



SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph



The following document has been received:

Receiving: DONNA ENCARNADO

Receipt Date and Time: January 07, 2026 09:39:39 PM

Company Information

SEC Registration No.: A200110402

Company Name: SBS PHILIPPINES CORPORATION

Industry Classification: G51000

Company Type: Stock Corporation

Document Information

Document ID: OST10107202683866098

Document Type: MANUAL_ON_CORPORATE_GOVERNANCE


Document Code: MCG

Period Covered: December 18, 2025

Submission Type: Regular

Remarks: None

Acceptance of this document is subject to review of forms and contents

 SBS PHILIPPINES CORPORATION	REVISED MANUAL OF CORPORATE GOVERNANCE		Approval Date 18 December 2025
	Version No. 5	Page 1 of 33	

PREAMBLE:

The trust of our stakeholders (which includes among others our shareholders, customers, employees, creditors, suppliers, business partners, government and communities where we operate) is the source of success and growth of the Company. We are committed to preserving this relationship of trust by promoting a strong corporate governance culture in the Company that is anchored on transparency, integrity, competent leadership, effective internal controls, and prudent risk management.

This Corporate Governance Manual (“CG Manual”) of the Company supplements the Articles and By-Laws of the Company in setting the standards for the corporate governance process, structures, principles, policies and practices that govern the performance of the duties and responsibilities of the board of directors (the Board), management (Management), and employees (Employees) for the effective and prudent management of Company in a manner consistent with the long-term best interest of its stakeholders.

A. Guiding Principles

The Company’s corporate governance framework is anchored on the core values of honesty, integrity, hard work, perseverance, productivity and excellence.

In line with the Company’s objectives to create a legacy of sustainable growth and be the preferred partner in value creation for all its stakeholders, the Board, Management and Employees of the Company are committed to follow best practices of corporate governance contained in this Manual which in turn are guided by the following principles:

- *Leadership.* The company shall be headed by a competent, working board which will foster the long-term success of the Company, sustain its competitiveness and profitability in a manner consistent with its corporate objectives and support the long-term best interest of its stakeholders.
- *Effectiveness.* The Board and its committees shall have the appropriate balance of skills, experience, independence and knowledge of the Company and the industry in which the Company operates.

- *Accountability.* The Board shall act in the best interests of the Company and all stakeholders on a fully informed basis with due diligence and care. It shall ensure that sound risk management and internal controls are in place.
- *Disclosure and Transparency.* The Board shall ensure that its corporate policies and procedures are consistent with all regulatory requirements and best practices regarding disclosure.

B. Corporate Governance Framework

1. Board of Directors

All corporate powers of the Company shall be exercised by the Board unless otherwise provided under the law. The Board is the governing body elected by the shareholders that shall have responsibility for the conduct of the business and control of all assets of the Company.

As the principal governing body of the Company, the Board is tasked to cultivate a strong good corporate governance culture in the Company that is anchored on transparency, competent leadership, effective internal controls, and prudent risk management. The Board of Directors shall have nine (9) members, with the number of independent directors to constitute at least one-third of the members of the Board, but in no case less than three (3).

It shall endeavor to foster the long term success of the Company and sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its stakeholders.

1.1 Composition of the Board

The membership of the Board shall be a combination of executive and non-executive directors (including independent directors) who shall be elected individually by the shareholders in accordance with the Company's By-Laws.

The Company shall endeavor that majority of the Board shall consist of non-executive directors, with the number of independent directors to constitute at least one third of its members but in no case less than three (3).

The Board shall at all times encourage inclusivity and diversity in its composition as to age, gender, culture, skills, competence and knowledge. In this regard, the Board shall develop a diversity policy to ensure that it has an appropriate mix of expertise, experience, independence, knowledge of industry and skills that would encourage critical discussion and promote a balanced

decision in the attainment of the Company's strategic objectives and sustainable development. Attached herein as Annex A is the Amended Board Diversity Policy of the Company.

The directors should likewise be all persons of proven integrity. Each of them shall endeavor to exercise objective and independent judgment in the performance of their duties and responsibilities.

1.2 Process and Criteria for Nominations and Election of Directors to the Board

The following procedure and criteria shall be observed in the review and screening of persons nominated for election to the Board of Directors:

- a. Written nominations by the stockholders shall be received by the corporation at least 60 days before the date of the Annual General Meeting of the Stockholders;
- b. The Nomination & Remuneration Committee ("NRC") shall assess and determine if the person nominated for election to the Board of Directors meet the following qualification standards for directorship as defined in sections 1.3, 1.4 and 1.5 of this CG Manual;
- c. The NRC may also consider the following matters in their evaluation:
 - i. Directorships in other corporations;
 - ii. Any possible conflict of interest.
- d. The NRC shall pre-screen and identify the individual nominees who possess all the qualifications and none of the disqualifications for directorship set for directors, including independent directors, under the Securities Regulations Code and its implementing rules, SEC Code of Corporate Governance and such other applicable laws and regulations;
- e. Thereafter, the NRC shall identify and recommend a list of qualified nominees for Board approval for endorsement for election at the Annual Meeting of the Stockholders;
- f. The directors shall be elected by plurality of votes using the cumulative voting method;
- g. In case of a vacancy in the Board other than removal of a director or expiration of term, the NRC shall identify and recommend, for approval of the Board, nominees to fill Board vacancies as and when they arise. In identifying suitable candidates, the Committee may make use of professional search firms or the services of external advisers to facilitate

the search for qualified candidates to the Board.

1.3 Qualifications of a Director

In addition to the qualifications provided in the Revised Corporation Code, the Securities Regulation Code and other relevant laws, a Director shall also possess the following qualifications:

- a. (Must be at least twenty-one (21) years old and the registered owner of at least one (1) share of the capital stock of the Company in the books of the Company;
- b. Possess relevant education and shall have collective working knowledge, experience or expertise that are relevant to the Company's industry or sector such as but not limited to specialized competencies in business management, supply chain, sales and marketing, and finance, audit and internal control, corporate governance and risk management, business development and strategy formulation.
- c. Possess relevant experience and credentials such as previous business experience in a corporation and practical understanding of the business of the Company and its subsidiaries;
- d. Exhibit high standards of integrity, probity and assiduousness;
- e. Shall submit to a low indicative limit on director appointments in other non-listed non-group companies, provided, further, that non-executive directors of the Board may concurrently serve in other directorships up to a maximum of five publicly listed companies to demonstrate their commitment and availability to attend to the affairs of the Company and carry out their duties adequately; and
- f. Have none of the director disqualifications prescribed under the Company's By-Laws, Revised Corporation Code, Securities Regulations Code and its implementing rules, SEC Code of Corporate Governance for Publicly Listed Companies and such other applicable laws and regulations.

