



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: **31 December 2019**
2. SEC Identification Number: **CS200900917**
3. BIR Tax Identification No.: **007-213-353**
4. Exact name of issuer as specified in its charter: **ITALPINAS DEVELOPMENT CORPORATION**
5. **Makati City, Philippines**
Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **Unit 28C, BPI Philamlife Bldg., 6811 Ayala Ave. Makati, City**
Address of principal office Postal Code: **1227**
8. **02(8893-0328)**
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 corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	<p>The Company's Directors have the experience, qualifications and skills across a wide range of professional specialization, possessing a broad diversity of the background, skills and expertise to make a significant contribution to the Board, to the Company and to its subsidiaries. Collectively, it provides leadership and direction for the members of the Board and executive management.</p> <p>Their qualification standards are set out in the Company's Revised Manual of Corporate Governance</p>	
2. Board has an appropriate mix of competence and expertise.	Compliant	<p>https://italpinas.com/wp-content/uploads/Manual-on-Corporate-Governance.pdf.</p>	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	<p>The biographical information of the Directors and their qualifications, including their present occupation and business experience, are described in the Company's Annual Report (17-A) and Information Statement (20:IS) duly submitted to the SEC and PSE.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b7975ce8f717f9b0de8473ceb6407</p>	

https://edge.pse.com.ph/openDiscViewer.do?edge_no=82ce932d059bcf66efdfc15ec263a54d

Recommendation 1.

1. Board is composed of a majority of non-executive directors.

Compliant

There are nine (9) members of the Board, only three (3) of which are executives of the Company, namely: CEO, President and CFO. Please see link providing for the list of officers and directors of the Company: https://edge.pse.com.ph/companyPage/directors_and_management_list.do?cmpy_id=660
<https://italpinas.com/about-us/leadership/>

1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.

Compliant

B.1.3.e of the Manual on Corporate Governance provides that the chairman shall:
 "A director should also keep abreast with industry developments and business trends in order to promote the Company's competitiveness."
 "

2. Company has an orientation program for first time directors.

Compliant

V. TRAINING PROCESS If necessary, funds shall be allocated by the CFO or its equivalent officer for the purpose of conducting an orientation program or workshop to operationalize this Manual. A director shall be required to attend a seminar on corporate governance which shall be conducted by a duly recognized private or government institute.

<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p>The Directors of the Company attends, among others, seminars on corporate governance. In 2019, the Directors attended the following seminars:</p> <p>On November 8, 2019, some members of the Board attended a six-and-a-half-hour seminar on Corporate Governance with credits, entitled "Board Effectiveness, Best Practices, Financial Reporting and SEC Required Topics," hosted by the Center for Global Best Practices, held at the New Marriott Grand Ballroom, Resorts World Complex, Pasay City.</p>	
<p>Recommendation 1.4</p>			
<p>1. Board has a policy on board diversity.</p>	<p>Compliant</p>	<p>The Manual of Corporate Governance Paragraph 3 of item 1.1 provides that:</p> <p>"The Board shall be composed of directors of proven integrity and having the appropriate mix of core competencies that would be relevant to the Company and help build a sustainable business. The Board shall encourage diversity in its composition as to age, gender, culture, skills, competence and knowledge. It shall endeavor to exercise an objective and independent judgment in the performance of its duties and responsibilities."</p> <p>The board is composed of 7 male directors and 2 female directors, including the Corporate Secretary and 1 Director.</p>	
<p>Optional: Recommendation 1.4</p>			

<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>Non Compliant</p>		<p>While no explicit measurable objectives have been set specifically for implementing the board diversity policy, the Board and the Nomination Committee ensure that there is sufficient diversity in the Board's composition as their assessment and selection of a proposed candidate for director take into consideration diversity in background, skills and expertise, personal attributes and abilities so as to make a significant contribution to the Board and to the Company.</p>
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Recommendation 1.5

<p>1. Board is assisted by a Corporate Secretary.</p>	<p>Compliant</p>	<p>Atty Christine P. Base is the appointed Corporate Secretary and assists the Board in the performance of its duties and responsibilities. She does not hold any other position in the Company except as a Director, member of the audit committee and as Compliance Officer.</p> <p>Her biographical information and qualifications, including her present occupation and business experience, are described in the Company's Annual Report (17-A) and Information Statement (20:IS) duly submitted to the SEC and PSE. Please see link for reference. https://edge.pse.com.ph/companyPage/directors_and_management_list.do?cmpy_id=660 It may also be found in the corporate website of the Company: https://italpinas.com/about-us/leadership/</p>	
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2. Corporate Secretary is a separate individual from the Compliance Officer.	Non Compliant		Ms. Base was elected as a member of the Board of Directors by reason of her various experience counselling her clients from different types of industries. Furthermore, her position as a corporate secretary does not affect and does not conflict with her responsibilities as a director.
3. Corporate Secretary is not a member of the Board of Directors.	Non Compliant		Ms. Base was elected as a member of the Board of Directors by reason of her various experience counselling her clients from different types of industries. Furthermore, her position as a corporate secretary does not affect and does not conflict with her responsibilities as a director.
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Atty. Christine C. Base, Corporate Secretary, has attended: On November 8, 2019, Atty. Base attended a six-and-a-half-hour seminar on Corporate Governance with credits, entitled "Board Effectiveness, Best Practices, Financial Reporting and SEC Required Topics," hosted by the Center for Global Best Practices, held at the New Marriott Grand Ballroom, Resorts World Complex, Pasay City.	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	As a general rule, agenda materials for consideration of the Board are distributed to them at least five (5) business days before the scheduled meeting.	

Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	<p>Atty Christine P. Base is the appointed Compliance Officer and assists the Board in the performance of its duties and responsibilities.</p> <p>Her biographical information and qualifications, including her present occupation and business experience, are described in the Company's Annual Report (17-A) and Information Statement (20:IS) duly submitted to the SEC and PSE. Please see link for reference. https://edge.pse.com.ph/companyPage/directors_and_management_list.do?cmpr_id=660</p> <p>It may also be found in the corporate website of the Company: https://italpinas.com/about-us/leadership/</p> <p>Her duties as Compliance Officer are described in the Revised Manual of CG. A copy of the Revised Manual on Corporate Governance may be found in the Corporate website: https://italpinas.com/wp-content/uploads/Manual-on-Corporate-Governance.pdf</p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Non Compliant		
3. Compliance Officer is not a member of the board.	Non Compliant		Due to the Company's minimal operations and requirements, the duties and responsibilities of a Compliance Officer are

			performed by the Corporate Secretary.
4. Compliance Officer attends training/s on corporate governance.	Compliant	Atty. Base attended on November 8, 2019 a six-and-a-half-hour seminar on Corporate Governance with credits, entitled "Board Effectiveness, Best Practices, Financial Reporting and SEC Required Topics," hosted by the Center for Global Best Practices, held at the New Marriott Grand Ballroom, Resorts World Complex, Pasay City.	

