

COVER SHEET

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SEC Registration Number

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(Company's Full Name)

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(Business Address: No. Street City/Town/Province)

Atty. Leandro E. Abarquez

(Contact Person)

8403-4007

(Company Telephone Number)

1	2
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Month Day
(Fiscal Year)

I - A C G R

(Form Type)

1	2	0	9
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Month Day
(Annual Meeting)

Not Applicable

(Secondary License Type, If Applicable)

CGFD

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

This SECForm shall be used as a tool to disclose Publicly-Listed Companies' compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the "comply or explain" approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

The I-ACGR has four columns, arranged as follows:

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>Contains CG Practices/ Policies, labelled as follows:</p> <p>(1) "Recommendations" – derived from the CG Code for PLCs;</p> <p>(2) "Supplement to Recommendation"– derived from the PSE CG Guidelines for Listed Companies;</p> <p>(3) "Additional Recommendations"–CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and</p> <p>(4) "Optional Recommendation"– practices taken from the ASEAN Corporate Governance Scorecard</p> <p>*Items under (1) – (3) must be answered/disclosed by the PLCs following the "comply or explain" approach. Answering of items under (4) are left to the</p>	<p>The company shall indicate compliance or non-compliance with the recommended practice.</p>	<p>The company shall provide additional information to support their compliance with the recommended CG practice</p>	<p>The PLCs shall provide the explanations for any non-compliance, pursuant to the "comply or explain" approach.</p> <p>Please note that the explanation given should describe the non-compliance and include how the overall Principle being recommended is still being achieved by the company.</p> <p>*"Not Applicable" or "None" shall not be considered as sufficient explanation</p>

discretion of PLCs.			
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C. Signature and Filing of the Report

- a. Three (3) copies of a fully accomplished I-ACGR shall be filed with the Main Office of the Commission **on or before May 30 of the following year for every year that the company remains listed in the PSE;**
- b. At least one (1) complete copy of the I-ACGR shall be duly notarized and shall bear **original and manual** signatures
- c. The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.
- d. The I-ACGR shall cover all relevant information from January to December of the given year.
- e. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **31 December 2022**
2. SEC Identification Number **CS200901269** 3. BIR Tax Identification No. **007-236-853-000**
4. Exact name of issuer as specified in its charter **PH Resorts Group Holdings, Inc.**
5. **Philippines**
Province, Country or other jurisdiction of
Company or organization
6. (SEC Use Only)
Industry Classification Code
7. **20th Floor Udenna Tower, Rizal Drive corner 4th Avenue, Bonifacio Global City, Taguig City, 1634**
Address of principal office Postal Code
8. **(632) 84034007**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	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 Company, 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	See Item 5 of the Definitive Information Statement https://edge.pse.com.ph/openDiscViewer.do?edge_no=8aa74a5a540aeb353470cea4b051ca8f	
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		
Recommendation 1.2			

1. Board is composed of a majority of non-executive directors.	Compliant	<p>Only three (3) directors hold executive positions, namely:</p> <ol style="list-style-type: none"> 1. Raymundo Martin M. Escalona - President and CEO 2. Lara C. Lorenzana – Treasurer and Chief Financial Officer 3. Jose Angel Sueiro – Chief Operating Officer <p>The 6 other directors do not exercise any executive functions in the Company.</p> <p>See PH Resorts Definitive Information Statement</p> <p>https://edge.pse.com.ph/openDiscView?edge_no=8aa74a5a540aeb353470cea4b051ca8f</p>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	See Article VIII of the Revised Manual on Corporate Governance	
2. Company has an orientation program for first time directors.	Compliant	http://phresorts.com/wp-content/uploads/2020/07/PH-Resorts-Revised-Manual-on-Corporate-Governance.pdf	
3. Company has relevant annual continuing training for all directors.	Compliant		
Recommendation 1.4			