1.4 Permanent and Temporary Disqualifications of a Director

In addition to the disqualifications provided in the By-Laws, Revised Corporation Code, Securities Regulation Code and other applicable laws and regulations, the following persons shall be permanently disqualified for election to the Board:

- a) Any person convicted by final judgment or order by a competent judicial or administrative body of any crime that (i) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (ii) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (iii) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;
- b) Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the SEC or any court or administrative body of competent jurisdiction from: (i) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (ii) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (iii) engaging in or continuing any conduct or practice in any of the capacities mentioned in sub-paragraphs (i) and (ii) above, or willfully violating the laws that govern securities and banking activities.

The disqualification shall also apply if such person is currently the subject of an order of the SEC or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Revised Corporate Code, Securities Regulation Code or any other law administered by the SEC or Bangko Sentral ng Pilipinas (BSP), or under any rule or regulation issued by the SEC or BSP, or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;

- c) Any person convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;
- d) Any person who has been adjudged by final judgment or order of the SEC, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Revised Corporation Code, Securities Regulation Code or any other law administered by the SEC or BSP, or any of its rule, regulation or order;
- e) Any person earlier elected as independent director who becomes an

- officer, employee or consultant of the Corporation;
- f) Any person judicially declared as insolvent;
 - g) Any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct enumerated in subparagraphs (a) to (d) above;
 - h) Conviction by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the Corporation Code committed within five (5) years prior to the date of his election or appointment;
 - i) Any person who is engaged in any business as a substantial shareholder and which business directly and materially competes with or is antagonistic or harmful to the business of the Company its subsidiaries and affiliates where the Company and its subsidiary has significant investments, or where such person is also serving as a director or officer and there is a significant conflict of interest which adversely affects the business of the Company, its subsidiaries and affiliates where the Company and its subsidiary has significant investments;
 - j) An independent director who has served the maximum cumulative term of nine (9) years as independent director shall be disqualified from being re-elected as independent director of the Company; and
 - k) Any other ground as the Securities and Exchange Commission may hereafter provided.

Unless otherwise decided by the Board, a director may be temporarily disqualified for any of the following reasons:

- a) Refusal to comply with the disclosure requirements of the Securities Regulation Code and its Implementing Rules and Regulations. The disqualification shall be in effect as long as the refusal persists.
- b) Absence in more than fifty (50) percent of all regular and special meetings of the Board during his incumbency, or any twelve (12) month period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. The disqualification shall apply for purposes of the succeeding election.
- c) Dismissal or termination for cause as director of any public or listed

corporation. The disqualification shall be in effect until he has cleared himself from any involvement in the cause that gave rise to his dismissal or termination.

- d) If the beneficial equity ownership of an independent director in the Corporation or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock. The disqualification shall be lifted if the limit is later complied with. However, the disqualified independent director may run for election as a regular director provided there is a vacancy in the Board.
- e) If any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final.
- f) Violation of the provisions of this CG Manual and/or the Company's Code of Ethics and Conduct.

A temporarily disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. Failure to do so for unjustified reasons shall cause the disqualification to become permanent unless otherwise decided by the Board.

1.5 Additional Qualifications of Independent Directors

An Independent Director is one who, apart from his/her fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in the Company and includes, among others, any person who:

- a) Is no direct a director or an officer of the Company or any of its related companies or any of its substantial shareholders except when said director is an independent director thereof.
- b) Has not been employed in any executive capacity by the Company or any of its related companies or by any of its substantial shareholders within the last five (5) years;
- c) Has not been appointed in the Company, its subsidiaries, associates, affiliates or related companies as Chairman "Emeritus," "Ex-Officio" Directors/Officers or Members of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities within three (3) years immediately preceding

- his election;
- d) Is not an owner of more than two percent (2%) of the outstanding shares of the Company or of its related companies or any of its substantial shareholders;
 - e) Is not related to any director, officer, or substantial shareholder of the Company or any of its related companies or of any of its substantial shareholders. For this purpose, relatives include spouse, parent, child, brother, sister and the spouse of such child, brother or sister;
 - f) Is not acting as a nominee or representative of any director or substantial shareholder of the Company or any of its related companies or its substantial shareholders pursuant to a Deed of Trust or under any contract or arrangement;
 - g) Is not a securities broker-dealer of listed companies and registered issuers of securities. "Securities broker-dealer" refers to any person holding any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Exchange, an associated person or salesman, and an authorized clerk of the broker or dealer;
 - h) Is not retained, either in his personal capacity or through a firm, or similar entity as a professional adviser by the Company, or any of its related companies or any of its substantial shareholders within the last five (5) years;
 - i) Has not engaged and does not engage whether by himself or with other persons or through a firm of which he is a partner, or a company of which he is a director or substantial shareholder, in any transaction with the Company or any of its related companies or substantial shareholders, other than such transactions which are conducted at arm's length and are immaterial or insignificant that no conflict of interests may arise (a related company is any of the Company's parent, subsidiary, fellow subsidiary, affiliate, joint venture or an entity that is controlled, jointly controlled or significantly influenced or managed by a person who is a related party)

1.6 Onboarding of new directors

Newly elected directors shall be properly oriented and briefed by Management on the strategy, operations as well as the corporate governance policies and

practices of the Company. Site visits to the Company's various facilities and premises shall be conducted for a deeper appreciation of the Company's operations. If they have not undergone a seminar on corporate governance within the last three years prior to appointment, they should enroll in a corporate governance orientation program or its equivalent before taking their seats on the Board.

Attached herein as Annex B is the Directors' Orientation Policy of the Company.

1.7. Board Commitment

The directors shall devote the necessary time and attention for the proper and effective performance of their duties and responsibilities.

Directors should regularly attend and actively participate in the Board and Shareholder meetings. The absence of a director in more than fifty percent (50%) of all regular and special meetings of the Board during his/her incumbency, or any twelve-month period during such incumbency, is a ground for disqualification in the succeeding election, unless the absence is due to illness, death in the immediate family, serious accident or other unforeseen or fortuitous events.