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	The Board of Directors gives importance to its responsibilities. This can be seen in the meetings conducted by the Company wherein acts of management are deliberated and approved by the board.	
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Recommendation 2.2

<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p> <p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p> <p>Compliant</p>	<p>Sections A.1.6 and 1.7 of the Corporation's Manual on Corporate Governance set out the Board responsibility for formulating the Corporation's business objectives and defining its strategic priorities for sustainability.</p> <p>This can be seen in the meetings conducted by the Company wherein both the direction and the acts of management are deliberated and approved by the board.</p> <p>The regular Board Meetings include in its agenda updates or reports on the progress of management's objectives.</p>	
Supplement to Recommendation 2.2			
<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Compliant</p>	<p>The Company's vision and mission statement and core values are disclosed in the Annual Report of Management to the Shareholders (a copy of which made available through the Company's website at the following link:</p> <p>http://www.italpinas.com</p> <p>The Board reviews the Company's vision and mission at least once a year and, when necessary, updates it.</p>	
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>Compliant</p>	<p>The board of directors, upon recommendation from management, deliberates the best possible direction of the Company. Upon approval, the board reviews the progress of this direction through its regular board meetings or its special board meetings when applicable.</p>	

Recommendation 2.3			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>Arch. Romolo Valentino Nati, 52 years old, Italian, is a multi-awarded green architect, sustainable developer and multi-awarded car designer (BMW and Mitsubishi). He has been awarded in Italy, Estonia and the Philippines. He graduated "Summa Cum Laude" in Architecture in Rome at the University of Rome "La Sapienza" and has a Specialization Course in Urban Landscape and Layers from University of Tallin, Estonia and currently taking an Executive Master's in Business Administration from Asian Institute of Management, Philippines. Arch. Nati is primarily responsible for the overall management and implementation of the Company's projects. He particularly enjoys working in a team environment, collaborating with the development and design teams from concepts, early site and product development through project sell-out.</p> <p>His biographical information and qualifications, including his present occupation and business experience, are described in the Company's Annual Report (17-A) and Information Statement (20:IS) duly submitted to the SEC and PSE. Please see link below:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=82ce932d059bcf66efdc15ec263a54d</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b7975ce8f717f9b0de8473cebbd6407</p>	
Recommendation 2.4			
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>Compliant</p>	<p>The board ensures that there is an effective succession plan for directors, key officers, and management.</p> <p>Employees with potential are given opportunities to hone their leadership skills through various trainings available and mentoring programs to be viable for more senior roles in the Company.</p> <p>Also, the Nomination Committee works to ensure that a short list of experts and professionals having the leadership experience, skills-set and expertise relevant to the business of the Corporation is available in case a director or key senior officer would be retiring.</p>	

<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>Non Compliant</p>	<p>The Company's By-Laws provide for a one-year term for elected Directors who may stand for re-election. All nominees for election or re-election for Board membership undergo an assessment process through the Nomination Committee who screens the candidates in line with the Company's strategic goals and needs of the Board and requirement to refresh and recruit new directors and key officers.</p>	<p>The Board has yet to fix a specific retirement age policy for its directors and key officers. However, to aid in the Board renewal process, the Company adopts a robust performance evaluation for the Board and senior management and continuous assessment of Board skills set requirements.</p>
<p>Recommendation 2.5</p>			
<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p>	<p>Compliant</p>	<p>Other than the payment of reasonable per diem allowances as discussed below, there are no standard arrangements pursuant to which directors of the Company are compensated, or are to be compensated, directly or indirectly, for any services provided as a director. The remuneration of key officers and board members are aligned with long-term interests of the Company.</p>	

<p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	<p>Non Compliant</p>		<p>While not in a formal written policy, the Board through the remuneration committee adopts a policy specifying the relationship between remuneration/promotion and performance through the annual evaluation of the performance of its employees and any corresponding increase in remuneration and/or promotion.</p>
<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>Compliant</p>	<p>No director is involved in directly deciding his/her remuneration. Upon management recommendation, the board ratifies any changes in the remuneration and the same is ratified by the shareholders during its regular meetings.</p> <p>Non-executive directors do not receive options, share-based Incentives, or bonuses.</p> <p>The directors' compensation is also described in the Company's Annual Report (17-A) and Information Statement (20:IS) duly submitted to the SEC and PSE. Please see link below:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=82ce932d059bcf66efdfc15ec263a54d</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b7975ce8f717f9b0de8473cebbd6407</p>	
<p>Optional: Recommendation 2.5</p>			
<p>1. Board approves the remuneration of senior executives.</p>	<p>Compliant</p>	<p>While the Board does not pre-approve remuneration of senior executives, the remuneration committee regularly reports to the board the rationale and</p>	

		process of determining executive compensation. After proper evaluation, the Board ratifies the acts of Management and Remuneration Committees.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	The variable remuneration packages of the President & the CEO and Top 4 senior officers is based on achievement of certain target performance criteria linked with the annual budget and other parameters.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	<p>The Board has adopted a formal and transparent board nomination and election policy.</p> <p>This policy is also disclosed in the Definitive Information Statement provided to the Shareholders in connection with the holding of the Company's Annual Stockholders' Meeting.</p>	

<p>2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>The Board has adopted a formal and transparent board nomination and election. The procedure and criteria for board nomination and election is also provided in the Information Statement (copies of which are available in the Company's website at the following link:</p> <p>https://italpinas.com/about-us/board-committees/</p> <p>The Information Statement is provided to the Shareholders in connection with the holding of the Annual Stockholders' Meeting for the election of directors, among others.</p> <p>This alternative practice not only addresses the same objectives to be achieved by the incorporation of such policies in the CG Manual but it also better ensures that this is communicated directly and adopted by the Nomination Committee who is tasked to implement the policy.</p>	
<p>3. Board nomination and election policy includes how the company accepted</p>	<p>Compliant</p>	<p>Written nominations by any stockholders shall be received by the corporation not earlier than 40 days from the ASM but not later than 20 days before the date of the Annual General Meeting of the Stockholders. The Nomination Committee pre screens and short lists the nominees for election by the shareholders during the annual meeting. This is provided for the bylaws of the</p>	

<p>nominations from minority shareholders.</p> <p>4. Board nomination and election policy includes how the board shortlists candidates.</p> <p>5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p>	<p>Compliant</p> <p>Compliant</p>	<p>company and is explained in the notice and information statements sent out by the Company which is submitted to the SEC, disclosed with the PSE, and furnished to all stockholders of record. Copy of the Information Statement is attached herein for reference.</p> <p>The Nomination Committee pre-screens and short lists the nominees for election by the shareholders during the annual meeting. This is provided for the bylaws of the Company and is explained in the notice and information statements sent out by the Company which is submitted to the SEC, disclosed with the PSE, and furnished to all stockholders of record. A Copy of the Information Statement may be found in the link below: https://edge.pse.com.ph/openDiscViewer.do?edge_no=82ce932d059bcf66efdfc15ec263a54d</p> <p>The Company adopted general guidelines to assist the Board and its nominating committee in the effective and efficient search, screening and selection of candidates for election/re-election as members of the Board.</p> <p>A copy of the Nomination Committee Charter may be found in the link below: https://italpinas.com/about-us/board-committees/</p>	
<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>Compliant</p>	<p>The Board and Nomination Committee's assessment of a proposed candidate involve considerations of the diversity in the Board's composition including a review of the nominee's experience, specialized expertise in the industry, understanding of issues affecting the Company, as well as the current composition of the Board, the balance of management and independent directors, the need for independent oversight and evaluations.</p>	