1. Board has a policy on board diversity.	Compliant	See Article III (C) of the Revised Manual on Corporate Governance. The current board of the Company is composed of men and women with diverse qualifications and experience.	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	See Article III (C) of the Revised Manual on Corporate Governance.	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	The Company's Corporate Secretary is Atty. Leandro E. Abarquez. He is 40 years old and male. He is a member of the Philippine Bar and has been practicing corporate law for the last 13 years. His duties and responsibilities are outlined in Article III (F) of the Revised Manual on Corporate Governance.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Not Compliant		At this time and considering the volume of the Company's operations, the Board prefers to have these 2 positions held by one person. The Board will endeavor, however, to appoint a separate Compliance Officer before the next compliance report.
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		
4. Corporate Secretary attends training/s on corporate governance.	Compliant	The Corporate Secretary attended the Annual Directors and Officers Training by Risks, Opportunities Assessment Management (ROAM) Inc. held on 14 October 2022, 8:00 AM – 12:00 PM.	
Optional: Recommendation 1.5			

1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	The Corporate Secretary ensures that all meeting materials are distributed at least five business days before the scheduled meeting. Hard copies of the materials are likewise provided during the meeting.	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	The Compliance Officer is Atty. Leandro E. Abarquez. He is 40 years old and male. He is a member of the Philippine Bar and has been practicing corporate law for the last 13 years. His duties and responsibilities are outlined in Article III (B) of the Revised Manual on Corporate Governance.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the Company.	Compliant	The Compliance Officer holds an equivalent position to the rank of Senior Vice President and has adequate stature and authority in the Company.	
3. Compliance Officer is not a member of the board.	Compliant		
4. Compliance Officer attends training/s on corporate governance.	Compliant	The Compliance Officer attended the Annual Directors and Officers Training by Risks, Opportunities Assessment Management (ROAM) Inc. held on 14 October 2022, 8:00 AM – 12:00 PM.	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	See Section 3 (C) of the Revised Manual on Corporate Governance.	

Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	1. The Board sets the Company's direction, goals and objectives. 2. The Board makes sure that its strategy is aligned with the market. 3. Management is directed to implement the Board's strategy.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	4. Management gives regular updates to the Board.	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	See PH Resorts' Mission, Vision and Values, available at	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	http://phresorts.com/?page_id=28	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	The Chairman is Mr. Dennis A. Uy. He is 49 years old. He has a degree in Business Management from the De La Salle University. He sits on several boards in varying capacities and has an extensive background on finance.	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant		

2. Board adopts a policy on the retirement for directors and key officers.	Not Compliant		Because the Company is still in its infancy stage and its officers and directors are all relatively new, the Company has not yet implemented a specific retirement policy for its officers and directors. However, the Company adheres to the applicable provisions of Republic Act No. 7641 or The New Retirement Law.
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Members of the Board of Directors do not receive remuneration except for reasonable per diem given to them whenever they attend meetings.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	See Item 10 of the Company's Definitive Information Statement. https://edge.pse.com.ph/openDiscViewer.do?edge_no=8aa74a5a540aeb353470cea4b051ca8f	
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.	Not Compliant		For now, the Company does not give performance-based remuneration. Officers are paid a fixed compensation. Nonetheless, the Company conducts an annual performance evaluation for all its officers and employees.

Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The Company's policy on election and nomination of directors is provided in its Revised Manual on Corporate Governance	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	http://phresorts.com/wp-content/uploads/2020/07/PH-Resorts-Revised-Manual-on-Corporate-Governance.pdf	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	See also Item 5 of PH Resorts' Definitive Information Statement	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	https://edge.pse.com.ph/openDiscViewer.do?edge_no=8aa74a5a540aeb353470cea4b051ca8f	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
Optional: Recommendation 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.	Not Compliant		The Board does not think it is necessary to do this at this point due to the fact that its main project is still under pre-operations stage. It relies on its own professional network to search for candidates.
Recommendation 2.7			

1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	This is provided in the Company's Related Party Transactions Policy. http://phresorts.com/wp-content/uploads/2019/10/RELATED-PARTY-TRANSACTIONS-POLICY.pdf	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	This is provided in the Company's Related Party Transactions Policy. http://phresorts.com/wp-content/uploads/2019/10/RELATED-PARTY-TRANSACTIONS-POLICY.pdf	