The non-executive directors of the Board shall concurrently serve in other directorships up to a maximum of five (5) publicly listed companies to demonstrate their commitment and availability to attend to the affairs of the Company and carry out their duties adequately. All directors with director appointments in other non-listed non-group companies must ensure to have adequate time to attend to the demand of their respective directorships.

In the event that a director is appointed to the board of another company, he/she will promptly advise the Board of such appointment. Should the Board decide that such appointment will conflict with the director's responsibilities to the Company, it may ask him/her to choose between remaining on the Board or resigning.

1.8 General Responsibilities of the Board

The Board shall:

- a. Foster the long-term success of the Company, and sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stakeholders;
- b. Always act in a manner characterized by fairness, transparency, integrity, and accountability; and

- c. Formulate the Corporation's vision, mission, strategic objectives, policies and procedures and the measures to effectively monitor management's performance.

The Board shall be assisted in its duties by the Corporate Secretary and the Compliance Officer, which position shall be held by separate individuals who are not members of the Board.

1.9. Specific Duties and Functions of the Board

The Board shall adhere to best practices in the performance of its functions as set out in the Company's By-Laws and additionally as follows:

- a. Implement a judicious process for the selection of directors and officers who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies. In this regard, it will adopt an effective succession planning program for its directors, officers and key managers to promote growth and dynamism in the Company;
- b. Oversee the development and approve sound business and strategic plans, policies and programs such as but not limited to corporate strategies, major plans of action, risk management policies, annual budgets and business plans, major capital expenditures, acquisitions and divestitures. It shall periodically evaluate and monitor the implementation of such plans, policies and programs. It shall likewise create a remuneration policy for its Directors, Management and Employees that are aligned with the long-term best interests of the Company and will help ensure the business sustainability of the Company;
- c. Ensure of a strong compliance culture in the Company by faithful adherence to all relevant laws, rules and regulations, internal charters and policies;
- d. Establish and maintain an investor relations program that will keep stakeholders informed on a timely and regular basis of the important developments with regard to the Company and also serve as its feedback channel. It shall also ensure that appropriate corporate disclosure policies and procedures are in place to provide for accurate, reliable and timely disclosures that are disseminated in a non-exclusionary and non-selective way. It should also strive to fairly present Company's financial condition, results and business operations to its stakeholders;

- e. Promote a mutually beneficial, positive and progressive relationship with the Company's stakeholders and the communities in which it operates or are directly affected by its operations, and promulgate clear policies and programs for the effective communication and engagement of the Company's stakeholders for their fair treatment and protection, including redress of rights violated;
- f. Ensure the adoption, adequacy and effectiveness of sound organizational and operational internal controls and systems (including those for conflict of interest situations) for good governance through regular review and monitoring;
- g. Define the Company's risk tolerance levels and ensure that a sound enterprise risk management framework is in place to effectively identify, monitor, assess and manage key risks of the Company;
- h. Formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions between and among the Company and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationships by members of the Board;
- i. Constitute an Audit and Risk Oversight Committee ("ARO Committee"), Related Party Transaction Committee ("RPT Committee"), Corporate Governance and Sustainability Committee ("CGS Committee"), Executive Committee ("Execom"), Nomination and Remuneration Committee ("NRC"), Finance and Investment Committee ("FIC") and such other committees it may deem necessary to assist the Board in the performance of its duties and responsibilities;
- j. Establish and maintain an alternative dispute resolution system to amicably settle conflicts or differences between the Company and its stockholders, and the Company and third parties, including the regulatory authorities. The Company's Alternative Dispute Resolution Policy is provided herein as Annex C.
- k. Provide stockholders with a balanced and comprehensible assessment of the Company's performance, financial position and prospects on an annual and quarterly basis, including interim and other reports could adversely affect its business, as well as reports to regulators that are

required by law;

- l. Conduct an annual self–assessment of the performance and the effectiveness of the Board, its committees and each of its member with the assessment criteria and process based on the mandates, functions, roles and responsibilities provided in its charters and have the assessment supported by an external facilitator every three (3) years;
- m. Ensure that all newly appointed Directors shall go through an orientation process whereby they are briefed on their fiduciary responsibilities as directors, the Company’s governance policies and processes, and the regulatory requirements and industry developments affecting the Company’s business and operations, and provide for the continuing development program for the members of the Board;
- n. Adopt a comprehensive set of policies (i.e., Code of Business Conduct and Ethics) that sets out the personal and professional conduct expected from members of the Company to ensure that directors, officers and employees shall uphold the best interests of the Company and work under a culture of integrity and excellence and with a sense of accountability, transparency and urgency. It shall monitor and ensure compliance and disseminate copies thereof to the Board, senior management and employees and made available in the Company’s website;
- o. Meet at such times or frequency as may be needed. The minutes of such meetings shall be duly recorded. Independent views during Board meetings shall be encouraged and given due consideration;
- p. Keep the activities and decisions of the Board within its authority under the Company’s Articles of Incorporation and By-Laws, and in accordance with existing laws, rules and regulations; and
- q. Approve the selection and appointment to the Chief Compliance Officer who shall have the rank of at least senior vice president, the Chief Risk Officer and Chief Audit Executive and monitor their performance.

1.10 Specific Responsibilities of a Director

A director shall observe the following norms of conduct:

- a. Conduct fair business transactions with the Company, and ensure that his personal interest does not conflict with the interests of the Company.