Optional: Recommendation to 2.6

<p>1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.</p>	<p>Non Compliant</p>		<p>While the Company does not use professional search firms, it consults other external sources such as professionals the Board has and are currently working with, or tap people they know in the industry to be of good qualification and reputation.</p>
<p>Recommendation 2.7</p>			
<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>Non Compliant</p>		<p>The Audit and Related Party Transaction Committee ensures that related party transactions have no conflict of interest with the directors, officers, or employees. As a matter of practice, all directors, officers and employees have to declare any interest which could conflict with the Company's interest and abstain from voting or approving on matters in which they have an interest.</p> <p>A copy of the Company's draft policy on related party transactions may be found in the link below:</p>

<https://italpinas.com/about-us/company-policy/>

<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Non Compliant</p>		<p>Under the draft Company's RPT Policy:</p> <p>The internal audit group shall monitor and evaluate the related party transactions (RPTs) entered by the Group and shall report on status and aggregate exposures of each related party to the Audit, Risk Oversight, and Related Party Transaction Committee on a quarterly basis. The Audit, Risk Oversight, and Related Party Transaction Committee shall review the internal audit report on the RPT on a quarterly basis and report them to the Board.</p> <p>By practice, there is proper reporting, review and approval of transactions between the Company and/or its subsidiaries with any of its directors, officers, significant shareholders(beneficial share ownership of more than 10%), or certain entities or persons related to them ("Related Parties") with related parties to ensure that transactions entered by the Company or its subsidiaries with related parties will be on terms no less favourable to the Company and/or subsidiaries than those</p>
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<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>		<p>entered into with unrelated parties on arm's length normal commercial terms and will not be prejudicial to the Company, its subsidiaries and its minority shareholders.</p> <p>The Company's policy governs related party transactions between the Company and its subsidiaries (the "Group") and its related parties involving the transfer of resources, services or obligations, regardless of whether a price is charged.</p>
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Supplement to Recommendations 2.7

<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Non Compliant</p>		<p>The Company's draft RPT is yet to be approved by the Board. The Policy provides:</p> <p>Related party transactions, either individually or part of a series of transactions, other than recurrent related party transactions of revenue or trading nature or those necessary for its day-to-day operations, which exceeds Three Million Pesos (PhP3,000,000.00) in value per year shall be subject to the review and approval of the Audit, Risk Oversight and Related Party Transaction Committee. Such approval will be given if the transactions are in accordance with the Company's usual practices and policies, are on arm's length commercial terms and are at terms no less favourable than those provided by the Company to similar types of transactions with unrelated third parties. If the related party transaction exceeds Ten Million Pesos (PhP 10,000,000.00) the same shall be further subject to the approval by the Board of Directors, in accordance with the criteria mentioned above and shall require further the</p>
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			approval of at least two independent directors who have no interest in the transaction.
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Non Compliant		In lieu of a specific requirement on approval by majority vote of non-related/ public shareholders of transactions with related parties, the policy/practice adopted by the Board requires the approval by at least two independent directors of the transaction with related parties exceeding the threshold of P10 million in value. The independent directors act on behalf of the minority shareholders in approving or disapproving related party transactions.
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,	Non Compliant	Under Section B. 1.7 (q) of the Company's Revised Manual of Corporate Governance, it is the duty of the Board to approve the selection and appointment of the Chief Compliance Officer, the Chief Risk Officer and Chief Audit Executive. The Company's Bylaws; as published in the link below, also provides for the duty of the Board to select and appoint the Chief Executive Officer. https://italpinas.com/about-us/the-company/	While the Company has set forth a mechanism to appoint control functions, the company have yet to appoint them but intends to do after the upcoming organizational meeting

Chief Compliance Officer and Chief Audit Executive).		The list of individuals comprising the Company's Management Team is available under the Company's website at the following link: https://italpinas.com/about-us/the-company/	
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	Formal appraisals are conducted annually after the end of the year, during which the Management team are individually assessed based on the agreed key performance indicators in support the business strategies, objectives and financial goals.	
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 conducts an Annual Performance review of all its employees, including management employees.	

<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>The Company conducts an Annual Performance review of all its employees, including management employees.</p>	
<p>Recommendation 2.10</p>			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>Compliant</p>	<p>Under Section B. 1.7 of the Company's Revised Manual of Corporate Governance, the Board has the responsibility to ensure the adoption, adequacy and effectiveness of organizational and operational internal controls.</p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Non Compliant</p>		<p>The Company's draft policy on conflict of interest which is subject to approval by the Board may be found in the link below:</p> <p>https://italpinas.com/about-us/company-policy/</p>
<p>3. Board approves the Internal Audit Charter.</p>	<p>Compliant</p>	<p>The Company's Audit Charter has been approved by the Board. A copy of the Charter may be found in the link below.</p> <p>https://italpinas.com/about-us/board-committees/</p>	
<p>Recommendation 2.11</p>			

<p>1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.</p> <p>2. Board Charter serves as a guide to the directors in the performance of their functions.</p> <p>3. Board Charter is publicly available and posted on the company's website.</p>	<p>Compliant</p> Compliant Compliant	<p>The Board Charter stating the roles and responsibilities of the members of the Board of Directors may be found in the following Link: https://italpinas.com/about-us/board-committees/</p> <p>The Board abides by the rules set forth in the Board Charter in accomplishing their mandate and fulfillment of their individual responsibilities as members of the Board of Directors.</p> <p>The Board Charter may be found in the Company website through the following Link: https://italpinas.com/about-us/board-committees/</p>	
<p>Additional Recommendation to Principle 2</p>			
<p>1. Board has a clear insider trading policy.</p>	<p>Non Compliant</p>		<p>The Insider Trading Policy is yet to be approved by the Board. A copy of the Company's Insider Trading Policy may be found in the link below:</p> <p>https://italpinas.com/about-us/company-policy/</p>
<p>Optional: Principle 2</p>			

1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	While no loans are being granted to directors, any such transaction will be overseen by the audit committee.	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	Section B 1.7 of the Company's Revised Manual of Corporate Governance lists the matters under the responsibility and authority of the Board to act upon. Significant matters approved by the Board are immediately disclosed by the Company through the PSE Edge Disclosure System and reported to the SEC under SEC Form 17-C, copies of which are available in the Company website at the following link: https://italpinas.com/share-informations/investor-relations/	

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	Section B.2 of the Company's Revised Manual of Corporate Governance sets out the standing committees of the Board.	
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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

Section B.2.1 of the Company's Revised Manual of Corporate Governance sets out duties and responsibilities of the Audit Committee, including its responsibility to recommend for the appointment and removal of the Company's external auditor.

The Audit Committee also meets at least once every quarter to discuss the financial reports and internal and external audit controls of the Company.

2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.

**Non
Compliant**

The Audit Committee is composed of THREE (3) members, two (2) of which are executive directors. The Chairman of the Committee is an independent director.