2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	<p>Stockholders of record are entitled to one (1) vote per share. There is no specific manner of voting prescribed in the By Laws of the Company. Hence, voting may be done by viva voce, by raising of hands or by ballot.</p> <p>In the event that a related party transaction for approval involves a shareholder of the Company, the non-related party shareholders shall vote on the transaction in the same manner as above.</p>	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>This is part of the specific duties of the Board as provided in Article III (C) of the Revised Manual on Corporate Governance of the Company.</p> <p>CEO: Raymundo Martin M. Escalona Chief Compliance Officer: Leandro E. Abarquez</p> <p>Considering the Company's minimal operations, its management has decided that a Chief Risk Officer and Chief Audit Executive is not yet necessary at this point.</p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	This is part of the specific duties of the Board as provided in Article III (C) of the Revised Manual on Corporate Governance.	
Recommendation 2.9			

1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	The Company has a performance appraisal framework for all of its employees, including officers. The system is company-wide KRAs/KPIs.	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>This framework measures the performance of each employee and subsequently each respective document. The resulting ratings are combined and calculated based on appointed weight, which would then comprise the total Company Performance Level for the whole year.</p> <p>The KRAs/KPIs are visited quarterly for continuous monitoring of progress against budget.</p>	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	This is part of the specific duties of the Board as provided in Article III (C) of the Revised Manual on Corporate Governance.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Not Compliant	.	The Internal Audit Charter will be presented to the Board for its approval.
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	This is provided for in Article III (D), Section 5a of the Company's Revised Manual on Corporate Governance.	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant		
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Not Compliant		The Board uses the Revised Manual on Corporate Governance and the Company's By Laws as its guide while the board approval on the committee charters are still pending. It believes that both provide adequate guidelines and policies.
2. Board Charter serves as a guide to the directors in the performance of their functions.	Not Compliant		
3. Board Charter is publicly available and posted on the company's website.	Not Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	All directors are required to disclose their shareholdings in the Company in compliance with the SRC.	
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.	Not Compliant		The Company, as a matter of practice, does not grant loans to its directors.

2. Company discloses the types of decision requiring board of directors' approval.	Compliant	The Company abides by the general requirements of the Revised Corporation Code. It discloses matters approved by the Board that are covered by the definition of material public information under the SRC and the Disclosure Rules of the PSE.	
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	See page 6 of the Manual on Corporate Governance.	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	See Article III (D) of the Revised Manual on Corporate Governance.	

2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>See Article III (D) of the Manual on Corporate Governance.</p> <p>The Audit Committee is composed of Ma. Angela E. Ignacio, Ma. Concepcion F. De Claro and Mr. Eric O. Recto as the Chairman. Both Ms. Ignacio and Mr. Recto are independent directors. Please also refer to the disclosure made by the Company regarding the results of the organizational meeting on 9 December 2022.</p> <p>https://edge.pse.com.ph/openDiscView.er.do?edge_no=dadeb457e955f97a3470cea4b051ca8f</p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>The qualifications of Mr. Recto, Ms. Ignacio and Ms. De Claro may be found in the Company's Information Statement.</p> <p>https://edge.pse.com.ph/openDiscView.er.do?edge_no=8aa74a5a540aeb353470cea4b051ca8f</p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	Mr. Recto does not head any other committee aside from the Audit Committee.	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Section 3.2 (e) of the Revised Manual on Corporate Governance	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Not Compliant		The Audit Committee meets with management present. However, each member of the Committee have free communication lines with the auditor.

Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Not Compliant		The Audit Committee meets as necessary.
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	The Audit Committee has approved the appointment of Ms. Chonabeth Nazario as the Company's internal auditor.	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	See Article III (D), Section 4 of the Revised Manual on Corporate Governance.	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	<p>The Corporate Governance Committee is composed of Mr. Eric O. Recto, Mr. William W. Yap and Ms. Angela E. Ignacio. All of the members of the Corporate Governance Committee are all independent directors.</p> <p>See disclosure made after the organizational meeting of the Board of Directors of the Corporation on 9 December 2022.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=dadeb457e955f97a3470cea4b051ca8f</p>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Ms. Ma. Angela E. Ignacio, the Chairman of the Corporate Governance Committee, is an independent director.	
Optional: Recommendation 3.3.			