- i. A director shall not use his position to profit or gain some benefit or advantage for himself and/or his related interests.
 - ii. He shall avoid situations that may compromise his impartiality. If an actual or potential conflict of interest may arise on the part of a director, he shall fully and promptly disclose it and shall not participate in the discussion and decision- making process involving it.
 - iii. A director with an interest in any transaction involving the Company shall abstain from taking part in the deliberations for the same. All related party transactions by the directors with the Company are disclosed and brought to the attention of the Board and its relevant Committee for prior review and approval. The Company adheres strictly to the definition and treatment of related party transactions as provided by the SEC rules and regulations.
- b. Devote the time and attention necessary to properly and effectively perform his duties and responsibilities.
- i. A director shall devote sufficient time to familiarize himself with the Company's business. He shall be constantly aware of and knowledgeable with the Company's operations to enable him to meaningfully contribute to the Board's work.
 - ii. He shall attend and actively participate in Board and committee meetings, review meeting materials and, if called for, ask questions or seek explanation.
- c. Act judiciously.
- Before deciding on any matter brought before the Board, a director shall carefully evaluate the issues and, if necessary, make inquiries and request clarification.
- d. Exercise independent judgment.
- A director shall view each problem or situation objectively. If a disagreement with other directors arises, he shall carefully evaluate and explain his position. He shall not be afraid to take an unpopular position. In addition, he shall support plans and ideas that he thinks are beneficial to the Company.
- e. Have a working knowledge of the statutory and regulatory requirements that affect the Company, including its Articles of Incorporation and By-

laws, the rules and regulations of the Commission and, where applicable, the requirements of relevant regulatory agencies.

A director shall also keep abreast with industry developments and business trends in order to promote the Company's competitiveness.

f. Observe confidentiality.

A director shall keep secure and confidential all non-public information he may acquire or learn by reason of his position as director. He shall not reveal

confidential information to unauthorized persons without the authority of the Board.

g. Observe compliance with the laws, polices, rules of the Philippines and other regulatory agencies.

This shall include reporting to the public of any dealings in the Company's shares within three business day.

2.0 Board Committees

To assist the Board in discharging its responsibilities and ensure the effective performance of the function of the Board with respect to audit, risk management, related party transactions, nominations and remuneration and other key corporate governance concerns, the Board shall constitute the following Board Committees as its principal standing committees: (a) Audit and Risk Oversight Committee, (b) Related Party Transaction Committee, (c) Corporate Governance and Sustainability Committee, (d) Nomination and Remuneration Committee, (e) Finance and Investment Committee, and (f) Executive Committee.

The composition, functions and responsibilities, organizational, reporting and operating processes of the Board committees shall be defined by the Board in the Committee Charter which shall be posted and made publicly available in the Company website. The work and actions of these Committees shall be regularly reported to and monitored by the Board and its performance annually evaluated.

2.1 Audit and Risk Oversight Committee ("ARO Committee")

The Board shall constitute an Audit and Risk Oversight Committee to be composed of at least three (3) members all of whom shall be independent directors. As far as practicable, the Chairman of the Committee shall not be a Chairman of the Board and of any other Committee. Each member of the

Committee shall have relevant background, knowledge, skills and/or experience in the areas of accounting, auditing, business financial management and/or risk management.

The members of the Committee shall meet separately with external auditor and heads of internal audit, compliance and risk functions for open and candid discussions and serve as independent channels of communication for further check and balance.

The Committee's primary duties and responsibilities are to monitor and oversee:

- a. The Company's financial reporting process and systems of internal controls regarding finance and accounting to ensure the integrity of the financial statements of the Company;
- b. The performance of the Company's internal audit function;
- c. The qualifications, independence and performance of the Company's external auditor;
- d. The risk management function and the establishment of an enterprise-wide risk management ("ERM") framework; and
- e. Compliance by the Company with applicable legal and regulatory requirements.

2.2 Related Party Transactions Committee ("RPT Committee")

The Related Party Transactions (RPT) Committee shall be composed of at least three (3) members, all of whom shall be independent directors. The RPT Committee shall assist the Board in fulfilling its oversight responsibilities for the sound and prudent management of Company's transactions with its related parties.

The duties and responsibilities of the RPT Committee are as follows:

- a. Examine and evaluate all Related Party Transactions (RPT) subject to the review of the Committee as per the Related Party Transaction Policy of the Company (the "Policy");
- b. Endorse for Board approval transactions between the Company and its Related Parties that are carried out in accordance with the corporate interest, on arms'- length terms, and with appropriate protection for the interest of the Company, shareholders and stakeholders;
- c. Monitor the alignment of the terms of Exempt RPT with the principles and rules established in the Policy;

- d. Ensure full transparency in the treatment of RPTs through appropriate disclosures to the Board and regulators, as applicable and ensure adherence with the procedures for its review and approval;
- e. Review the adequacy of Management’s monitoring and reporting systems for RPTs;
- f. Periodically review and update the Company’s RPT policy in alignment with best practices processes for RPTs.

2.3 Corporate Governance & Sustainability Committee (“CGS Committee”)

The Corporate Governance & Sustainability Committee assists the Board in the performance of its corporate governance responsibilities. The committee is tasked with ensuring compliance with and proper observance of corporate governance principles and practices. It shall be composed of five (5) regular members, three (3) whom shall be independent directors. An Independent Director shall be designated as the Chairman of the Committee and preside over its meetings.

The duties and responsibilities of the CGS Committee are as follows:

- a) The Committee shall review the size, structure and composition of the Board having regard of the strategic plans of the Company, the prevailing market conditions and scale and complexity of the business and make recommendations to the Board regarding any adjustments necessary to ensure compliance with the Corporation’s Articles and By-Laws, Manual for Corporate Governance and applicable legal, regulatory and listing requirements.
- b) It shall conduct an annual evaluation of the Board’s performance as well as the Board Chairman’s performance with the evaluation results to be shared and discussed among its members. It will see to it that concrete action plans for improvement are developed and implemented. It will ensure that its evaluation will externally facilitated once every three years.
- c) The Committee shall oversee the implementation of the corporate governance framework and periodically review its adequacy and effectiveness. It shall develop and recommend to the Board the corporate governance policies, and keep the Board abreast on the best practices developments on corporate governance.
- d) It shall adopt corporate governance policies and ensure that these are reviewed and updated regularly, and consistently implemented in form and substance.

- e) It shall review and recommend to the Board for approval the Corporate Governance report for inclusion in the Annual Report to the Shareholders.
- f) It shall make available to new members of the Board a suitable orientation process and for existing members on going trainings (See Annexes B1 and B2).
- g) It shall be responsible for the onboarding of new directors as well as proposing and planning a relevant continuing education program for the members of the Board to ensure their continued effectiveness (See Annexes B1 and B2).
- h) It shall oversee the development of a Data Privacy Policy in order to safeguard data privacy matters, and shall be reflected in the Company's Operations Manual. A copy on the Policy shall be attached herein as Annex E.