<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Information on the chairperson and members of the Audit Committee, including their qualifications and type of directorship, the background, knowledge, skills, and/or experience are disclosed by the Company through the PSE Edge Disclosure System and reported to the SEC under SEC Form 17-A, copies of which are available in the Company website through the following link :</p> <p>https://italpinas.com/share-informations/investor-relations/</p> <p>The members of the Audit Committee may be found in the link below:</p> <p>https://italpinas.com/about-us/board-committees/</p> <p>The Company's Audit Committee Chairperson is Mr. Jose G. Araullo, an independent director. He is not the Chairman of the Board or any other Committee.</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>		
<p>Supplement to Recommendation 3.2</p>			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Non Compliant</p>		<p>While not formally done, management consults the committee for non-audit services by the external auditor. There were no non audit services for the period.</p>

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non Compliant		The external auditors currently report directly to the Audit Committee during Audit Committee meetings, communicating their audit plan and the results of the audit. Though meetings are usually conducted with the presence of the CEO and the CFO, the objectivity and independence of the external audit reports are not affected.
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Non Compliant		
2. Audit Committee approves the appointment and removal of the internal auditor.	Non Compliant		The Company's Internal Auditor is hired through regular hiring process and not via board or AC appointment. The Board, however, ratifies and confirms such appointment.
Recommendation 3.3			

<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	<p>Compliant</p>	<p>Section B 1.7 of the Company's Revised Manual of Corporate Governance provide for the organization of the CG Committee.</p>	<p>The Company's Corporate Governance Committee Chairperson is Atty. Christine P. Base.</p>
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Compliant</p>	<p>The members of the Corporate Governance Committee may be found in the link below: https://italpinas.com/about-us/board-committees/</p>	
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Non Compliant</p>		
<p>Optional: Recommendation 3.3.</p>			

<p>1. Corporate Governance Committee meet at least twice during the year.</p>	<p>Non Compliant</p>		<p>The CG Committee meets only when the need arises. The Company endeavors to schedule Corporate Governance Committee meeting at least twice during the year.</p>
<p>Recommendation 3.4</p>			
<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p>	<p>Compliant</p>	<p>Section B 1.7 of the Company's Revised Manual of Corporate Governance provide for the organization of the Board Risk Oversight Committee.</p>	
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Non Compliant</p>		<p>The Board has yet to establish the committee.</p>

3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.	Non Compliant		The Board has yet to establish the committee.
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk management.	Non Compliant		The Board has yet to establish the committee.
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.	Non Compliant	Section B 1.7 of the Company's Revised Manual of Corporate Governance provide for the organization of the RPT Committee.	The board has yet to establish the Committee. However, the function is currently being performed by the AC Committee.

<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Non Compliant</p>		<p>The board has yet to establish the Committee. However, the function is currently being performed by the AC Committee.</p>
<p>Recommendation 3.6</p>			
<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>Compliant</p>	<p>The Audit, Risk Oversight, and Related Party Transaction Committee, Remuneration Committee, Nomination Committee, and the Executive Committee have their individual charters, which could be found in the Corporate website:</p> <p>https://italpinas.com/about-us/board-committees/</p>	

<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Compliant</p>	<p>The Committee Charters provide for assessment of the members' performance, including self-assessment and evaluation.</p>	
<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>Compliant</p>	<p>The Committee Charters may be found in the Company's website through the link below:</p> <p>https://italpinas.com/about-us/board-committees/</p>	

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

Recommendation 4.1

<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele- /videoconferencing</p>	<p>Compliant</p>	<p>The Board of Directors are present majority of the time in person and actively participate in the same. Prior to meetings, the board is furnished with materials to be briefed on the upcoming agenda items and are given an opportunity to raise questions, suggest alternative solutions to items raised.</p>	
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<p>conducted in accordance with the rules and regulations of the Commission.</p>			
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>The directors are furnished with the agenda and accompanying materials prior to each Board meeting for their review.</p>	
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p>The directors are given the opportunity to discuss each item on the agenda of the Board meeting, and clarify any queries they may have.</p>	
<p>Recommendation 4.2</p>			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	<p>Compliant</p>	<p>The Revised CG Manual provides that: The non-executive directors of the Board shall concurrently serve in other directorships up to a maximum of five publicly listed companies demonstrate their commitment and availability to attend to the affairs of the Company and carry out their duties adequately. All directors shall submit to a low indicative limit on director appointments in other non-listed non-group companies.</p>	
<p>Recommendation 4.3</p>			

1. The directors notify the company's board before accepting a directorship in another company.	Compliant	The members of the Board of Directors discusses with both management and with the rest of the board of directors whenever they accept directorship in other companies. There were no such instance in the period.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	The backgrounds of the executive directors are provided in the Information Statements filed with both SEC and PSE. Copies of which are available in the Company website through the following link : https://italpinas.com/share-informations/investor-relations/	
2. Company schedules board of directors' meetings before the start of the financial year.	Non Compliant		The Company schedules its meetings as they deem fit.
4. Board of directors meet at least six times during the year.	Non Compliant		The board schedules 4 regular meetings annually but conducts special meetings as they deem fit.
5. Company requires as minimum quorum of at least 2/3 for board decisions.	Non Compliant		The Board only requires majority votes as required by law. However, the board as much as practicable tries to vote unanimously. Thus, when there are pending questions on agenda items, the board would defer resolution of the same until it is resolved unanimously.

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.	Non Compliant		The independent directors of the current Board are as follows: 1. Rafael A. Dominguez 2. Jose G. Araullo
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Each independent director has been carefully chosen in order to ensure that membership in the Board is diverse, and that a collegial decision is always arrived at for the protection of all stakeholders in the Company. They have been properly qualified. The nomination committee also ensures that the nominee does not possess any disqualification to hold the position. Please refer to the link below proving for the backgrounds of the directors, including the IDs. https://italpinas.com/about-us/leadership/	
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	The Company's 20-IS provides for this statement. A copy of the current Information Statement may be found in the link below: https://edge.pse.com.ph/openDiscViewer.do?edge_no=82ce932d059bcf66efdfc15ec263a54d	

Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Summary of the backgrounds including the terms of the directors are provided for in the Annual Report and the IS filed with the SEC and disclosed with the PSE, a copy of which may be found in the link below:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=82ce932d059bcf66efdc15ec263a54d</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b7975ce8f717f9b0de8473cebbd6407</p>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p>1.3 of the revised CG manual provides:</p> <p>An independent director who has served the maximum cumulative term of 9 years as independent director shall be disqualified from being re-elected as independent director of the Company</p>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	The Company has never had such instance where an independent director has held the same capacity for more than nine years. In the event that it occurs, the voting of independent directors is included in the annual shareholders' meeting.	
Recommendation 5.4			

<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Compliant</p>	<p>The Chairmanship is held by Mr. Romolo Nati while the position of President is held by Jose D. Leviste.</p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>The revised CG manual provides:</p> <p>3.1 In addition to his duties and responsibilities under the By-Laws, the Chairman of the Board, shall have the following roles and responsibilities, among others:</p> <ul style="list-style-type: none"> a. Makes 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. Guarantees that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions; c. Facilitates discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors; d. Ensures that the Board sufficiently challenges and inquires on reports submitted and representations made by Management; e. Assures the availability of proper orientation for first-time directors and continuing training opportunities for all directors; f. Makes 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

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.

