

COVER SHEET

A	1	9	9	8	0	6	8	6	5		
---	---	---	---	---	---	---	---	---	---	--	--

SEC Registration Number

A	P	O	L	L	O		G	L	O	B	A	L		C	A	P	I	T	A	L	,		I	N	C	.				
(F	O	R	M	E	R	L	Y	,		Y	E	H	E	Y	!		C	O	R	P	O	R	A	T	I	O	N)	

(Company's Full Name)

U	N	I	T		5	0	4	,		G	A	L	L	E	R	I	A		C	O	R	P	O	R	A	T	E		
C	E	N	T	E	R	,		E	D	S	A		C	O	R	N	E	R		O	R	T	I	G	A	S			
A	V	E	N	U	E	,		B	R	G	Y	.		U	G	O	N	G		N	O	R	T	E	,				
Q	U	E	Z	O	N																								

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

LUCKY T. UY

Contact Person

(632) 8801-5568

Company Telephone Number

1	2		3	1
Month			Day	

Fiscal Year

SEC FORM I-ACGR

FORM TYPE

Last Friday of June
Month Day

Annual Meeting

Secondary License Type, If Applicable

--	--	--

Dept Requiring this Doc

--

Amended Articles Number / Section Total

Amount of Borrowings

--

Total No. of Stockholders

--

Domestic

--

Foreign

To be accomplished by SEC Personnel concerned

--	--	--	--	--	--	--	--	--	--

File Number

--	--	--	--	--	--	--	--	--	--

Document ID

LCU

Cashier

STAMPS

Remarks: Please use BLACK ink
for scanning purposes



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2023**
2. SEC Identification Number **A199806865** 3. BIR Tax Identification No. **005-301-677**
4. Exact name of issuer as specified in its charter **APOLLO GLOBAL CAPITAL, INC.**
5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **Unit 504, Galleria Corporate Center, EDSA corner Ortigas Ave., Brgy. Ugong Norte, Quezon City**
Address of principal office

1100
Postal Code
8. **(02)8801-5568**
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

Below are the links to the documents referred to this report:

- a. Company Website : <https://apolloglobalcapital.com/>
- b. Annual Report 2023 (SEC Form 17-A) with Sustainability Report: https://edge.pse.com.ph/openDiscViewer.do?edge_no=10d6cac6507fb000abca0fa0c5b4e4d0
- c. Definitive Information Statement 2023 (SEC Form 20-IS): https://edge.pse.com.ph/openDiscViewer.do?edge_no=695a8bdc8967d5699e4dc6f6c9b65995
- d. Annual Stockholders' Meeting ("ASM") Notice 2023: <http://apolloglobalcapital.com/wp-content/uploads/2023/11/APL-Notice-ASM-2023.pdf>
- e. Results of ASM 2023: https://edge.pse.com.ph/openDiscViewer.do?edge_no=a7cfa014519a8fe29e4dc6f6c9b65995
- f. Results of Organizational Meeting 2023: https://edge.pse.com.ph/openDiscViewer.do?edge_no=a7cfa014519a8fe29e4dc6f6c9b65995
- g. Amended Manual on Corporate Governance: <http://www.apolloglobalcapital.com/wp-content/uploads/2018/05/Apollo-Amended-Manual-on-Corp.-Governance.pdf>
- h. Code of Business Conduct and Ethics: <http://www.apolloglobalcapital.com/wp-content/uploads/2020/07/APL-Code-of-Business-Conduct.pdf>
- i. Material Related Party Transactions Policy: <http://www.apolloglobalcapital.com/wp-content/uploads/2019/12/Apollo-Material-RPT-Policy.pdf>
- j. Amended By-Laws: <http://www.apolloglobalcapital.com/wp-content/uploads/2018/04/Amended-By-Laws-Apollo-Global-Capital-Inc-Yehey.pdf>

APOLLO GLOBAL CAPITAL, INC.
(The “Company” or “APL”)

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	The Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the mining sector.	
2. Board has an appropriate mix of competence and expertise.	Compliant	Reference: Pages 19-22 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item IX: Directors and Executive Officers of the Issuer	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	Out of the 11 Directors of the Company, 2 hold executive positions, the President and the Chief Financial Officer (CFO). Reference: Pages 19-22 of the Annual Report 2023 (SEC Form 17-A) with	

		Sustainability Report > Part III > Item IX: Directors and Executive Officers of the Issuer	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	New directors are provided with essential reading materials as to the matters related with the Company, to assist them in understanding better the business and its operations. The reading materials are as follows but not limited to: (a) Audited Financial Statements; (b) Annual Report; (c) Manual on Corporate Governance; (d) Amended Articles of Incorporation; (e) By-Laws; (f) various current disclosures of the Company. For the year 2023, directors and officers, attended webinar in relation to corporate governance topics (e.g., Roles, Responsibilities and Liabilities of Board Directors; Strategic Thinking for Board Directors and Leaders) Attendance is also reported via SEC Form 17-C and disclosed to the SEC and PSE Edge Portal under APL's Company Disclosures.	
2. Company has an orientation program for first time directors.	Compliant		
3. Company has relevant annual continuing training for all directors.	Compliant		

		<p>Reference: https://edge.pse.com.ph/openDiscViewer.do?edge_no=d18c5d05c77f2afb9e4dc6f6c9b65995 https://edge.pse.com.ph/openDiscViewer.do?edge_no=7428dacadbe973b8abca0fa0c5b4e4d0</p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>The Company encourages diversity of experience and background among the directors in the Board, albeit with a unifying force that makes every member work towards the common good of the Company.</p> <p>10 out of the 11 Directors of the Company are men.</p>	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Non-Compliant		The Company is in the process of adopting measurable objectives for implementing board diversity.
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	The Corporate Secretary of the Company is Atty. Lyra Gracia Y. Lipae-Fabella. She is not a member of the Board of Directors.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		<p>The Compliance Officer of the Company is Mr. Mark Ulric G. Chan.</p> <p>Reference: Pages 19-22 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item IX: Directors and Executive Officers of the Issuer</p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>In 2023, the Corporate Secretary attended a corporate governance webinar entitled "Roles, Responsibilities and Liabilities of Board Directors". The webinar was provided by the Center for Global Best Practices.</p> <p>Reference: https://edge.pse.com.ph/openDiscViewer.do?edge_no=d18c5d05c77f2afb9e4dc6f6c9b65995</p>	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Non-compliant		<p>This was not strictly observed in 2023.</p> <p>While the 5-business days rule is ideal, sometimes this is not observed due to non-availability yet of materials as most of them come from Management. Also, prudence is observed to avoid leak of material information prior to it becoming public.</p> <p>Nonetheless, it is ensured that notice of the meeting, agenda and relevant reference</p>