1. Corporate Governance Committee meet at least twice during the year.	Not Compliant		The Corporate Governance Committee meets as necessary.
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	See Article III (D), Section 5 of the Revised Manual on Corporate Governance.	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	The BROC is composed of Mr. William Yap, Ms. Angela Ignacio, and Ms. Ma. Concepcion F. de Claro. Two of out of the three members of the Committee, including the Chairman, are independent directors who have relevant knowledge and experience on risk management. https://edge.pse.com.ph/openDiscView.er.do?edge_no=dadeb457e955f97a3470cea4b051ca8f	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant		
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant		
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	See Article III (D), Section 6 of the Revised Manual on Corporate Governance.	

2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	The RPT Committee is composed of Mr. William Yap (Chairman), Mr. Eric O. Recto, Ms. Angela E. Ignacio and Ms. Ma. Concepcion F. De Claro. All members of the Committee except for Ms. De Claro are independent directors. https://edge.pse.com.ph/openDiscViewer.do?edge_no=dadeb457e955f97a3470cea4b051ca8f	
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.	Not Compliant		The committees use the Company's Revised Manual on Corporate Governance as their guide while the approval of the Board on the committee charters is still pending. They will endeavor to have their respective committee charters approved by the next compliance period.
2. Committee Charters provide standards for evaluating the performance of the Committees.	Not Compliant		
3. Committee Charters were fully disclosed on the company's website.	Not Compliant		
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 Company'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	All meetings were conducted in accordance primarily with the Revised Corporation Code ("RCC") and relevant SEC memorandum circulars and issuances.	

2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Agenda and Board materials are sent to the Directors at least a week before the scheduled meeting.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	The Directors actively participate and ask necessary questions during board meetings.	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	<p>All non-executive directors serve a maximum of five publicly listed companies. See the Company's Information Statement for more information on the directors.</p> <p>https://edge.pse.com.ph/openDiscView.er.do?edge_no=8aa74a5a540aeb353470cea4b051ca8f</p>	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Article III (C), Section 4 (I) of the Revised Manual on 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>Mr. Raymundo Martin M. Escalona, Ms. Lara C. Lorenzana and Mr. Jose Angel Sueiro are the executive directors of PH Resorts.</p> <p>The executive directors are not directors of other listed companies within and outside of the group.</p>	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	The Corporate Secretary proposes a schedule for the meetings of the Board of Directors at the start of the year.	

3. Board of directors meet at least six times during the year.	Not Compliant		The Board is scheduled to meet at least once per quarter and when necessary. The meetings will be held more frequently when operations of the Company ramps up.
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Not compliant		Majority of the Board constitute a quorum in accordance with the provisions of its By Laws. Nonetheless, the Board complies with the voting requirements for certain matters as provided under the Revised Corporation Code.

Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	<p>There are 3 Independent Directors – Mr. Eric O. Recto, Ms. Ma. Angela E. Ignacio, and Mr. William W. Yap.</p> <p>See Item 5 of the Company's Definitive Information Statement.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=8aa74a5a540aeb353470cea4b051ca8f</p>	
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Recommendation 5.2

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>The qualifications of the independent directors are in the Company's Amended By Laws.</p> <p>http://phresorts.com/wp-content/uploads/2020/07/Amended-By-Laws.pdf</p>	
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Supplement to Recommendation 5.2

1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	This in the Definitive Information Statement and Annual Report of the Company. See Annual Report: https://edge.pse.com.ph/openDiscViewer.do?edge_no=e600a1498ffe22ba9e4dc6f6c9b65995	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	See Article III (E) of the Revised Manual on Corporate Governance.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	http://phresorts.com/wp-content/uploads/2020/07/PH-Resorts-Revised-Manual-on-Corporate-Governance.pdf	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant		
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	The Company's Chairman is Mr. Dennis A. Uy while its CEO is Mr. Raymundo Martin M. Escalona.	

2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	The duties and responsibilities of the officers are provided in the Company's By Laws. http://phresorts.com/wp-content/uploads/2020/07/Amended-By-Laws.pdf	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	The Chairman of the Board is not an independent director. The Company's lead independent director is Mr. Eric O. Recto.	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the Company abstain from taking part in the deliberations on the transaction.	Compliant	During the period, Mr. Dennis Uy and/or Ms. Cherylyn Uy abstained from voting on material transactions that involved companies beneficially owned by them.	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Not Compliant		For the period covered, the directors did not feel the need to have such meetings.
2. The meetings are chaired by the lead independent director.	Not Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	The Company's former CEO is not part of the current Board of Directors.	