The Chairman and the CEO are not related by affinity or consanguinity.

<p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p>	<p>Non Compliant</p>		<p>The Company's Chairman is not an ID. Furthermore, the Company has yet to appoint a lead ID but intends to do so in its upcoming organizational meeting.</p>
<p>Recommendation 5.6</p>			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>There have been no instances in 2019 wherein a Director had a material interest in the transactions of the Company.</p>	
<p>Recommendation 5.7</p>			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.</p>	<p>Non Compliant</p>		<p>The internal audit team meets with the external auditors. At present, the Chief Financial Officer attends these meetings, who is also a member of the Board of Directors.</p>

2. The meetings are chaired by the lead independent director.	Non Compliant		While an independent director chairs the Audit Committee meetings, He is not, at present, designated as a lead independent director.
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Non Compliant		Mr. Jose D. Leviste is the Company's President and has been a director of the Company since inception.
<p>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.</p>			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Non Compliant		While there is no written record of the assessment, the Board continually conducts self-assessment and evaluation of its performance.
2. The Chairman conducts a self-assessment of his performance.	Non Compliant		The Chairman of the Board conducts self-assessment of his performance as Chairman although no written report is submitted to the Board.
3. The individual members conduct a self-assessment of their performance.	Non Compliant		The Members of the Board conduct self-assessment of their performance although no written report is submitted.

4. Each committee conducts a self-assessment of its performance.	Non Compliant		While Committee performance is evaluated, there is no written record of self-assessment on the part of the members of the committees.
5. Every three years, the assessments are supported by an external facilitator.	Non Compliant		The board is yet to conduct its assessment of the board performance with the support of an external facilitator.

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.	Non Compliant		While the Company has not yet approved a process, the shareholders are given the opportunity to judge and elect its directors based on the performance of its board.
2. The system allows for a feedback mechanism from the shareholders.	Non Compliant		While there is no set feedback system from the shareholders, they are given the opportunity to raise their concerns during the Open Forum/Question and Answer portion of the Annual Stockholders' meeting.

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1

<p>1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>	<p>Non Compliant</p>		<p>The board is has drafted a code of ethics. While it has not yet been finalized, the board through the audit committee sees to it that the company adopts best practices as suggested by the relevant rules of the SEC and the Exchange.</p>
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Non Compliant</p>		<p>Once approved, the Code of Ethics shall be properly disseminated to the Board, senior management, and employees.</p>
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>Non Compliant</p>		<p>The Company intends to publish the Code of Ethics in its Company website once it is approved.</p>
<p>Supplement to Recommendation 7.1</p>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	<p>Non Compliant</p>		<p>The Company has drafted a whistle blowing policy which adheres to the strict requirements of the law against bribery and corruption. A copy of the draft policy may be found in the company website:</p>

			https://italpinas.com/wp-content/uploads/Draft-Whistle-blowing-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.	Non Compliant		While the Company has yet to approve its Code of Business Conduct and Ethics, it strictly adheres to proper business practices, bearing in mind the importance of integrity of the Board and its employees.
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	The Board, through its executives, conducts proper monitoring of compliance with all laws and regulations, as well as all Company internal policies.	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Non Compliant</p>		<p>While there is no existing policy on disclosures, the Board follows the relevant disclosure rules of the SEC and the PSE and regularly inform the directors, officers and employees of the same.</p> <p>The List of Disclosures can be found in the Company's website through the following link:</p> <p>http://www.italpinas.com</p>
Supplement to Recommendations 8.1			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Non Compliant</p>		<p>The AFS is submitted and disclosed at least 105 days from the end of the audit period while the quarterly FS is submitted and disclosed within 45 days from the end of the reporting period.</p>

<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>A copy of the company's annual report may be found in the Company's website through this link:</p> <p>http://www.italpinas.com</p> <ol style="list-style-type: none"> 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. 	
<p>Recommendation 8.2</p>			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Non Compliant</p>		<p>While the Company does not have a written policy on the same, the board regularly reminds its members as well as the key officers about the requirement to disclose any dealings in the Company's shares within 2-3 days to give the Company ample time to disclose the same with the SEC and the PSE.</p>

<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Non Compliant</p>		<p>While the Company does not have a written policy on the same, the board regularly reminds its key officers about the requirement to disclose any dealings in the Company's shares within 2-3 days to give the Company ample time to disclose the same with the SEC and the PSE.</p>
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Supplement to Recommendation 8.2

<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Compliant</p>	<p>Please refer to the top 100 shareholders as disclosed.</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=4c44371c30c8fcb90de8473cebbd6407</p> <p>Other disclosures of the Company may be found in these links below:</p> <p>https://italpinas.com/share-informations/investor-relations/ https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=660</p>	
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Recommendation 8.3

<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>The qualifications of the directors and key officers are provided in its 20-IS and annual reports as attached herein.</p> <p>Copies of the above-mentioned documents may be found in the link below:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=82ce932d059bcf66efdfc15ec263a54d</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b7975ce8f717f9b0de8473cebbd6407</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>The qualifications of the directors and key officers are provided in its 20-IS and annual reports as attached herein.</p> <p>Copies of the above-mentioned documents may be found in the link below:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=82ce932d059bcf66efdfc15ec263a54d</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b7975ce8f717f9b0de8473cebbd6407</p> <p>https://italpinas.com/share-informations/investor-relations/</p>	
<p>Recommendation 8.4</p>			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>Non Compliant</p>		<p>While policies for board remuneration have not been set in writing, the Company, through the remuneration committee, is currently drafting the policy.</p>

<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Non Compliant</p>		<p>The Company intends to provide guidelines with regard to the standards to follow in setting executive remuneration.</p>
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Non Compliant</p>		<p>The Company discloses the top executive compensation lumped as a group. The remuneration of executives are competitive and within industry standard.</p>
<p>Recommendation 8.5</p>			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Non Compliant</p>		<p>While the Manual on Corporate Governance discusses the rights of Stockholders, the Company's has drafted a policy on Related Party Transactions which is yet to be approved by the Board. A copy of the Company's policy on related party transactions may be found in the link below:</p> <p>https://italpinas.com/about-us/company-policy/</p>

2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	The Annual Report (with AFS) of the Company refers to related party transactions. A copy of the Annual Report may be found in the link below: https://italpinas.com/share-informations/investor-relations/ https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b7975ce8f717f9b0de8473cebbd6407	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	While there have been no such incidents of conflict of interest between the Company and the Board of Directors in the former's transactions, the members of the board are continuously reminded to disclose any conflict of interest in the event that one occurs.	A copy of the draft conflict of interest policy may be found in the link below: https://italpinas.com/about-us/company-policy/ The policy is yet to be approved by the Board.
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.	Non Compliant		A draft of the Company's policy on related party transactions may be found in the link below: https://italpinas.com/about-us/company-policy/
Recommendation 8.6			