			materials are made available to the members of the Board of Directors within a reasonable period prior to the date of the meeting.
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	The Board is assisted by a Compliance Officer and he is not a member of the board.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	The Compliance Officer of the Company is Mr. Mark Ulric G. Chan.	
3. Compliance Officer is not a member of the board.	Compliant	Reference: Pages 19-22 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item IX: Directors and Executive Officers of the Issuer	
4. Compliance Officer attends training/s on corporate governance.	Compliant	In 2023, the Compliance Officer attended a corporate governance webinar entitled "Roles, Responsibilities and Liabilities of Board Directors". The webinar was provided by the Center for Global Best Practices. Reference: https://edge.pse.com.ph/openDiscViewer.do?edge_no=d18c5d05c77f2afb9e4dc6f6c9b65995	

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

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>The Company's Board of Directors has the responsibility to foster the long-term success of the Company and sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders.</p> <p>Reference: Pages 2-4 of the Amended Manual on Corporate Governance> Part II> A. Board of Directors</p>	
---	------------------	---	--

Recommendation 2.2

<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>The Company reviews the business objectives and strategy of the Company, as needed.</p>	
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>Reference: Pages 2-4 of the Amended Manual on Corporate Governance> Part II> A. Board of Directors</p>	

Supplement to Recommendation 2.2

<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Non-Compliant</p>		<p>The Company is in the process of updating its vision, mission and core values.</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 guiding framework for the Board is as follows:</p> <ol style="list-style-type: none"> 1. The Board sets the Company's direction, goals and objectives at the start of the year. 2. Senior management is tasked to disseminate and implement strategic initiatives formulated by the Board. 3. The Board regularly monitors Management performance on a periodic basis. <p>Reference: Pages 2-4 of the Amended Manual on Corporate Governance > Part II > A. Board of Directors</p>	
Recommendation 2.3			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>The Company's Chairperson is Mr. Salvador Araneta Santos-Ocampo.</p> <p>Reference: Pages 19-20 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III > Item IX: Directors and Executive Officers of the Issuer</p>	
Recommendation 2.4			
<p>1. Board ensures and adopts an effective succession planning</p>	<p>Compliant</p>	<p>Reference:</p>	

program for directors, key officers and management.		Pages 2-4 of the Amended Manual on Corporate Governance > Part II> A. Board of Directors	
2. Board adopts a policy on the retirement for directors and key officers.	Non-Compliant		The Company is in the process of establishing a written policy on the retirement for directors and key officers. Nevertheless, the Company's retirement policy for officers/employees is compliant with existing laws.
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Reference: Page 9 of the Amended Manual on Corporate Governance> Part II >B. Board Committees>2.Compensation and Remuneration Committee	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	The Board of Directors through the Compensation and Remuneration Committee maintain procedures and policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors.	

		Reference: Page 24 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part IV> Item XIII: Corporate Governance	
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	Reference: Pages 9-10 of the Amended Manual on Corporate Governance > Part II >B. Board Committees>2. Compensation and Remuneration Committee	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Reference: Pages 8-9 of the Amended Manual on Corporate Governance > Part II >B. Board Committees>1. Nomination Committee	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of	Compliant		

the effectiveness of the Board's processes in the nomination, election or replacement of a director.			
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Non-Compliant		The Company generates its own pool of candidates using established standards.
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions and other unusual or infrequently occurring transactions. Reference: Page 3 of the Amended Manual on Corporate Governance> Part II >A. Board of Directors>2J.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		Material Related Party Transactions Policy includes appropriate review and approval of material RPTs which

		<p>guarantees fairness and transparency of the transactions.</p> <p>Reference: Page 3 of the Material Related Party Transactions Policy > Part 1b. Purpose/Objective</p> <p>Material Related Party Transactions Policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p> <p>Reference: Page 3 of the Material Related Party Transactions Policy > Part 3> 3.1. Definition of Terms</p>	
Supplement to Recommendations 2.7			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of</p>	<p>Compliant</p>	<p>Reference: Page 5 of the Material Related Party Transactions Policy > Part 5> Coverage of MRPT Policy</p> <p>Pages 5-6 of the Material Related Party Transactions Policy > Part 9> Review and Approval of Material RPTs</p>	

applying the thresholds for disclosure and approval.			
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	Page 6 of the Material Related Party Transactions Policy > Part 9> Review and Approval of Material RPTs>9.3	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	For 2023, appointed members of the Management Team as approved by the Board is contained in the disclosure of the results of the organizational meeting of the Board on December 20, 2023. Reference: Results of Organizational Meeting of the Board of Directors 2023 https://edge.pse.com.ph/openDiscViewer.do?edge_no=a7cfa014519a8fe29e4dc6f6c9b65995	
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	The Board reviews the assessment process, as needed. Reference: Page 14 of the Amended Manual on Corporate Governance> Part II >D. Chief Executive Officer	
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 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.	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant	Reference: Pages 13-14 of the Amended Manual on Corporate Governance> Part II >C. The Management	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	The Board has an internal control system in place. Reference: Page 13 of the Amended Manual on Corporate Governance> Part II >C. The Management>2i-vi	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Non-Compliant		The Company is in the process of establishing its Internal Audit Charter.
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	The Board oversees a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	

2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	Reference: Pages 12-13 of the Amended Manual on Corporate Governance> Part II >B. Board Committees> 4. Risk Committee	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Non-Compliant		The Board does not have a specific board charter. But the Board is guided by the provisions of the By-laws, Manual on Corporate Governance, Code of Business Conduct and Ethics, Related Party Transactions Policy, and the Revised Corporation Code, for its roles, responsibilities and accountabilities.
2. Board Charter serves as a guide to the directors in the performance of their functions.	Non-Compliant		
3. Board Charter is publicly available and posted on the company's website.	Non-Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Non-Compliant		The Company is in the process of establishing an insider trading policy.
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	The Company is guided by the provisions of the Related Party Transactions Policy. Reference: http://www.apolloglobalcapital.com/wp-content/uploads/2019/12/Apollo-Material-RPT-Policy.pdf	