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.	Not Compliant		The Board is in the process of institutionalizing a formal annual self-assessment exercise to be based on a defined set of criteria and standards of key board functions. However, for executive directors and officers, they are subject to the Company's the annual PACEPRO evaluation.
2. The Chairman conducts a self-assessment of his performance.	Not Compliant		
3. The individual members conduct a self-assessment of their performance.	Not Compliant		
4. Each committee conducts a self-assessment of its performance.	Not Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Not Compliant		

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.	Not Compliant		The Board is in the process of institutionalizing a formal annual self-assessment exercise to be based on a defined set of criteria and standards of key board functions.
2. The system allows for a feedback mechanism from the shareholders.	Not Compliant		Shareholders, however, are free to give their feedback to the Board. The contact details of the Corporate Secretary are available to the public.

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.	Not Compliant		The Board is in the process of institutionalizing a formal Code of Business Conduct and Ethics to be based on its current ethical practice dealing with all stakeholders.
2. The Code is properly disseminated to the Board, senior management and employees.	Not Compliant		
3. The Code is disclosed and made available to the public through the company website.	Not Compliant		
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	The Company's Anti Corruption and Bribery Policy enumerates what are considered corrupt acts and penalizes these as such. https://www.phresorts.com/wp-content/uploads/2021/05/PHR-Anti-Corruption-and-Bribery-Policy.pdf	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Not Compliant		The Board is in the process of institutionalizing a formal Code of Business Conduct and Ethics to be based on its current ethical practice in dealing with all stakeholders.
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Not Compliant		
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			

1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	See Article IV of the Revised Manual on Corporate Governance.	
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	The Company has complied with the deadlines set by the PSE and the SEC for all disclosure requirements.	
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 Item 11 of the Annual Report. https://edge.pse.com.ph/openDiscView.er.do?edge_no=e600a1498ffe22ba9e4dc6f6c9b65995	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	The Company has complied with all the deadlines set by the PSE and the SEC for all disclosure requirements.	
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		
Supplement to Recommendation 8.2			

1. Company discloses the trading of the Company's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	The Company has complied with all the deadlines set by the PSE and the SEC for all disclosure requirements on this matter. All required information have been disclosed.	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	This is provided in the Definitive Information Statement of the Company. https://edge.pse.com.ph/openDiscView.er.do?edge_no=8aa74a5a540aeb353470cea4b051ca8f	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	This is provided in the Definitive Information Statement of the Company.	
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	Board of Directors are not given any remuneration. They are only given a reasonable per diem every time they attend a meeting.	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Not Compliant		Executive remuneration is given depending on market rates and on a case to case basis, depending on the qualifications of the individual concerned.

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Not Compliant		The Company discloses the remuneration on a group basis.
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	This is in the Annual Report and the audited financial statements attached to the report.	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	This is in the Annual Report and the audited financial statements that may be accessed through the link below: https://edge.pse.com.ph/openDiscViewer.do?edge_no=e600a1498ffe22ba9e4dc6f6c9b65995	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Management conducts its due diligence for transactions. If there are findings of conflict of interest, such findings are disclosed to the Board and are taken into consideration when voting occurs.	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	This is provided in Item 12 of the Company's Annual Report	
Recommendation 8.6			

1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	The Company has complied with the deadlines set by the PSE and the SEC for all disclosure requirements on this matter. All required information have been disclosed. https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=631	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Not Compliant		Transactions involving the Company's assets were studied by the Management and approved by the Audit Committee and/or Related Party Transactions Committee (as applicable) before presentation to the Board of Directors.
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	All relevant agreements that may affect the control, ownership and strategic direction of the company are timely and sufficiently disclosed through the company's website and PSE edge page.	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	See the Company's Revised Manual on Corporate Governance as posted on its website. http://phresorts.com/wp-content/uploads/2020/07/PH-Resorts-Revised-Manual-on-Corporate-Governance.pdf	
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		
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		See the Company's Annual Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=e600a1498ffe22ba9e4dc6f6c9b65995	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		

