live investors' and analysts' briefings.

Issued this 29th of May 2024 in San Juan City.


DANICA C. EVANGELISTA
Corporate Secretary