2. Company discloses the types of decision requiring board of directors' approval.	Compliant	Reference: Page 25 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part V> Item XIV: Exhibits and Reports on SEC Form 17-C	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p> <p>Reference: Pages 8-13 of the Amended Manual on Corporate Governance> Part II >B. Board Committees</p> <p>Website > Corporate Governance > Board Committees > Committees and Membership</p> <p>Pages 18-21 of the Amended By-Laws > Article V > Executive and Other Committees</p>	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the	Compliant	The Board established an Audit Committee to enhance its oversight capability over the	

<p>company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>		<p>Company's financial reporting, internal control system, internal and external processes, and compliance with applicable laws and regulations.</p> <p>Reference: Pages 10-12 of the Amended Manual on Corporate Governance> Part II >B. Board Committees> 3. Audit Committee</p> <p>Page 19 of the Amended By-Laws > Article V > Executive and Other Committees > Section 2. Audit Committee</p> <p>The External Auditor shall be selected and appointed by the stockholders during the annual stockholders' meetings, upon recommendation of the Audit Committee.</p> <p>Reference: Page 16 of the Amended Manual on Corporate Governance> Part II >G. External Auditor</p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Non-Compliant</p>		<p>For the year 2023, APL's Audit Committee is composed of Mr. George O. Chua Cham as Chairman (independent director), Mr. Salvador A. Santos-Ocampo and Mr. Norman L. de Leon.</p>

			<p>The Audit Committee of the Company is composed of at least three (3) members of the Board, one (1) of whom shall be an independent director and shall be the Chairman thereof, as required by the Revised Manual of Corporate Governance.</p> <p>The Company has determined that the Audit Committee is composed of members which sufficiently ensures its independent judgment.</p> <p>Reference: Pages 10-12 of the Amended Manual on Corporate Governance > Part II > B. Board Committees > 3. Audit Committee</p> <p>Results of Organizational Meeting of the Board of Directors 2023 https://edge.pse.com.ph/openDiscViewer.do?edge_no=a7cfa014519a8fe29e4dc6f6c9b65995</p>
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Reference: Pages 19-22 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III > Item IX: Directors and Executive Officers of the Issuer</p> <p>Pages 11-12 of the Definitive Information Statement 2023 (SEC Form 20-IS) > Part B > Item 5. Directors and Executive Officers</p>	
4. The Chairman of the Audit Committee is not the Chairman of	Compliant	The Chairman of the Audit Committee is Mr. George O. Chua Cham who is not the Chairman of	

<p>the Board or of any other committee.</p>		<p>the Board or of any other committee.</p> <p>Reference: Results of Organizational Meeting of the Board of Directors 2023 https://edge.pse.com.ph/openDiscViewer.do?edge_no=a7cfa014519a8fe29e4dc6f6c9b65995</p> <p>Page 22 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item IX: Directors and Executive Officers of the Issuer</p> <p>Page 11 of the Definitive Information Statement 2023 (SEC Form 20-IS) > Part B> Item 5. Directors and Executive Officers</p>	
Supplement to Recommendation 3.2			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>The Audit Committee approves all non-audit services conducted by the external auditor.</p> <p>Reference: Page 11 of the Amended Manual on Corporate Governance> Part II >B. Board Committees> 3. Audit Committee> b>xi</p> <p>Page 24 of the Annual Report 2023 (SEC Form 17-A) with Sustainability</p>	

		Report > Part IV> Item XIII: Corporate Governance	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Reference: Pages 10-12 of the Amended Manual on Corporate Governance > Part II >B. Board Committees> 3. Audit Committee Page 24 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part IV> Item XIII: Corporate Governance	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Non-Compliant		The number of meetings depends on the issues to be resolved/taken up.
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Reference: Page 11 of the Amended Manual on Corporate Governance > Part II >B. Board Committees> 3. Audit Committee> b>vi	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Non-Compliant		The Company has an Audit Committee, which performs functions otherwise performed by a Corporate Governance Committee.
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant		The Company has an Audit Committee, which performs functions otherwise performed by a Corporate Governance Committee.

3. Chairman of the Corporate Governance Committee is an independent director.	Non-Compliant		The Company has an Audit Committee, which performs functions otherwise performed by a Corporate Governance Committee. The Chairman of the Cor
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Compliant		The Company has an Audit Committee, which performs functions otherwise performed by a Corporate Governance Committee.
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<p>The Company has a Risk Committee, which shall perform the functions of the BROC.</p> <p>The Risk Committee of the Company is composed of at least three (3) members of the Board, one (1) of whom shall be an independent director and shall be the Chairman thereof, as required by the Revised Manual of Corporate Governance.</p> <p>Reference: Page 12 of the Amended Manual on Corporate Governance> Part II >B. Board Committees> 4. Risk Committee</p>	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	APL Risk Committee is composed of Mr. Lloyd Raegan C. Taboso (Chairman), Mr. Bonner C. Dytoc, and Mr. George O. Chua Cham (independent director).	

		<p>Reference: Pages 19-22 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item IX: Directors and Executive Officers of the Issuer</p> <p>Results of Organizational Meeting of the Board of Directors 2023 https://edge.pse.com.ph/openDiscViewer.do?edge_no=a7cfa014519a8fe29e4dc6f6c9b65995</p>	
<p>3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>For the year 2023, Mr. Lloyd Raegan C. Taboso is the Chairman of the Risk Committee. He is not the Chairman of the Board or of any other committee.</p> <p>Reference: Results of Organizational Meeting of the Board of Directors 2023 https://edge.pse.com.ph/openDiscViewer.do?edge_no=a7cfa014519a8fe29e4dc6f6c9b65995</p> <p>Page 21 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item IX: Directors and Executive Officers of the Issuer</p> <p>Page 10 of the Definitive Information Statement 2023 (SEC</p>	

		Form 20-IS > Part B> Item 5. Directors and Executive Officers	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Compliant	The Company has determined that at least one member of the Risk Committee has relevant thorough knowledge and experience on risk and risk management. Reference: Pages 19-22 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item IX: Directors and Executive Officers of the Issuer	
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		The functions of the RPT Committee are currently being performed by the Board. The Board will establish an RPT Committee as and when it determines the necessity for it given the volume of the transactions, including related party transactions, entered into by the company.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Non-Compliant		The functions of the RPT Committee are currently being performed by the Board. The Board will establish an RPT Committee as and when it determines the necessity for it given the volume of the transactions, including related party transactions, entered into by the company.
Recommendation 3.6			

1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Non-Compliant		The Company is in the process of establishing charters for its committees although the Revised Corporate Governance Manual adequately provides for the qualifications, membership, and scope of functions of the board committees.
2. Committee Charters provide standards for evaluating the performance of the Committees.	Non-Compliant		The Company is in the process of establishing charters for its committees.
3. Committee Charters were fully disclosed on the company's website.	Non-Compliant		The Company is in the process of establishing charters for its committees.