f. Attendance details of each director in all directors meetings held during the year	Compliant	On 30 January 2023, the Company uploaded a report on the attendance of its directors for the year 2022: https://edge.pse.com.ph/openDiscViewer.do?edge_no=a99c93c4f424206c9e4dc6f6c9b65995	
g. Total remuneration of each member of the board of directors	Compliant		
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 ACGR shall serve as compliance for these requirements.	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant		
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant		
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social,economic).	Compliant	The Sustainability Report, as attached to the Annual Report, shall serve as compliance for these requirements.	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Section 4.2 of the Manual on Corporate Governance.	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	The reappointment of the Company's external auditor was approved by the members of the Board of Directors and ratified by the shareholders during the Annual Stockholders' Meeting.	
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.	Not applicable		There was no change in external auditor. The Company retained the services of Sycip, Gorres, Velayo & Co.

Supplement to Recommendation 9.1

1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Article III (G) of the Revised Manual on Corporate Governance.	
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Recommendation 9.2

<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	Not Compliant		The Audit Committee is guided by its duties and responsibilities as outlined in the Revised Manual on Corporate Governance. The Company will endeavor to comply with this requirement by the next compliance period.
<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>	Not Compliant		The Audit Committee is guided by its duties and responsibilities as outlined in the Revised Manual on Corporate Governance.
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	Sycip Gorres Velayo & Co. is an SEC accredited Group A firm, which means that it has passed the thorough qualification process with proper credentials and internal procedures in place. Further, it is a member firm of an internationally recognized organization – Ernst & Young Global Limited.	

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	<p>Sycip Gorres Velayo & Co. is an SEC accredited Group A firm, which means that it has passed the thorough qualification process with proper credentials and internal procedures in place. Further, it is a member firm of an internationally recognized organization – Ernst & Young Global Limited.</p> <p>See Article III (D), Section 3 of the Revised Manual on Corporate Governance.</p>	
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	No non-audit services were performed by the External Auditor during the last fiscal year.	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	The services rendered by the Company's external auditors are purely audit services.	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	The fees being paid to external auditors are for audit services only.	
Additional Recommendation to Principle 9			

1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Erwin A. Paigma SEC Partner Accreditation No. 118576-SEC (Group A), valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions Sycip Gorres Velayo & Co. 6760 Ayala Avenue, Makati City, 1226 Metro Manila Philippines +632-891-0307	
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	SGV & Co. has been subjected to SOAR on August 1-12, 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	The Company conducts various Corporate Social Responsibility activities. http://phresorts.com/?page_id=165	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	The Company's Sustainability Report (annexed to the Company's Annual Report) shall serve as compliance for this item.	

Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	<p>The Company uses the following channels in communicating with its stakeholders:</p> <ol style="list-style-type: none"> 1. Company website 2. Press conferences 3. Press releases 4. Annual/ Quarterly/ Current Reporting <p>See Company Disclosures on PSE Edge</p> <p>http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=631</p> <p>See Disclosures and News Report posted in the Company's website.</p> <p>http://phresorts.com/?cat=4</p>	
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Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:		The Company's website may be accessed through the link below:	
a. Financial statements/reports (latest quarterly)	Compliant	http://phresorts.com/	
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		

d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant		
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		
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant		
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.	Not Compliant		The Company's management has not yet established a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations. Nonetheless, the Company's compliance officer ensures that the Company is updated and compliant with relevant laws and regulations upon their issuance.
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	The Company has an established process on disruption and disaster recovery system, which can easily be triggered during emergency situations. Our IT system has also been designed to efficiently identify threats to cyber security.	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	The Company has an in-house internal audit team that provides an independent and objective assurance, and consulting services to each department.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Not Compliant		At this time, no CAE has been appointed considering the current operations of the Company. The Board will endeavor to comply with this requirement before the next deadline.
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.	Not Compliant		
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.	Not Compliant		
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Not Compliant		At this time, this is being done by management subject to review by the Board considering the current operations of the Company.
Supplement to Recommendation 12.4			

1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	The Company will identify the source of technical support as needed.	
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).	Not Compliant		The Company has yet to appoint its CRO. As of the review period, the risk assessment duties are covered by the Management and the Board of Directors.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Not Compliant		Nevertheless, the Company shall endeavor to adopt and implement this recommendation as soon as practicable.
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.	Not Compliant		The Company is in the process of selecting its Chief Audit Executive and shall endeavor to comply with this recommendation before the next compliance period.
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	See Article V of the Revised Manual on Corporate Governance.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	See Article V of the Revised Manual on Corporate Governance.	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	See Article V of the Revised Manual on Corporate Governance.	