<p>1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.</p>	<p>Compliant</p>	<p>While the website of the Company as well as PSE EDGE is used for purposes of disclosing to the public such transactions, there have been no such incident.</p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Non Compliant</p>		<p>The Company relies mainly on its own officers with years of experience in the field, as well as professionals in determining fairness of transaction prices. While no formal engagements are made, the Company's management consults professionals in determining fairness of transactions.</p>

Supplement to Recommendation 8.6

<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	<p>Compliant</p>	<p>The Company's 20-IS provides for such statement as attached herein. A copy of the IS may be found in the link below:</p> <p>https://italpinas.com/share-informations/investor-relations/</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=82ce932d059bcf66efdfc15ec263a54d</p>	
<p>Recommendation 8.7</p>			
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	<p>Compliant</p>	<p>The CG policies and programs are all in the revised manual and may be viewed at:</p> <p>https://italpinas.com/wp-content/uploads/Manual-on-Corporate-Governance.pdf</p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	<p>Compliant</p>	<p>The Company's MCG was submitted to the SEC and the PSE, which was duly received by both government agencies.</p>	

3. Company's MCG is posted on its company website.	Compliant	A copy of the MCG may be found in the link below: https://italpinas.com/wp-content/uploads/Manual-on-Corporate-Governance.pdf	
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	The revised manual was submitted with the SEC and PSE. Please refer to the CG Manual duly received.	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant.	The annual report is posted at: https://italpinas.com/share-informations/investor-relations/ https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b7975ce8f717f9b0de8473cebbd6407	
a. Corporate Objectives	Compliant.	The Corporate objectives are stated in the Annual Report. A copy of the report may be found in the link above.	

b. Financial performance indicators	Compliant.	Financial performance indicators are discussed in the Annual Report. A copy of the report may be found in the link above.	
c. Non-financial performance indicators	Compliant	Non-financial performance indicators are discussed in the Sustainability Report prepared in accordance with global reporting initiatives. The Sustainability Report is attached to the Annual Report. A copy of the report may be found in the link above.	
d. Dividend Policy	Compliant	The dividends policy and computation are included in the Annual Report.	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors.	Compliant	The profiles of all directors are contained in the Annual Report.	

f. Attendance details of each director in all directors meetings held during the year	Non Compliant		This is not a requirement. However, the company previously provides this in the old CGR form.
g. Total remuneration of each member of the board of directors	Non Compliant		The top remunerations are lumped as a group.
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.	Non Compliant		The CGR is no longer required to be attached in the annual report. However, the Company always adhered to the rules of the Code of Corporate Governance.
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.	Non Compliant		While no such disclosure was made as this was not required, the directors actually conduct a review of the company's material controls.

<p>4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.</p>	<p>Non Compliant</p>		<p>While no such disclosure was made as this was not required, the Audit Committee and the Board actually conduct a review of the company's internal controls.</p>
<p>5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).</p>	<p>Compliant</p>	<p>Risks are found in part I of the annual report. A copy of the annual report may be found in this link:</p> <p>https://italpinas.com/share-informations/investor-relations/ https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b7975ce8f717f9b0de8473cebbd6407</p>	
<p>Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.</p>			
<p>Recommendation 9.1</p>			
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<p>The Audit Committee charter contains the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor. A copy of the Audit Charter may be found in the company website:</p> <p>https://italpinas.com/about-us/board-committees/</p>	

<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p>The shareholders approved Roxas Cruz Tagle, and Co. as the external auditor by 100% of those present and represented in the meeting.</p>	
<p>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.</p>	<p>Compliant</p>	<p>There have been no such incident. In the event such instance occurs, the Company shall disclose to the regulators the incident of removal, as well as to the public through the company website and required disclosures to the appropriate offices.</p>	
<p>Supplement to Recommendation 9.1</p>			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>5.1B provides that: 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.</p>	
<p>Recommendation 9.2</p>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p>	<p>Compliant</p>	<p>A copy of the Audit Committee's Charter may be found in the link below: https://italpinas.com/about-us/board-committees/</p>	

<p>i. assessing the integrity and independence of external auditors;</p> <p>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</p> <p>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>	<p>Compliant</p> <p>Compliant</p> <p>Compliant</p>	<p>Among the functions and responsibilities of the Audit Committee are:</p> <ul style="list-style-type: none"> • Review and evaluate the professional qualifications, performance and independence of the external auditor and the lead partner. • Review and approve with the external auditor, the nature and scope of the audit plans, including scope, audit resources and expenses, and reporting obligations. • Evaluate and approve non-audit work by external auditor and keep under review the non-audit fees paid to the external auditor in relation to their significance to the auditor. • Review the reports or communications of the external auditors as to critical policies, alternative treatments, observations on internal controls, audit adjustments, independence, limitations on the audit work set by the management and other material issues that affect the audit and financial reporting, and ensure that management or the Board will promptly address the issues raised. • Ensure that the external auditor complies with auditing standards. 	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>Compliant</p>	<p>Please see Audit Committee's functions and responsibilities above with regard to external auditors.</p>	
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>	<p>Compliant</p>	<p>The Audit Committee ensures that selection of the external auditor is fair, possesses utmost integrity, credible and competent.</p> <p>A copy of the Audit Committee charter may be found in the company website:</p> <p>https://italpinas.com/about-us/board-committees/</p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>Among the responsibilities of the Audit Committee is to monitor the conduct of the audit by the external auditor and to ensure that the external auditor complies with auditing standards.</p>	
<p>Recommendation 9.3</p>			
<p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p>	<p>Compliant</p>	<p>There were no non-audit services that were provided by the external auditor as disclosed in SEC 17-A report.</p> <p>https://italpinas.com/share-informations/investor-relations/</p>	

<p>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.</p>	<p>Compliant</p>	<p>The audit committee charter includes a policy on potential conflict of interest situations for auditors.</p>	
<p>Supplement to Recommendation 9.3</p>			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	<p>Compliant</p>	<p>There were no fees paid to the external auditor for non-audit services.</p>	
<p>Additional Recommendation to Principle 9</p>			
<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p>	<p>Compliant</p>	<p>Provide information on company's external auditor, such as:</p> <p>1. Name of the audit engagement partner;</p> <p>GABRIEL D. TABAMO JR.</p> <p>2. Accreditation number;</p> <p>CPA Certificate No. 0109213 SEC Accreditation No. 109213-SEC, (Group A)</p> <p>3. Date Accredited; April 23, 2020</p> <p>4. Expiry date of accreditation; April 22, 2021</p> <p>And</p>	

		<p>5. Name, address, contact number of the audit firm.</p> <p>Roxas Cruz Tagle and Co 2/F and 12/F Multinational Bancorporation Centre 6805 Ayala Avenue, Makati City 1226 Philippines www.bdo-roxascruztagle.ph Tel: +(632) 8844 2016</p>	
<p>2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).</p>	<p>Compliant</p>	<p>The Company's external auditors agreed to be subjected to SOAR inspection.</p>	
<p>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</p>			
<p>Recommendation 10.1</p>			