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

Recommendation 4.1

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>The Board of Directors attend and actively participate in all meetings, in person or through tele-/videoconferencing conducted in accordance with the Company's by-laws and rules and regulations of the SEC.</p> <p>Reference: Pages 2-3 of the Definitive Information Statement 2023 (SEC Form 20-IS)> Guidelines and Procedures for Participating via Remote Communication at the 2023 ASM of APL</p>	
---	-----------	---	--

		<p>Certification on the Attendance of the members of the Board of Directors to the board meetings in the year 2023</p> <p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=ec3f1785b8553f0aabca0fa0c5b4e4d0</p>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p>The Board of Directors review meeting materials for all Board and Committee meetings.</p> <p>Reference: Page 12 of the Amended Manual on Corporate Governance> Part II >E. Corporate Secretary> 2.c.</p>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>The Board of Directors acts judiciously before deciding on any matter by evaluating the issues, asking relevant questions, and seeking clarifications.</p> <p>Reference: Page 4 of the Amended Manual on Corporate Governance> Part II >A. Board of Directors> m.</p>	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's	Compliant	<p>None of the Directors concurrently serve in more than 5 listed companies.</p>	

proposals/views, and oversee the long-term strategy of the company.		Reference: Pages 3-4 of the Amended Manual on Corporate Governance> Part II >A. Board of Directors	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	While there is no formal policy, as a matter of practice, the directors notify the Board before accepting a directorship in another company.	
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 Company does not have any executive directors who serve in more than two boards of listed companies outside of the group. Reference: Page 4 of the Amended Manual on Corporate Governance> Part II >A. Board of Directors	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	The Board of Directors holds regular meetings, each with a valid quorum. The Board committees meet to ensure that fair corporate governance standards are being applied throughout the organization. Reference: Page 24 of the Annual Report 2023 (SEC Form 17-A) with Sustainability	

		Report > Part IV> Item XIII: Corporate Governance	
3. Board of directors meet at least six times during the year.	Compliant	<p>The Board of Directors had 11 meetings in 2023.</p> <p>Reference: Certification on the Attendance of the members of the Board of Directors to the board meetings in the year 2023 https://edge.pse.com.ph/openDiscViewer.do?edge_no=ec3f1785b8553f0aabca0fa0c5b4e4d0</p>	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-Compliant		<p>Except where the law requires the presence of a greater number, the presence of a majority of the directors shall constitute a quorum at any meeting of the Board of Directors.</p> <p>While this is not a requirement, this was more than satisfied in 2023.</p> <p>In all meetings of the directors in 2023, all directors were present, garnering a 100% attendance every meeting and satisfying more than the suggested 2/3 minimum quorum.</p> <p>Reference: Page 11 of the Amended By-Laws > Article III > Board of Directors > Section 6. Quorum</p>
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			

<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	<p>Non-Compliant</p>		<p>Out of the 11 directors of the Board, 2 are independent: Mr. Alcuin Brendan V. Papa and George O. Chua Cham. This constitutes 18.18% or 2/11 of the Board.</p> <p>The Board ensures that independent directors are qualified and meet their assigned responsibilities.</p> <p>Reference: Pages 19-22 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item IX: Directors and Executive Officers of the Issuer</p>
<p>Recommendation 5.2</p>			
<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	<p>Compliant</p>	<p>APL's independent directors possess all the qualifications and none of the disqualifications to hold the position.</p> <p>Reference: Pages 19-22 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item IX: Directors and Executive Officers of the Issuer</p>	
<p>Supplement to Recommendation 5.2</p>			
<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>The Company is not aware of any shareholder agreements that constrain a director's ability to vote independently, but in accordance with the By-Laws and the Corporation Code, each stockholder shall be entitled to</p>	

		<p>one vote for each share of stock held, either vote in person or by proxy.</p> <p>Reference: Page 6 of the Amended By-Laws > Article II > Meeting of Stockholders > Section 8. Voting of Shares in General</p>	
Recommendation 5.3			
<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	Compliant	<p>None of the Company's independent directors has exceeded the stated term limit.</p> <p>Reference: Pages 19-20 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III > Item IX: Directors and Executive Officers of the Issuer</p>	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	Compliant	<p>In accordance with the Company's CG Manual, an independent director shall serve for a maximum of nine (9) cumulative years, after which the independent director should be perpetually barred from re-election as such in the Company but may continue to qualify for nomination and election as a non-independent director.</p>	

		Reference: Page 4 of the Amended Manual on Corporate Governance> Part II >A. Board of Directors> 4a.	
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	No independent director has served as such for more than 9 years. If the Company wants to retain an Independent Director who has served for nine (9) cumulative years, the Board of Directors should provide meritorious justifications and seek shareholders' approval of such justifications during the annual stockholder's meeting. Reference: Page 4 of the Amended Manual on Corporate Governance> Part II >A. Board of Directors> 4a.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	The Chairman of the Board is Mr. Salvador Santos-Ocampo. Meanwhile, the President of the Company is Mr. Bonner C. Dytoc.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	The duties and functions of the Chairman and CEO are provided for under the company's Amended By-laws and the	

		<p>Manual on Corporate Governance.</p> <p>Reference: Page 14 of the Amended Manual on Corporate Governance > Part II > D. Chief Executive Officer</p> <p>Page 13 of the Amended By-Laws > Article IV > Officers > Section 2. Chairman of the Board</p> <p>Pages 13-15 of the Amended By-Laws > Article IV > Officers > Section 4. President</p>	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non-Compliant		<p>The Chairman is not an independent director.</p> <p>The Company has no designated Lead Independent Director.</p>
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	There were no transactions of this nature in 2023.	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Non-Compliant		There were no separate meetings held by Non-Executive Directors with the External Auditor and Heads of the Internal Audit, Compliance and Risk functions without any Executive present in 2023.