2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	See the Article II, Section 5 of the Amended By Laws. http://phresorts.com/wp-content/uploads/2020/07/Amended-By-Laws.pdf See Item 4 of the Definitive Information Statement.	
3. Board has an effective, secure, and efficient voting system.	Compliant	See the Article II, Section 5 of the Amended By Laws. http://phresorts.com/wp-content/uploads/2020/07/Amended-By-Laws.pdf See also Items 4 and 19 of the Definitive Information Statement.	
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	See Article V of the Revised Manual on Corporate Governance.	
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	See Article II, Section 3 of the Amended By Laws.	

6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	See Article V of the Revised Manual on Corporate Governance.	
7. Company has a transparent and specific dividend policy.	Compliant	See Article IX, Section 3 of the Amended By Laws. To date, no dividends have been declared by the Company.	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	The Company's stock transfer agent always attends the annual stockholders' meeting of the Company to verify the votes.	
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	The Company immediately disclosed the notice of its annual meeting for the period covered. https://edge.pse.com.ph/openDiscView.er.do?edge_no=b63e8d67be20dd003470cea4b051ca8f	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	See Item 5 of the Definitive Information Statement.	
b. Auditors seeking appointment/re-appointment	Compliant	See Item 7 of the Definitive Information Statement.	

c. Proxy documents	Not Applicable		Proxies were not solicited.
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Itemized description of each agenda was provided in the Definitive Information Statement.	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	The results of the ASM for the period covered were disclosed on PSE Edge one day of the meeting on 9 December 2022. https://edge.pse.com.ph/openDiscView.er.do?edge_no=c1c666cef54965b53470cea4b051ca8f	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	Minutes of the Company's Annual Stockholders' Meeting for the period covered is posted on the Company's website.	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The external auditor and key officers of the Company were present at the Annual Shareholders' Meeting to answer shareholders' questions.	

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	Conflicts are usually resolved through mediation among the parties. A mediator will be selected by the parties to facilitate communication and negotiation and to assist them in reaching a voluntary agreement regarding the issue involved. The Board is responsible in handling the alternative dispute mechanism of the Company as per Article III (C), Section 3 (k) of the Revised Manual on Corporate Governance.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant		
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	The Company's Investor Relations Officer is Mr. Leo D. Venezuela with contact details as follows: T: 84034007 E: leo.venezuela@udenna.ph	
2. IRO is present at every shareholder's meeting.	Compliant	Mr. Venezuela was present during the last Annual Shareholders' Meeting.	
Supplemental Recommendation to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Not Compliant		The Board has not yet fully adopted this optional recommendation. Nevertheless, it shall endeavor to adopt and implement this upon its next ACGR submission.
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Not Compliant		The public float of the Company is only 22.40%.
Optional: Principle 13			

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Contact details of the Company are provided in its website. Its Investor Relations Officer interacts with the shareholders and/or their representatives during one-on-one meetings and sends key company updates via email from time to time.	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant		

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	See pages 13-14 of the Revised Manual on Corporate Governance	
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Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	See Article V of the Revised Manual on Corporate Governance.	
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Recommendation 14.3

1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	See Article V of the Revised Manual on Corporate Governance	
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Supplement to Recommendation 14.3

1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Not Compliant		Although, in practice, the Company adopts an alternative dispute resolution system in amicably settling conflicts or differences between the Company and its stockholders, and the Company and third parties, including regulatory authorities, this has not yet been included in the Manual on Corporate Governance. The Board will endeavor for the inclusion of this policy before the next compliance period.
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	No requests for exemption from application of a law, rule or regulation have been filed by the Company for the covered period.	
2. Company respects intellectual property rights.	Compliant	The Company adheres to intellectual property protection under the law.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Not Compliant		<p>The Company has no formal policy in addressing its customers' welfare but has always considered this in all of its business endeavors. The Company, through its subsidiaries, conducts survey via social media or actual survey.</p> <p>For its operational facilities, the Company has dedicated helpdesks and information centers for all inquiries and concerns of guests and clients.</p>