<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>	<p>Non Compliant</p>		<p>The Company's written policy on Sustainability, detailing disclosure of non-financial information, and with emphasis on the management of economic, environmental, social and governance is being reviewed by the Board. However, the Company has in place the review and evaluation of sustainability issues.</p>
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>The Company submitted a Sustainability Report attached to its Annual Report, detailing its framework in sustainability and non-financial issues. A copy of the Annual Report may be found in this link:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b7975ce8f717f9b0de8473cebbd6407</p>	

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

Recommendation 11.1

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>Non Compliant</p>		<p>While the Company does not call for media and analysts' briefings, management invites media in shareholder meetings, as well as upload relevant updates in its website. Press releases are also issued and provided to media. http://www.italpinas.com</p>
Supplemental to Principle 11			
<p>1. Company has a website disclosing up-to-date information on the following:</p>	<p>Compliant</p>	<p>The Company's website may be found in the link below: https://italpinas.com/share-informations/investor-relations/</p>	
<p>a. Financial statements/reports (latest quarterly)</p>	<p>Compliant</p>	<p>https://italpinas.com/share-informations/investor-relations/</p>	

b. Materials provided in briefings to analysts and media	Compliant	https://italpinas.com/share-informations/investor-relations/	
c. Downloadable annual report	Compliant	https://italpinas.com/share-informations/investor-relations/	
d. Notice of ASM and/or SSM	Compliant	https://italpinas.com/share-informations/investor-relations/	
e. Minutes of ASM and/or SSM	Compliant	https://italpinas.com/share-informations/investor-relations/	
f. Company's Articles of Incorporation and By-Laws	Compliant	https://italpinas.com/about-us/the-company/	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	The corporate website may be found in the link below: http://www.italpinas.com	

Internal Control System and Risk Management Framework

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

Recommendation 12.1

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p>The Company's Internal Audit Department conducts review of the internal control system to improve the adequacy and effectiveness of controls. Internal audit reviews are conducted periodically throughout the year.</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Non Compliant</p>		<p>The Company has drafted a policy on effective risk management. A copy of the draft of the policy may be found in the link below:</p> <p>https://italpinas.com/about-us/risk-management/</p> <p>The policy is yet to be approved by the Board.</p>

Supplement to Recommendations 12.1

<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	<p>Compliant</p>	<p>The company, through its management, monitors strict compliance to any and all relevant regulatory requirements.</p>	
<p>Optional: Recommendation 12.1</p>			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	<p>Compliant</p>	<p>The Company's IT Department has set procedures and systems on handling of servers, server protection, virus prevention, employee responsibility, and website integrity.</p>	
<p>Recommendation 12.2</p>			

<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>Compliant</p>	<p>The Company has an Internal Audit Department and conducts its own audit of processes of various other departments.</p>	
<p>Recommendation 12.3</p>			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p>	<p>Non Compliant</p>		<p>The board has yet to appoint a CAE.</p>
<p>2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.</p>	<p>Non Compliant</p>		<p>The Company has yet to hire a CAE. The internal audit function is currently being performed through the Audit Committee.</p>

<p>3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.</p>	<p>Compliant</p>	<p>The Company does not outsource internal audit activity. However, in the event internal audit is outsourced, the Company intends to assign a senior management personnel to supervise and monitor such activity.</p>	
<p>Recommendation 12.4</p>			
<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>Non Compliant</p>		<p>The Company has yet to appoint a chief risk officer but intends to meet with the board to discuss the necessity of the same considering the size and nature of operations of the company. The risk management function is currently being performed by the CFO.</p>
<p>Supplement to Recommendation 12.4</p>			
<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p>	<p>Non Compliant</p>		<p>Due to the relatively minimal requirements of the Company, there is no need for technical support in risk management. The same will be implemented when the needs of the Company would require it.</p>

Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Non Compliant		The Company has yet to appoint a chief risk officer but intends to meet with the board to discuss the necessity of the same considering the size and nature of operations of the Company. The risk management function is currently being performed by the CFO.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non Compliant		The Company has not appointed a separate CRO, but the CFO is performing such functions.
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.	Non Compliant		The CEO and Internal auditor will attest to the soundness of the internal audit, control and compliance system once the relevant policies have been drafted and approved by the board.
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	Section 8 of the revised CG Manual of the Company provides for the basic rights of shareholders.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	A copy of the CG Manual may be found in the link below: https://italpinas.com/wp-content/uploads/Manual-on-Corporate-Governance.pdf	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	The Company's Bylaws provide that one share is one vote. A copy of the Bylaws may be found in the link below: https://italpinas.com/about-us/the-company/	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Section 8 of the revised CG Manual of the Company provides for the basic rights of shareholders: <ul style="list-style-type: none"> (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; 	

		<p>(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.</p> <p>(viii) Right to receive dividends that may be declared by the Board</p> <p>(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 (now Section 81 of the Revised Corporation Code of 2019)</p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>The Company's voting procedure can be found in the Company's ByLaws. Please see link below:</p> <p>https://italpinas.com/about-us/the-company/</p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	Please refer to 13.1.2 above.	

<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Compliant</p>	<p>While this is allowed, no such instance occurred during the period.</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Please refer to 13.1.2 above.</p>	
<p>7. Company has a transparent and specific dividend policy.</p>	<p>Compliant</p>	<p>The company followed the PSE rules on declaration of dividends and payment thereof from the date of record date.</p> <p>The Company has no restrictions that will limit the ability to pay dividends on common equity. But the Company, as a general rule, shall only declare from surplus profit as determined by the Board of Directors as long as such declaration will not impair the capital of the Company.</p> <p>The company declared dividends and paid said dividends more than 60 days after said declaration.</p>	
<p>Optional: Recommendation 13.1</p>			

1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Non Compliant		The Company's office of the corporate secretary and transfer agent, both of whom are external, handles vote validation.
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.	Non Compliant		<p>The company follows the minimum rules of the SEC and PSE that Notice of Annual and Special Stockholders' Meeting shall be given at least 21 business days before the meeting.</p> <p>A copy of the Agenda is included in the Company's Information Statement, which may be found in the link below:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=82ce932d059bcf66efdfc15ec263a54d</p>
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	<p>A copy of the Company's Notice of Annual Shareholders' Meeting may be found in the link below:</p> <p>https://italpinas.com/share-informations/investor-relations/ https://edge.pse.com.ph/openDiscViewer.do?edge_no=82ce932d059bcf66efdfc15ec263a54d</p>	

a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	The profiles of the directors may be found in the Notice. https://italpinas.com/share-informations/investor-relations/	
b. Auditors seeking appointment/re-appointment	Compliant	The Auditor seeking appointment/re-appointment is stated in the Notice and in the Agenda.	
c. Proxy documents	Non Compliant		The Company provides draft proxy documents for those who requests the same.
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Non Compliant		The ASM for the period did not have any material agenda item that requires explanation or rationale.
Recommendation 13.3			

<p>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.</p>	<p>Non Compliant</p>		<p>No relevant questions were raised during the latest ASM.</p>
<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>	<p>Compliant</p>	<p>A copy of the minutes of meeting may be found in the company website. http://www.italpinas.com</p> <p>Voting was done by hand and all the agenda items were all unanimously approved. Opportunity to ask questions were given but none was made.</p>	
<p>Supplement to Recommendation 13.3</p>			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	<p>Compliant</p>	<p>The external auditors, counsels, and transfer agents were present during the ASM.</p>	
<p>Recommendation 13.4</p>			