2.4 Nomination and Remuneration Committee ("NRC")

The Nomination and Remuneration Committee supports and advises the Board in ensuring that it is comprised of individuals who are best able to discharge the duties and responsibilities of Directors. It shall also see to it that the Company has the appropriate nomination and remuneration standards and practices in place. It shall be composed of at least (3) regular members, which shall include the lead independent director.

A non-executive director shall be designated as the Chairman of the Committee and preside over its meetings.

The duties and responsibilities of the NRC are as follows:

- a) The Committee shall lead the screening process for nominations for election to the Board of Directors. It shall review and evaluate the qualifications of all persons nominated for election to the Board of Directors in accordance with the requirements of the Corporation's By-Laws, Manual of Corporate Governance and applicable legal, regulatory and listing requirements. It shall identify, approve and recommend to the Board of Directors the list of eligible nominees to be elected as members of the Board of Directors.
- b) The Committee shall consider and determine if nominees for election as independent directors are qualified according to the criteria set under the Listing rules, Revised Code of Corporate Governance of 2016, and other applicable laws and regulations.

- c) The Committee shall oversee the annual performance evaluation of each director, including its executive directors. It shall develop an action plan addressing the results.
- d) The Committee shall assess effectiveness of the Board's processes and procedures in the nomination, election, or replacement of a director.
- e) The Committee shall establish a policy for fixing the remuneration packages of the Directors, Management and Employees to ensure that the compensation is consistent with the Company's culture, strategy industry, and business environment. It shall also undertake an annual review of the performance of Directors and key executives. A policy on remuneration and performance with specific metrics shall be developed and attached herein as Annex F.
- f) Review the structure and competitiveness of the Corporation's executive officer compensation programs considering the following factors: (i) to the attraction and retention of executive officers; (ii) the motivation of executive officers to achieve the Corporation's business objectives; (iii) industry benchmarks and (iv) the alignment of the interests of executive officers with the long-term interests of the Corporation's shareholders and other stakeholders.
- g) Recommend a succession plan for the Board and senior officers. A policy on succession planning shall be developed and attached herein as Annex G.
- h) Make recommendations to the Board with respect to Company incentive compensation plans, including equity incentive plans, the grant of awards and the terms and conditions applicable to such awards

2.5 Finance and Investment Committee ("FIC")

The Finance and Investment Committee assists the Board in the performance of its oversight function to ensure that: a) all projects and investment proposals and their funding requirements are consistent with the business strategy of the Corporation; b) are within approved policies and budgets for said projects; and c) major financing initiatives and proposals are reviewed prior to submission to the Board for securing Board approval and subsequently monitored on behalf of the Board. It shall be composed of (5) regular board members, two (2) of whom shall be independent directors. There should be present at least one regular member-independent director for a valid quorum with majority of

members present.

The Committee shall have the duty and responsibility to oversee and monitor the financial management of the Company which shall include the following:

- a. In conjunction with Senior Management, define the Company policies relating to capital, funding, liquidity and cash management;
- b. Review the Company's strategic transactions and capital expenditures, significant investments and dispositions of assets, including fixed income securities;
- c. Review the capital structure and financing requirements of the Company and recommend capital or debt raising options or activities which may be undertaken by the Company;
- d. Oversee common stock repurchase programs, stock splits and issuance of equity securities;
- e. Report to the Board its recommendations or issues that arise with respect to the Company's capital adequacy, potential strategic transactions or significant principal investments, dispositions of material assets.

2.6 Executive Committee ("Execom")

The Executive Committee of the Board, in the interim between meetings of the Board, has full power to take actions and approve on behalf of the Board for such acts and transactions to be undertaken by the Company in the normal routine of managing the principal trade or business of the Company such as the sale or purchase of goods, property or services, leases, transfers, credits and accommodations, and providing of guarantees or collaterals. All actions taken by the Executive Committee are subject to ratification by the Board at its next meeting.

The Executive Committee shall have the primary responsibility to review and recommend the following matters for Board approval:

- a. Annual business plans
- b. Annual financial statements
- c. Internal control framework
- d. Approval framework and procedures for the acquisition or disposal of assets, lending funds to other parties, or providing endorsement or guarantees for other parties;
- e. Proposals for material transactions for the acquisition or disposal assets, loans, endorsements and/or guarantees;
- f. Proposals for the offering, issuance, or private placement of any equity-type securities;
- g. Donations to related parties unless of inconsequential value, or material donations to non-related parties;
- h. Cases or matters for which the Board has given prior specific directions;
- i. Any proposal for which shareholders' approval is also required;

- j. The amendment or repeal of By-Laws or the adoption of new By-Laws; and;
- k. Distribution of cash dividends.

3.0 Principal Officers

3.1 Chairman of the Board

The Board shall be headed by a competent and qualified Chairman who shall not concurrently hold the position of Chief Executive Officer of the Company. In addition to his/her duties and responsibilities under the By-Laws, the Chairman of the Board, shall have the following roles and responsibilities, among others:

- a. Make certain that the meeting agenda focuses on strategic matters, including the overall risk appetite of the Company, considering the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations;
- b. Guarantee that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions;
- c. Facilitate discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors;
- d. Ensure that the Board sufficiently challenges and inquires on reports submitted and representations made by Management;
- e. Assure the availability of proper orientation for first-time directors and continuing training opportunities for all directors.
- f. Make sure that performance of the Board is evaluated at least once a year and discussed/followed up on; and
- g. Maintain qualitative and timely lines of communication and information between the Board and Management.

3.2 Chief Executive Officer

In addition to his duties and responsibilities under the By-Laws, the Chief Executive Officer shall have the following responsibilities:

- a) Provide general supervision of the business, affairs, and property of the Company and over its employees and officers;

- b) see that all orders and resolutions of the Board of Directors are carried into effect;
- c) Submit to the Board as soon as possible after the close of each fiscal year, and to the stockholders at the annual meeting, a complete report of the operations of the Company for the preceding year, and the state of its affairs; and
- d) Report to the Board from time to time all matters within his knowledge which will have a bearing on the interest of the Company and may require to be brought to the Board's attention.