2. The meetings are chaired by the lead independent director.	Non-Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Mr. Bonner C. Dytoc is the Company's CEO/President during the past year.	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Non-Compliant		The Company is in the process of formulating a policy on the self-assessment of the performance of the Board.
2. The Chairman conducts a self-assessment of his performance.	Non-Compliant		The Company is in the process of formulating a policy on the self-assessment of the performance of the Chairman of the Board.
3. The individual members conduct a self-assessment of their performance.	Non-Compliant		The Company is in the process of formulating a policy on the self-assessment of the performance of the members of the Board.
4. Each committee conducts a self-assessment of its performance.	Non-Compliant		The Company is in the process of formulating a policy on the self-assessment of the performance of the Board Committees.
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		The Company is considering the appointment of an external facilitator to support self-assessments.
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	The Board allows for a feedback mechanism from stockholders during the Q&A portion of the Annual Stockholders' Meeting.	

<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>Compliant</p>	<p>Reference: Page 24 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part IV> Item XIII: Corporate Governance> Evaluation System</p> <p>Page 2 of the Definitive Information Statement 2023 (SEC Form 20-IS)> Guidelines and Procedures for Participating via Remote Communication at the 2023 ASM of APL</p>	
<p>Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.</p>			
<p>Recommendation 7.1</p>			
<p>1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>	<p>Compliant</p>	<p>The Board approved a Code of Business Conduct and Ethics which serves as standard for professional and ethical behavior of the directors, management and employees of the Company.</p> <p>Reference: Website> Corporate Governance> Code of Business Conduct and Ethics</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Compliant</p>	<p>The Code is properly disseminated to the Board, senior management, and employees.</p>	

		Reference: Website> Corporate Governance> Code of Business Conduct and Ethics	
3. The Code is disclosed and made available to the public through the company website.	Compliant	The Code is disclosed and available to the public through the company website. Reference: Website> Corporate Governance> Code of Business Conduct and Ethics	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Reference: Website> Corporate Governance> Code of Business Conduct and Ethics	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Given the small size of the Company's personnel, the Board directly monitors their compliance with the Code of Business Conduct and Ethics and internal policies	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	The Directors, Senior Management and all employees of the Company are required to comply with the Company Policies on Business Conduct and Ethics.	

		There have been no findings of non-compliance with Company Policies on Business Conduct and Ethics.	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p>The Company is guided by its Amended Manual of Corporate Governance and disclosure rules of the Securities and Exchange Commission and the Philippine Stock Exchange.</p> <p>In addition to current reports and disclosures, the following are periodic reports made available to shareholders:</p> <ol style="list-style-type: none"> 1. Information Statement 2. Press Release 3. Annual Report 4. Quarterly Report 5. Public Ownership Report 6. List of Top 100 Stockholders 7. Statement of Changes in Beneficial Ownership of Securities 8. Material Information/Transactions 9. Notice of Annual Shareholder's Meeting 	

		<p>Reference: Page 20 of the Amended Manual on Corporate Governance> Part V: Disclosure and Transparency</p> <p>Website> Company disclosures</p>	
Supplement to Recommendations 8.1			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Non-Compliant</p>		<p>The Company makes sure to timely disclose and make available the annual financial statements not later than 105 days from end of the calendar year pursuant to the requirements of Section 17.1.1.1. of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.</p> <p>The Audited Financial Statements were first disclosed on 2 May 2024, together with its Annual Report.</p> <p>The latest interim report of the Company for the quarter ended 31 March 2023, was filed with the Philippine Stock Exchange on 15 May 2024.</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>Information relating to the Company's controlling shareholders is disclosed in the 2023 Annual Report.</p> <p>Reference: Pages 22-23 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item XI: Security Ownership of</p>	

		Certain Beneficial Owners and Management	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	The Company requires its directors to disclose/report to the company any dealings in the company's shares within 3 business days in accordance with the rules of the PSE.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction are reported to the Philippine Stock Exchange and the Securities and Exchange Commission through SEC Form 23-A and B (Statement of Beneficial Ownership).</p> <p>Reference: Page 7 of the Material Related Party Transactions Policy> Part 13. Disclosure and Regulatory Reporting</p> <p>Website> Company Disclosures > SEC Filings> SEC Form 23-A/B (Statement of Beneficial Ownership)</p>	
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by	Compliant	APL discloses the trading of the Company's shares by directors,	

<p>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>officers and controlling shareholders.</p> <p>Reference: Pages 22-23 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item XI: Security Ownership of Certain Beneficial Owners and Management</p> <p>Trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders are reported and filed with the Philippine Stock Exchange and the Securities and Exchange Commission through SEC Form 23-A and B (Statement of Beneficial Ownership), the Company's Public Ownership Reports and List of Top 100 Stockholders.</p> <p>Reference: PSE Edge Website> APL> Company Disclosures> List of Top 100 Stockholders (Common Shares) as of December 31, 2023: https://edge.pse.com.ph/openDiscViewer.do?edge_no=d44c16b1ee042ceeabca0fa0c5b4e4d0</p>	
--	--	--	--

		<p>PSE Edge Website> APL> Company Disclosures> Public Ownership Report as of December 31, 2023: https://edge.pse.com.ph/openDiscViewer.do?edge_no=50003e60907c596cabca0fa0c5b4e4d0</p> <p>Website> Company Disclosures > SEC Filings> SEC Form 23-A/B (Statement of Beneficial Ownership)</p>	
Recommendation 8.3			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	Compliant	<p>The Board fully discloses the profile of its directors.</p> <p>Reference: Pages 19-22 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item IX: Directors and Executive Officers of the Issuer</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>	Compliant	<p>The Board fully discloses the profile of its key officers.</p> <p>Reference: Pages 19-22 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item IX: Directors and Executive Officers of the Issuer</p>	
Recommendation 8.4			

<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>The Company provides a clear disclosure on Board remuneration.</p> <p>Reference: Pages 9-10 of the Amended Manual on Corporate Governance> Part II> B.2. Compensation and Remuneration Committee</p>	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>The Compensation and Remuneration Committee provides oversight on directors' compensation and remuneration of senior management and key personnel. The Committee ensures that the compensation scheme and strategy is consistent with the corporate and individual performance.</p> <p>Reference: Pages 9-10 of the Amended Manual on Corporate Governance> Part II> B.2. Compensation and Remuneration Committee</p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Compliant</p>	<p>"The Company's directors have not received any form of compensation from election up to present.They have likewise waived the per diem for the meetings attended."</p> <p>Reference:</p>	