1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	The Company intends to make ADR available in resolving intra corporate disputes.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	1.7 of the revised CG manual provides for the requirement to establish a dispute resolution mechanism.	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Non Compliant		The Company has yet to appoint an IRO.
2. IRO is present at every shareholder's meeting.	Non Compliant		The Company has yet to appoint an IRO.
Supplemental Recommendations to Principle 13			

1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Board has not done any act or measure that will be considered as anti-takeover measure.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	Company has at 42.70% public float as of December 31 2020.	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Non Compliant		While the company does not have said written policies, the company encourages shareholders to be active with the company through the notices and disclosures it makes public.
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Non Compliant		The Board intends to amended the Company's By-Laws allowing for electronic voting in absentia

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

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>Compliant</p>	<p>While there is no written policy on the matter, the company promotes cooperation with its stakeholders.</p>	
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Recommendation 14.2

<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>While there is no written policy on the matter, the company promotes cooperation with its stakeholders.</p>	
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Recommendation 14.3

<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to</p>	<p>Compliant</p>	<p>A copy of the Company's whistle blowing policy may be found in the link below: https://italpinas.com/wp-content/uploads/Draft-Whistle-blowing-Policy.pdf</p>	
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obtain redress for the violation of their rights.			
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.	Non Compliant		The Company has yet to establish an alternative dispute resolution system. However, the company intends to engage in ADR when the need for such arises.
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	The Company has not sought any exemption from the application of any law or regulation.	

2. Company respects intellectual property rights.	Compliant	The Company registers all its brand names and marks before the Intellectual Property Office. It recognizes the need to protect intellectual property rights, and complies with the necessary requirements in order to respect others' intellectual property rights.	
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Optional: Principle 14

1. Company discloses its policies and practices that address customers' welfare	Non Compliant		The Company has not adopted relevant written policies but has adopted best practices when addressing customers' welfare as well as supplier selection process. While the Company does not have a written policy with regard to its contractor procedure, it conducts a bidding process in the procurement of supplies and awarding of projects to contractors.
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Non Compliant		

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

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	The Board has established several programs to integrate its employees in the mission and vision of the Company, and encourage employee participation towards achieving the Company's annual goals.	
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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.	Non Compliant		The Company's incentive mechanism is purely applied on remuneration and no other scheme such as ESOPs are granted.
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	The Company has a company-wide health insurance coverage.	
3. Company has policies and practices on training and development of its employees.	Non Compliant		Aside from the employee orientation, no written policy on training is in place.
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.	Non Compliant		The Company has drafted a whistle blowing policy which may be found in the link below: https://italpinas.com/wp-content/uploads/Draft-Whistle-blowing-Policy.pdf

<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>Compliant</p>	<p>The employee is oriented upon onboarding on the Company policies and programs.</p>	
<p>Supplement to Recommendation 15.2</p>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p>	<p>Non Compliant</p>		<p>The Company has drafted a whistle blowing policy which may be found in the link below:</p> <p>https://italpinas.com/wp-content/uploads/Draft-Whistle-blowing-Policy.pdf</p>
<p>Recommendation 15.3</p>			
<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>	<p>Non Compliant</p>		<p>The Company has drafted a whistle blowing policy which may be found in the link below:</p> <p>https://italpinas.com/wp-content/uploads/Draft-Whistle-blowing-Policy.pdf</p>

<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	<p>Non Compliant</p>		<p>The Company has drafted a whistle blowing policy which may be found in the link below:</p> <p>https://italpinas.com/wp-content/uploads/Draft-Whistle-blowing-Policy.pdf</p>
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Non Compliant</p>		<p>The Company has drafted a whistle blowing policy which may be found in the link below:</p> <p>https://italpinas.com/wp-content/uploads/Draft-Whistle-blowing-Policy.pdf</p>
<p>Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.</p>			
<p>Recommendation 16.1</p>			

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>While there are no written policy on CSR, the Company conducts CSR activities</p>	
<p>Optional: Principle 16</p>			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>	<p>Non Compliant</p>		<p>While no written policy was approved, the company is required by the relevant government agencies to ensure environmental compliance. The Company also promotes sustainable development as can be seen in its Sustainability Report attached to its Annual Report. A copy of the Report may be found in the following link:</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=2b7975ce8f717f9b0de8473cebbd6407</p>

2. Company exerts effort to interact positively with the communities in which it operates	Compliant	The Company through its corporate social responsibility activities contributes to the improvement of the communities it operates in.	
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Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the Registrant by the undersigned, thereunto duly authorized, in the City of MAKATI on SEP 01 2020, 2020.

SIGNATURE


CHRISTINE P. BASE
CORPORATE SECRETARY

SUBSCRIBED AND SWORN to before me this SEP 01 2020 at Makati City, Philippines, affiant exhibiting to me her Integrated Bar of the Philippines Lifetime Member ID with No. 08661, Albay Chapter.

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Book No. 7 -
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ATTY. SHERLUCK JUN C. VILLEGAS
Notary Public for Makati City
Appt. No. M-555 until December 2020
Unit 30 LTA Building, 118 Perea St.
Legaspi Village, Makati City
Roll No. 70942

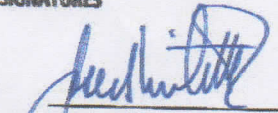
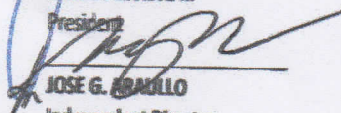
IBP No. 097148 /12-11-2019/ Pasig City
PTR No. 8116035 /01-02-2020/ Makati City
MCLE Compliance No. VI-0028223/ August 13, 2019

*The Compliance Officer resigned in 2017, and the company has yet to appoint a new Compliance Officer

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the Registrant by the undersigned, thereunto duly authorized, in the City of MAKATI on SEP 01 2020.

SIGNATURES


RAFAEL A. DOMINGUEZ
Independent Director

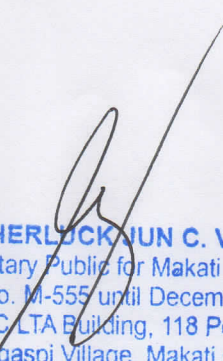

JOSE D. LEVISTE III
President

JOSE G. ARAULLO
Independent Director

SEP 01 2020
SUBSCRIBED AND SWORN to before me this _____ day of _____, 2020 affiants exhibiting to me their respective competent evidence of identity, as follows:

NAME	Identification Cards No.
JOSE D. LEVISTE III	TIN: 302-901-118
RAFAEL A. DOMINGUEZ	TIN: 148-909-263
JOSE G. ARAULLO	TIN: 109-228-667

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Page No. 84 ;
Book No. 21 ;
Series of 2020.




ATTY. SHERLUCK JUN C. VILLEGAS
Notary Public for Makati City
Appt. No. M-555 until December 2020
Unit 3C LTA Building, 118 Perea St.
Legaspi Village, Makati City
Roll No. 70942
IBP No. 097148 /12-11-2019/ Pasig City
PTR No. 8116035 /01-02-2020/ Makati City
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