3.3 Chief Operating Officer

The Chief Operating Officer oversees the day-to-day operations of the Company and shall be responsible for the following:

- a) Supervise and manage internal operations relating to warehouse and logistics, quality systems, health and safety, IT and regulatory compliances to ensure an effective and efficient operations of the Company;
- b) Develop and align operational of short and long-term plans and budgets with the strategic goals and business objectives of the Company;
- c) Ensure Company activities and operations are performed in compliance with local and national regulations and laws governing its business operations.
- d) Oversee the implementation of action plans, operating guidelines and policies, and resources to achieve Good Warehousing Practices (GWP) in all warehouse locations, increase productivity rate of operations, and meet customers' expectations of the Company's services.
- e) Ensure continuous progress in terms of Safety, Environment, Quality, Product Stewardship of the products and services.

3.4 Chief Financial Officer

The Chief Finance Officer shall be responsible for the following:

- i. Provide Management and the Board with accurate, relevant, and timely management financial reports and maintain the integrity of information systems and accounting records as the basis of financial statements;
- ii. Drive the Company's financial planning and the preparation of financial forecasts, budgets, and cash flow scenarios for the management of the

- Company's financial health;
- iii. Oversee the processes for the financial audits by external and internal auditors;
 - iv. Strengthen internal controls for the business and financial processes and provide oversight on financial policy implementation and enforcement
 - v. Ensure that projects and investment proposals and their funding requirements are consistent with the business strategy of the Corporation and are within approved policies and budgets for said projects.

3.5 Corporate Secretary

A Corporate Secretary shall be appointed to assist the Board in the performance of its duties and responsibilities.

The Corporate Secretary shall be a Filipino citizen and a resident of the Philippines and shall possess organizational and interpersonal skills as well as a legal, financial and accounting knowledge. As far as practicable, he/she shall not be appointed as a member of the Board nor as Compliance Officer on a concurrent basis.

The Corporate Secretary shall have the following duties and responsibilities, among others:

- i. Serve as adviser to the directors on their responsibilities and obligations;
- ii. Assist the Board and its Committees in the conduct of their meetings, including preparation of an annual schedule of meetings and assist the Chairman of the Board and Committee Chairman to set the agenda for the meeting;
- iii. Be responsible for the safekeeping and preservation of the integrity of the minutes of the meetings of the Board and its committees, as well as the other official records of the Company;
- iv. Provide advice and assistance in connection with the establishment of board committees and their terms of reference;
- v. Be loyal to the mission, vision and objectives of the Company;
- vi. Work fairly and objectively with the Board, Management, stockholders

- and other stakeholders;
- vii. Keep abreast on relevant laws, regulations, all governance issuances, relevant industry developments and operations of the Company; advises the Board and the Chairman on all relevant issues as they arise;
 - viii. Have a working knowledge of the operations of the Company;
 - ix. Inform the members of the Board, in accordance with the By-laws, of the agenda of their meetings and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;
 - x. Attend all Board meetings, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent him from doing so;
 - xi. Performs required administrative functions;
 - xii. Oversees the drafting of the By-laws and ensures that they conform with regulatory requirements;
 - xiii. Ensure that all Board procedures, rules and regulations are strictly followed by the members;
 - xiv. Attend a training in corporate governance on an annual basis; and
 - xv. Such other responsibilities as may be required by the Board of Directors.

3.6 Chief Audit Executive

The Chief Audit Executive shall be appointed to head the Internal Audit function of the Company and shall have the following responsibilities:

- a) Provides Leadership in the strategic planning and execution of the Internal Audit Department activities;
- b) Ensures that annual risk-based internal audit plan is developed and submitted for Audit & Risk Oversight Committee review and approval
- c) Formulates and coordinates control implementation strategies with the Board, through the Audit & Risk Oversight Committee, and Senior

Management

- d) Communicate the results of audit and risk assessment activities with the Board, through the Audit & Risk Oversight Committee, and the Senior Management

3.7 Chief Risk Officer

The Chief Risk Officer shall be appointed to oversee and supervise the entire enterprise risk management process and shall have the following responsibilities:

- a) Oversees the design and implementation of the company's risk management policies and ensures that it is embedded in the organization's plans, structure and activities
- b) Documents the risk management processes and activities in accordance with the risk management policies
- c) Ensures the development of risk related plans and formulation of strategies to identify and mitigate risks and monitor its progress
- d) Ensures that the process of identification and evaluation of potential threats/risk on business processes, data protection, operations and EHS, and financial stability of the company are implemented.
- e) Provides advice and monitors management responses in mitigating risks
- f) Promotes risk management culture throughout the organization.

3.8 Chief Compliance Officer

The Board shall be assisted in the performance of its duties by a Chief Compliance Officer shall have a rank of a Senior Vice President or its equivalent having adequate stature and authority in the Company and shall have direct reporting responsibilities to the Chairman of the Board. The Chief Compliance Officer shall not be a member of the Board as far as practicable and shall annually attend a training on corporate governance.

The Chief Compliance Officer shall perform the following duties:

- a) Have the overall responsibility to oversee and ensure the Company's proper and timely compliance with all statutory and regulatory requirements, including those issued by regulatory bodies and authorities, as well as industry best practice standards as applicable to the Company by the different functional departments;

- b) Proactive regulation enforcement and monitoring and reviewing of both internal and external compliance processes through regular reviews and assessments to identify potential areas of non-compliance and documenting corrective actions;
- c) Coordinate the development of compliance policies, procedures and work plans of the different functional support departments, namely, finance & accounting, HR & administration, legal & corporate secretarial, IT and data protection services, ensure the conduct of trainings and dissemination of communications thereof to help ensure employees understand their compliance responsibilities, and keep track of the regulatory changes, updates, and deadlines. This requires the functional departments to identify the specific regulations, standards, and protocols that apply to the licensing, reporting and/or clearance processes application to their area of responsibility;
- d) Establish and manage a centralized compliance monitoring system for the Company which shall include periodic compliance testing of its compliance function, with the frequency to be based on risk levels, to identify weaknesses and non-compliance situations for corrective actions. These compliance programs may operate parallel to or as part of Company's internal control and auditing programs;
- e) Responsibility and accountability for the proper management and timely adherence of the operational compliance areas for gov't licenses, permits, clearances and authorizations and ESH standards required for the importation, transportation, warehousing, distribution and sale of the Company's chemical products and other equipment and materials;
- f) Develop the compliance policies, procedures and work plans of the core operating (non-support) functional departments and keep track of the regulatory changes, updates, and deadlines for the compliance matters. This requires the identification of the specific regulations, standards, and protocols that apply to the licensing, reporting and clearance processes for the Company's products and services;
- g) Provide trainings and mentoring programs on the compliance requirements and processes to the Operating Units with responsibility to attend to such regulatory requirements;
- h) Responsible for ensuring compliance of the Company, its directors, officers and personnel of the policies and guidelines under the