		Page 23 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> Item X: Executive Compensation	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	<p>“Directors with personal interest in the transaction should abstain from participating in discussions and voting on the same. In case they refuse to abstain, their attendance shall not be counted for the purposes of assessing the quorum and their votes shall not be counted for purposes of determining approval.”</p> <p>Reference: Page 6 of the Material Related Party Transactions Policy> Part 9. Review and Approval of Material RPTs> 9.3</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>Relevant RPTs are reflected on the Company's Audited Financial Statements and other Financial Reports, as duly disclosed with the PSE and SEC.</p> <p>Reference: Pages 67-69 of the 2023 Audited Financial Statements- (Consolidated) Note 26. Related Party Transactions</p>	

		<p>https://edge.pse.com.ph/openDiscViewer.do?edge_no=10d6cac6507fb000abca0fa0c5b4e4d0</p> <p>Reference: Pages 5-6 of the Material Related Party Transactions Policy> Part 9. Review and Approval of Material RPTs</p>	
Supplement to Recommendation 8.5			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p>The directors are required to promptly disclose any business and family-related transactions to the Company to ensure potential conflicts of interest are surfaced and brought to the attention of Management.</p> <p>Reference: Page 9 of the Amended Manual on Corporate Governance> Part II> B1.c</p> <p>Page 9 of the Amended Manual on Corporate Governance> Part II> B2.b.iii</p> <p>Page 5 of the Material Related Party Transactions Policy> Part 7. Identification and Prevention or Management of Potential or Actual Conflicts of Interest Which May Arise Out of or in Connection with Material RPTs</p>	

Optional : Recommendation 8.5

<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	<p>Compliant</p>	<p>The Company ensures that all RPTs are conducted on an arm's length basis and promote its best interest, its shareholders, and the government.</p> <p>Reference: Page 5 of the Material Related Party Transactions Policy> Part 8. Guidelines in Ensuring Arm's Length Terms</p>	
---	------------------	--	--

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>Material Transactions are timely disclosed in accordance with PSE and SEC rules on disclosures. All disclosures are posted in the website.</p> <p>Reference: Page 26 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part V> XIV. Exhibits and Reports on SEC Form 17-C</p> <p>PSE Edge Portal> APL> Company Disclosures https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=638</p> <p>Website> Company Disclosures> Other Disclosures</p>	
--	------------------	---	--

<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Compliant</p>	<p>Prior to execution, all material RPTs, as approved by the Board of Directors, shall be subject to review by an external independent auditing firm, third party consultants, or appraisers, as may be necessary, to evaluate the fairness of the terms of the material RPTs.</p> <p>Reference: Page 5 of the Material Related Party Transactions Policy> Part 8. Guidelines in Ensuring Arm's Length Terms</p>	
<p>Supplement to Recommendation 8.6</p>			
<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>Reference: Page 26 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part V> XIV. Exhibits and Reports on SEC Form 17-C</p> <p>PSE Edge Portal> APL> Company Disclosures https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=638</p> <p>Website> Company Disclosures> Other Disclosures</p>	
<p>Recommendation 8.7</p>			
<p>1. Company's corporate governance policies, programs and procedures are contained in</p>	<p>Compliant</p>	<p>The Company's Amended Manual of Corporate Governance was submitted to the</p>	

its Manual on Corporate Governance (MCG).		SEC on 31 May 2017 and to the PSE on 01 June 2017.	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	Reference: Website> Corporate Governance> Manual on Corporate Governance> Amended Manual on Corporate Governance	
3. Company's MCG is posted on its company website.	Compliant	PSE Edge Portal> APL> Company Disclosures>Other SEC Forms/Reports/Requirements http://edge.pse.com.ph/openDiscViewer.do?edge_no=1bbfe5c87c075a903318251c9257320d#sthas h.8LunzRQP.dpbs	
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 Company's Amended Manual of Corporate Governance was submitted to the SEC on 31 May 2017 and to the PSE on 01 June 2017. Reference: PSE Edge Portal> APL> Company Disclosures>Other SEC Forms/Reports/Requirements http://edge.pse.com.ph/openDiscViewer.do?edge_no=1bbfe5c87c075a903318251c9257320d#sthas h.8LunzRQP.dpbs	
Optional: Principle 8			

1. Does the company's Annual Report disclose the following information:		Reference: Annual Report 2023 (SEC Form 17-A) with Sustainability Report	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	Reference: Page 25 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part IV> XIII. 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	Compliant	Reference: Page 25 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part IV> XIII. Corporate Governance	

and compliance controls) and risk management systems.			
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	Reference: Page 25 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part IV> XIII. Corporate Governance	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Reference: Page 25 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part IV> XIII. Corporate Governance	

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

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Reference: Pages 18-19 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> VIII. Information on Independent Public Accountant and Other Matters Page 16 of the Amended Manual on Corporate Governance > Part II> G. External Auditor	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by	Compliant	71.98% of the shareholders during the 2023 Annual Stockholder's Meeting ratify/approve appointment of Valdes, Abad &	

the Board and ratified by the shareholders.		Company, CPAs as the external auditor of the Company. Reference: SEC Form 17-C Results of 2023 ASM> PSE Edge Website> APL> Company Disclosures> Results of Annual Stockholder's Meeting – Dec 21, 2023 https://edge.pse.com.ph/openDiscViewer.do?edge_no=e39350c8e1a6cdb49e4dc6f6c9b65995	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	The appointment of Valdes, Abad & Company, CPAs as the external auditor of the Company was properly disclosed. Reference: Pages 18-19 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> VIII. Information on Independent Public Accountant and Other Matters	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Reference: Page 16 of the Amended Manual on Corporate Governance> Part II> G4. External Auditor	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on:	Non-Compliant		The Company is in the process of establishing its Audit Committee Charter.

<ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 			
<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>Non-Compliant</p>		<p>The Company is in the process of establishing its Audit Committee Charter.</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>Reference: Page 16 of the Amended Manual on Corporate Governance> Part II> G. External Auditor</p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>Reference: Page 16 of the Amended Manual on Corporate Governance> Part II> G. External Auditor</p>	
Recommendation 9.3			

1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	<p>Pages 18-19 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part III> VIII. Information on Independent Public Accountant and Other Matters</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.	Compliant	<p>Reference: Page 3-4 of the Amended Manual on Corporate Governance> Part II> A. Board of Directors</p> <p>Page 11 of the Amended Manual on Corporate Governance> Part II> B. Board of Directors> 3. Audit Committee</p>	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>The External Auditor does not render tax accounting compliance, advice, planning and other forms of tax services for the Company.</p> <p>For 2023, the Company paid Php450,000.00 and Php400,000.00 to its External Auditor for audit and non-audit fees respectively.</p>	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant		

		<p>ALFONSO L. CAY-AN Partner CPA Registration No. 99805, Valid until December 14, 2024 TIN No. 213-410-741-000 PTR No. 10081734, Issued Date: January 8, 2024, Makati City BOA/PRC Reg. No. 0314 Issued on July 29, 2021, Valid until July 14, 2024 SEC Accreditation No. 99805 – SEC, Group A Valid for 2022 - 2026 audit periods BIR Accreditation No. 08-002126-005-2024 Issued on April 5, 2024, Valid until April 4, 2027</p> <p>Audit firm: Valdes Abad and Company, CPAs CJV Building 108 Aguirre St., Legaspi Village, Makati City Contact Nos.:(632) 8892-5931 to 35/ (632) 8519-2105</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).	Compliant	Valdes Abad & Company, CPAs has been subjected to SOAR inspection on September 1-17, 2021. It was not subjected to SOAR in 2023.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental,	Compliant	The Company discloses and incorporates with its annual report its non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	

social and governance (EESG) issues of its business, which underpin sustainability.		Reference: https://edge.pse.com.ph/openDiscViewer.do?edge_no=10d6cac6507fb000abca0fa0c5b4e4d0	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Reference: Pages 27-55 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report https://edge.pse.com.ph/openDiscViewer.do?edge_no=10d6cac6507fb000abca0fa0c5b4e4d0	
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	APL Website https://apolloglobalcapital.com/ PSE Edge Portal https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=638	

Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		APL Website https://apolloglobalcapital.com/	
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			

1. Company complies with SEC-prescribed website template.	Compliant	The Company's website complies with the SEC-prescribed website template. APL Website https://apolloglobalcapital.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			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	The Internal Audit Department implements the following quality service programs: a. Financial Audit b. Operational/Process Audit c. Compliance Audit The Audit Committee reviews the Company's internal control systems, as needed. Reference: Pages 12-13 of the Amended Manual on Corporate Governance> Part II> B. Board of Directors> 4. Audit Committee	
2. Company has an adequate and effective enterprise risk management framework in the	Compliant	The Company adopts a risk philosophy of maximizing business opportunities while minimizing adverse outcomes to enhance shareholder value. This risk	

<p>conduct of its business.</p>		<p>philosophy permeates the entire organization through:</p> <ul style="list-style-type: none"> • Culture. We believe that a strong risk management and control culture starts at the top. To this end, senior management promotes awareness, ownership and proactive management of key risks. • Structure. We believe in an organizational structure that provides for proper segregation of duties, for definition of risk-taking responsibility and authority, and for promotion of ownership and accountability for risk taking. • Processes. We believe in putting in place robust processes and systems for effective identification, quantification, monitoring, mitigation and management of risk. Furthermore, internal control policies and procedures are reviewed and improved on an ongoing basis to ensure they remain sound and relevant. 	
---------------------------------	--	---	--

		<p>The Company reviews its enterprise risk framework as needed.</p> <p>Reference: Page 11 of the Amended Manual on Corporate Governance> Part II> B. Board of Directors> 4. Risk Committee</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>Non-Compliant</p>		<p>The Company is in the process of adopting a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed.</p>
Optional: Recommendation 12.1			
<p>1. Company has a governance</p>	<p>Non-compliant</p>		<p>The Company is in the process of adopting a governance process on IT issues.</p>

<p>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>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's Internal Audit is in house.</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 Company does not have a Chief Audit Executive.</p> <p>The Board believes that the audit and risk functions can properly be fulfilled by the Risk Committee and the Audit Committee, which are Board Committees.</p>
<p>2. CAE oversees and is responsible for the</p>	<p>Non-Compliant</p>		<p>The Company does not have a Chief Audit Executive.</p>

internal audit activity of the organization, including that portion that is outsourced to a third party service provider.			The Board believes that the audit and risk functions can properly be fulfilled by the Risk Committee and the Audit Committee, which are Board Committees.
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	The internal audit activity is not outsourced.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	The directors review the effectiveness of the risk management system of the Company. The nature of the business of the Company requires its constant review of risks, which it does regularly during the board of directors' meetings.	
Supplement to Recommendation 12.4			
1. Company seeks external technical	Compliant	The Company will seek external support in risk management when	

support in risk management when such competence is not available internally.		such competence is not available internally.	
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		At this time, the Board believes that it does not need to appoint a chief risk officer. The Board believes that the risk functions can properly be fulfilled by the Risk Committee.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-Compliant		At this time, the Board believes that it does not need to appoint a chief risk officer. The Board believes that the risk functions can properly be fulfilled by the Risk Committee.
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	Non-Compliant		The written attestation is not formally practiced but the Company ensures that an effective internal audit system is in place.

is in place and working effectively.			
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Reference: Pages 17-19 of the Amended Manual on Corporate Governance > Part III> Stockholder's Rights and Protection of Minority Stockholders	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Shareholders' rights are disclosed on the Company's website. Reference: Website> Corporate Governance> Manual on Corporate Governance> Amended Manual on Corporate Governance	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	Shareholders have the right to elect, remove, replace directors and vote on certain corporate acts in accordance with the Revised Corporation Code and the Company's By-laws. Reference: Page 6 of the Amended By-Laws > Article II > Meeting of Stockholders> Section 8. Voting of Shares in General	

		<p>Pages 17-19 of the Amended Manual on Corporate Governance> Part III> Stockholder's Rights and Protection of Minority Stockholders</p>	
<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Compliant</p>	<p>The Board respects the rights of the shareholders in accordance with the Revised Corporation Code.</p> <p>Reference: Page 6 of the Amended By-Laws > Article II > Meeting of Stockholders> Section 8. Voting of Shares in General</p> <p>Page 6 of the Amended By-Laws > Article II > Meeting of Stockholders> Section 9. Cumulative Voting for Election of Directors</p> <p>Pages 17-19 of the Amended Manual on Corporate Governance> Part III> Stockholder's Rights and Protection of Minority Stockholders</p>	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p>Reference: Page 3 of the Definitive Information Statement 2023 (SEC Form 20-IS)> Guidelines and Procedures for Participating via Remote Communication at the</p>	