2. Company discloses its policies and practices that address supplier/contractor selection procedures	Not Compliant		The Company's supplier and contractor accreditation process will be posted in its website upon adoption/approval by the Board of Directors.
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	<p>This is embedded in the KRAs/KPIs and Company wide programs of PH Resorts, wherein delivery of its commitments to customers, shareholders, suppliers and other stakeholders are measured and rated.</p> <p>This rating system is used to score the overall performance of the Company which would then be the basis of the promotions and incentives granted to its employees.</p>	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	During the 2019 Annual Shareholders' Meeting, the shareholders approved the Employee Stock Option Plan. The plan may be availed by permanent and regular officers of the Company with at least one (1) year of continuous service and employees with at least the rank of manager in the Company, its subsidiaries and affiliates with at least one (1) year of continuous service.	

2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	The Company's policy relating to the health, safety, and welfare of its employees may be accessed at: http://phresorts.com/wp-content/uploads/2020/09/PHR-Health-Safety-and-Environment-Policy.pdf	
3. Company has policies and practices on training and development of its employees.	Compliant	The Company encourages its employees to attend seminars for their development. When meritorious, the Company shoulders the fees for the employees' participation.	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	The Company's Anti-Bribery and Corruption policy may be accessed at: https://www.phresorts.com/wp-content/uploads/2021/05/PHR-Anti-Corruption-and-Bribery-Policy.pdf	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant		
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant		
Recommendation 15.3			

1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	The Company's Whistleblowing Policy may be accessed at: http://phresorts.com/wp-content/uploads/2020/09/PHR-Whistleblowing-Policy.pdf	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant		
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant		
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	See the Company's Corporate Social Responsibility activities on its website. http://phresorts.com/?page_id=165	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	The Company makes sure that its establishments are built and maintained in accordance with current Environmental Laws and that it has the necessary environment permits.	

2. Company exerts effort to interact positively with the communities in which it operates	Compliant	The Company makes sure that its CSR efforts are always focused in the communities where its establishments are located.	
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(Signature page follows)



SUBSCRIBED AND SWORN TO before me this _____, affiants exhibiting to me their government issued IDs as follows:

Dennis A. Uy

Raymundo Martin M.
Escalona

Leandro E. Abarquez

Eric O. Recto

Ma. Angela E. Ignacio

William W. Yap

Doc. No. 426

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Series of 2023.

ATTY. HENRY D. ADASA

APPOINTMENT 097/12/31/2023 MANILA

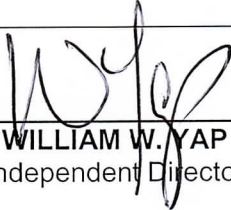
IUP NO. 181139 / 01/03/2022

PTM-N-0861145 / 01/03/2023

Roll No. 23473, File No. 172-528-620

② 1118 TAYLOR UNIVERSITY, ST. LOUIS, MISSOURI

SIGNATURE


WILLIAM W. YAP
Independent Director

SUBSCRIBED AND SWORN TO before me this APR 18 2023, affiant exhibiting to me
his government issued _____ issued by the Land Transportation
Office, valid until 23 November 2024.

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Page No. 05
Book No. I
Series of 2023.


ATTY. JAN MICHAEL M. ALBAÑO J.D.

NOTARY PUBLIC
FOR MANDAUE CITY AND MUNICIPALITIES OF
CONSOLACION, LILLO-AN, COMPOSTELA & CORDOVA, CEBU
Notarial Commission No. 2022-41
Until December 31, 2023
Roll no. 76118

MCLE COMPLIANCE NO. VIII-0000670 – Valid until April 14, 2028
PTR No. MC 1500107 / January 6, 2023 / Mandaue City
IBP No. 241154 / December 1, 2022 / Ortigas, Pasig City
Room 201, Clotilde, Commercial Center,
Casuntingan, Mandaue City, 6014