Company's Corporate Governance Manual and Code of Ethics and Conduct;

- i) Ensure that all directors appointed to the Board have gone through an orientation process whereby they were briefed by the Corporate Secretary, Chief Compliance Officer and Management on their fiduciary responsibilities as directors, the Company's governance policies and processes, and regulatory and industry developments affecting Company's business and operations, and attend and participate in the continuing development program for the members of the Board;
- j) Responsible for overseeing COI disclosures, carrying out assessments, and ensuring adherence to the company's Conflict of Interest (COI) policy. The Chief Compliance Officer shall also ensure that any identified conflicts are properly documented, monitored, and resolved in line with company policies and regulatory standards;
- k) Report violations to the Board and recommend to the Board the imposition of appropriate disciplinary action on the parties responsible and the adoption of measures to prevent a repetition of the violation thereof;
- l) Appear before the SEC when summoned in relation to compliances with the requirements of the Corporate Governance Code for Publicly Listed Companies as well as other regulatory bodies and agencies in connection with compliance matters, where applicable;
- m) Collaborate with other departments to properly address compliance issues, which may be subject to investigation;
- n) Ensure fulfilment of reportorial and disclosure obligations of the Company to the Securities and Exchange Commission and the Philippine Stock Exchange; with the Corporate Information Officer having the principal obligation of ensuring that all required disclosures of the Company are prepared and submitted to the Securities and Exchange Commission (SEC) and the PSE within the stipulated deadlines and who shall be tasked to prepare the annual certification on the compliance of such statutory and regulatory reportorial and disclosures to the Audit and Risk Oversight Committee and to the Chief Compliance Officer (CCO);
- o) Identify and monitor compliance risks and possible issues and works towards the resolution or control of the same; and

- p) Performs such other duties and responsibilities as may be provided by the Commission.

4.0 Data Privacy Officer

A Data Privacy Officer (DPO) shall be appointed, who shall also serve as the Data Protection Officer. The DPO is responsible for the legal and compliance oversight of the data privacy framework of the Company and its subsidiary to ensure compliance with the requirements of the Data Privacy Act (DPA), its Implementing Rules and Regulations (IRR), and other issuances of the National Privacy Commission (NPC).

The DPO must possess specialized knowledge and reliability necessary for the performance of his duties, evidenced by the completion of a Data Privacy/Protection Officer course and certification program.

The DPO shall be accorded a significant degree of autonomy in the performance of his functions. To ensure independence, the DPO shall not assume other tasks or functions within the Company that would result in a conflict of interest, specifically those that involve determining the purposes and means of processing personal data.

The DPO shall have the following duties:

- a. Review and finalize updates to data privacy-related manuals, policies, and forms to ensure continued compliance with the DPA and relevant NPC issuances;
- b. Conduct comprehensive audits of the organization's data privacy policies and procedures, identify areas for improvement, and assist in implementing corrective measures;
- c. Facilitate required filings with the NPC, including compliance with registration requirements and other necessary documentation for SBS Philippines and its subsidiary, SHEC;
- d. Provide legal guidance on data privacy matters, including compliance issues, regulatory updates, and responses to inquiries from data subjects and authorities; and
- e. Report compliance matters directly to the Audit and Risk Oversight Committee and provide recommendations on data security, risk mitigation, and best practices."

5.0 Employees

The Company is committed to promoting the safety, well-being and professional

development of its employees and maintaining a work environment that fosters harmonious, productive working relationships and encourages mutual employee respect. There is zero tolerance for sexual harassment and other actions that violate the basic safety or dignity of an employee.

The Company promotes a culture of learning and employee involvement and values diversity of opinion and open debate. Conflicts or disputes are addressed through discussion, negotiation, mediation, arbitration and lastly resort to judicial processes. For conflicts of interest, the Conflict of Interests Policy provides for the framework for conflict avoidance and management.

Subject to the grievance procedure and requirements prescribed by law, the Company imposes disciplinary measures on directors, officers and employees whose conduct deviates from those prescribed under the Company policies and guidelines such as but not limited to those provided under the Company's Manual of Corporate Governance, Code of Conduct and Ethics, Anti-Corruption Policy, Whistleblowing policy, Employee Handbook, Conflict of Interests Policy, Insider Trading Policy, and By-Laws. Copies of all these documents are made available during their orientation program and can also be found on the Company's website.

The Company shall also develop policies on health, safety, and welfare of employees, training and development of employees to ensure their continued wellbeing and professional development while on the job.

6.0 Audit and Compliance

6.1 Internal Audit

The Internal Audit function shall be headed by a Chief Audit Executive who shall preferably be a Certified Public Accountant and/or a Certified Internal Auditor and shall report functionally to the Audit and Risk Oversight Committee of the Board of Directors and administratively to the Chief Executive Officer.

The scope of internal audit encompasses, but is not limited to, the examination and evaluation of the adequacy and effectiveness of the organization's governance, risk management, and internal controls as well as the quality of performance in carrying out assigned responsibilities to achieve the organization's stated goals and objectives. When appropriate, it shall also evaluate and monitor risk exposures relating to achievement of the organization's strategic objectives.

To execute their mandate, internal audit develops an annual audit plan for approval of the Audit & Risk Oversight Committee, which is based on a

prioritization of the audit universe using risk-based methodology and also taking into consideration past audit results, inputs from the Audit & Risk Oversight Committee, the CEO, CRO and the external auditors. Internal Audit is authorized unrestricted access to any and all of SBS Philippines Corporation's records, physical properties, and personnel pertinent to carrying out any engagement approved by the Board through the Audit & Risk Oversight Committee.

5.2. External Auditor

In the selection of the external auditor, the Company shall consider among others, the suitability and adequacy of the experience, competence and resources of the external auditor as well as their independence and objectivity. The external auditor should have a good understanding of the Company's business, risk management and operational issues.

An SEC accredited external auditor shall be appointed by the stockholders upon recommendation by the Board, after consultations with the Audit and Risk Oversight Committee. It shall have for its principal function to conduct an independent audit and provide an objective assurance on the manner in which the financial statements shall have been prepared and presented.

The reason/s for the resignation, dismissal or cessation from service of an external auditor and the effective date thereof shall be reported in the Company's annual and current report. Such report shall include a discussion of any disagreement regarding accounting principles or practices, financial disclosures or auditing scope or procedure which the former auditor of the Company failed to resolve satisfactorily.

The Company shall ensure that the external auditor's independence will not be compromised by any non-audit services to be provided and the amount of non-audit fees to be paid. The external auditor of the Company shall not at the same time provide the services of an internal auditor to the same client.

The Company's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier or the signing partner of the external auditing firm assigned to the Company, shall be changed with the same frequency.

7.0 Risk Management

The Company shall promote a risk-aware culture by making risk management a responsibility of every employee and an integral part of the Company's strategic and operational planning, and day-to-day management and decision

making.

The Company shall manage and minimize risks by identifying, analyzing, evaluating and treating exposures that may impact on the achieving its objectives and the continued efficiency and effectiveness of its operations.

The Company shall appoint a Chief Risk Officer who shall oversee and supervise entire enterprise risk management process and recommend improvement of ERM processes and documentation. These activities are reviewed and monitored by supervising committees of the Board such as the Executive Committee and the Audit and Risk Oversight Committee.

The Company shall adopt a bottom-up approach in its risk management process, with line management primarily responsible for the identification of risks and the implementation of its control strategies. Training programs to explain the value of risk management and understand the risk responsibilities of personnel in the different organization levels shall be held periodically to ensure that sound risk management and safety practices are implemented in the day-to-day operations.

8.0 Disclosure and Transparency

The trust of the shareholders and other stakeholders is fundamental to the business of the Company and thus the Company adheres to the principles of transparency, fairness and integrity.

To promote trust and confidence in the integrity of the Company, it is the policy of the Company to fully and timely disclose material information and dealings and to disseminate such information in a non-exclusionary and non-selective way. Shareholders and the investing public shall be regularly, timely and clearly informed of the developments involving the Company, its strategies and prospects to promote greater understanding of the Company.

Company disclosures pertaining to the Company, its operation, employees, directors or officers shall be reviewed and approved by Management and/or the Board for public dissemination. Corporate financial disclosures are reviewed by the ARO Committee and endorsed to the Board for its public release.

The Company shall employ the following modes of communication for disseminating Company information and results on a regular basis to its stakeholders:

- a. Company website
- b. Press releases
- c. Structured and unstructured corporate disclosures

- d. Meetings between Company officers and analysts/institutional investors
- e. Annual report
- f. Local participation in industry-oriented exhibits and conferences
- g. Stockholders' meeting
- h. Email alerts

The Company shall have an Investor's Relations Officer who shall primarily responsible for communicating developments involving the Company, and serve as a feedback channel for shareholders and other stakeholders.

9.0 Stockholders' Rights and Protection of Minority Stockholders

The Company shall attach considerable importance to shareholder rights and interests. In line with this, the Company shall:

- a. Facilitate the exercise of the shareholders of their rights by ensuring that they can participate effectively in and vote at the Shareholders' Meetings, either in person or by proxy.
- b. Encourage shareholder participation at shareholders' meetings by ensuring that the venue for meeting is centrally located and easily accessible by public transportation and the voting procedures explained in advance. The notice of meetings shall be communicated to shareholders also through the Company website and the PSE Edge Disclosure System. Shareholders shall be provided with sufficient information in the Information Statement provided to them to enable them to make informed decisions on matters submitted for their consideration. Resolutions on each agenda item shall be tabled separately to enable shareholders to vote for each item and the results of the votes taken are reported during the meeting and made publicly available in the Company's website the day following the meeting. Shareholders shall be given the opportunity to communicate their views and direct questions to Directors and Senior Management regarding the Company during shareholder meetings and by communicating through the Company's Investor's Relations Office.
- c. Respect the following rights of the stockholders:
 - i. Right to vote on all matters that require their consent or approval;
 - ii. Right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code.
 - iii. Exercise cumulative voting in the election of directors.
 - iv. No director shall not be removed without cause if it will deny minority

shareholders representation in the Board.

- v. Right to inspect corporate books and records;
- vi. Right to information;
- vii. Right of minority shareholders to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purpose;
- viii. Right to receive dividends that may be declared by the Board;
- ix. Appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided under Section 82 of the Corporation Code of the Philippines.

9.0 Approach to Sustainability

The Company is committed to ensure business sustainability by promoting a culture of responsibility in managing the economic, environmental, social and governance effects of its strategies and operations. Its approach to sustainability involves giving importance to customer experience and workplace safety, promoting trade and industry and a risk-focused organization, supporting the development of the communities in which it operates and managing its environmental impact.

10.0 Effectivity

This Revised Manual of Corporate Governance was adopted by the Board of Directors on December 18, 2025 with immediate effect.

The Company shall align its Corporate Governance structures, policies and procedures in accordance with the requirements of this Manual within a period of one hundred twenty (120) days from effectivity of this Revised Manual of Corporate Governance.

This Manual shall be available for inspection by any stockholder of the Company at reasonable hours on business days.

All directors, executives, division and department heads are tasked to ensure the thorough dissemination of this Manual to all employees and related third parties, and to likewise enjoin compliance in the process.

An adequate number of this Manual, both in printed or electronic form, must be reproduced and disseminated, with a minimum of at least one (1) hard copy of the Manual per Department.

Signed this 18th of December, 2025 in Quezon City.

By order of the Board of Directors:



RICARDO NICANOR N. JACINTO
Chairman of the Board



ESMERALDO A. TEPACE
Chief Compliance Office

Version Number	Document Title	Approval Date
1.0	MANUAL OF CORPORATE GOVERNANCE	Approved by the Board of Directors on 2014
2.0	REVISED MANUAL OF CORPORATE GOVERNANCE	Approved by the Board of Directors on May 26, 2017
3.0	REVISED MANUAL OF CORPORATE GOVERNANCE	Approved by the Board of Directors on May 30, 2019
4.0	REVISED MANUAL OF CORPORATE GOVERNANCE	Approved by the Board of Directors on December 10, 2021
5.0	REVISED MANUAL OF CORPORATE GOVERNANCE	Approved by the Board of Directors on December 18, 2025