		2023 ASM of APL> Part II. Voting Procedure	
4. Board has an effective shareholder voting mechanism such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	Non-Compliant		The Company does not provide for supermajority or majority of minority requirements in voting but generally complies with laws and regulations on voting rights of shareholders.
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	Reference: Page 6 of the Amended By-Laws > Article II > Meeting of Stockholders> Section 8. Voting of Shares in General Pages 17-18 of the Amended Manual on Corporate Governance> Part III> Stockholder's Rights and Protection of Minority Stockholders> 1. Voting Right	
6. Board clearly articulates and enforces policies with respect to treatment of	Compliant	Reference: Pages 17-19 of the Amended Manual on Corporate Governance> Part III>	

minority shareholders.		Stockholder's Rights and Protection of Minority Stockholders	
7. Company has a transparent and specific dividend policy.	Compliant	The Company has not declared any dividends for the past 3 years due to deficit in retained earnings. Reference: Page 18 of the Amended Manual on Corporate Governance > Part III> Stockholder's Rights and Protection of Minority Stockholders > 5. Rights to Dividends	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	With the assistance of the Corporate Secretary and external auditor, the Company's stock transfer agent, BDO-Trust and Investments Group, accounts and validates the votes at the ASM.	
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	Compliant	For the last Stockholders' Meeting of the Company, notice was sent to the Stockholders at least 28 days prior to the meeting, in compliance with the required period under the law and under PSE rules. Reference: Definitive Information Statement 2023 (SEC Form 20-IS)	

28 days before the meeting.			
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Reference: Definitive Information Statement 2023 (SEC Form 20-IS)	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Reference: Pages 9-11 of the Definitive Information Statement 2023 (SEC Form 20-IS) > Item 5: Directors and Executive Directors	
b. Auditors seeking appointment/re-appointment	Compliant	Reference: Page 15 of the Definitive Information Statement 2023 (SEC Form 20-IS) > Item 7: Independent Public Accountants	
c. Proxy documents	Compliant	Reference: Pages 36-38 of the Definitive Information Statement 2023 (SEC Form 20-IS) > Proxy	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for	Compliant	Reference: Page 1 of the Definitive Information Statement 2023 (SEC	

the annual stockholders meeting		Form 20-IS) > Notice of Annual Stockholders' Meeting PSE Edge Portal> APL> Company Disclosures> Information Statement – November 28, 2024 https://edge.pse.com.ph/openDiscViewer.do?edge_no=695a8bdc8967d5699e4dc6f6c9b65995	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>The 2023 Annual Stockholders' Meeting was held on December 20, 2023. Voting results were immediately disclosed by the Company on the same day and the disclosure approved by the PSE the next working day making the same available to the public upon approval.</p> <p>Reference: Pages 6-7 of the SEC 17-C on the Results of ASM 2023 > PSE Edge Portal > APL > Company Disclosures > Results of Annual or Special Stockholders' Meeting – December 21, 2023</p> <p>Website > Company Disclosures > Minutes of All General or Special Stockholders' Meeting</p>	
2. Minutes of the Annual and Special Shareholders' Meetings were	Compliant	The 2023 Annual Stockholders' Meeting was held on December 20, 2023. The minutes of the ASM were posted on the Company's	

<p>available on the company website within five business days from the end of the meeting.</p>		<p>website within five (5) business day after the ASM.</p> <p>The votes on each agenda item are clearly reflected in the minutes of the meeting, including all the questions asked and the reply thereto. Voting was taken by poll.</p> <p>Reference: Pages 4-7 of the SEC 17-C on the Results of ASM 2023 > PSE Edge Portal > APL > Company Disclosures > Results of Annual or Special Stockholders' Meeting – December 21, 2023</p> <p>Website > Company Disclosures > Minutes of All General or Special Stockholders' Meeting</p>	
Supplement to Recommendation 13.3			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	<p>Compliant</p>	<p>Representatives from Valdes Abad & Company, CPAs were present during the 2023 ASM.</p>	
Recommendation 13.4			
<p>1. Board makes available, at the option of a shareholder, an</p>	<p>Non-Compliant</p>		<p>The Company is in the process of establishing an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>

alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.			
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Non-Compliant		The Company is in the process of establishing an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Non-Compliant		The Company is in the process of appointing an Investor Relations Officer.
2. IRO is present at every shareholder's meeting.	Non-Compliant		The Company is in the process of appointing an Investor Relations Officer.
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Company has no anti-takeover measures or similar devices currently being implemented or is in place. Reference: Page 17-19 of the Amended Manual on Corporate Governance> Part III>	

		Stockholder's Rights and Protection of Minority Stockholders	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	As of 31 December 2023, the Company's public float is 67.93%. Reference: PSE Edge Portal > APL > Company Disclosures > Public Ownership Report – January 11, 2024 https://edge.pse.com.ph/openDiscViewer.do?edge_no=50003e60907c596cabca0fa0c5b4e4d0	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Reference: Page 19 of the Amended Manual on Corporate Governance > Part III > Stockholder's Rights and Protection of Minority Stockholders	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	Reference: Page 3 of the Definitive Information Statement 2023 (SEC Form 20-IS) > Guidelines and Procedures for Participating via Remote Communication at the 2023 ASM of APL > Part II. Voting Procedure > 2. Voting in Absentia through the online voting system	

Duties to Stakeholders			
<p>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.</p>			
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>	Compliant	<p>Reference: Page 24 of the Annual Report 2023 (SEC Form 17-A) with Sustainability Report > Part IV> XIII. Corporate Governance</p>	
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	Compliant	<p>Reference: Page 17-19 of the Amended Manual on Corporate Governance> Part III> Stockholder's Rights and Protection of Minority Stockholders</p>	
Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for</p>	Non-Compliant		<p>The Company is in the process of establishing a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>

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 is in the process of establishing an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.
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 a law, rule or regulation especially when it refers to a corporate governance issue.	

2. Company respects intellectual property rights.	Compliant	Yes. By using licensed softwares.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Non-Compliant		The Company is in the process of adopting policies and practices to address customer's welfare.
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Non-Compliant		The Company is in the process of adopting policies and practices to address supplier/contractor selection procedures.
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>The Company believes that the employees are the most important resource in the organization. The Company believes that to keep the employees happy and motivated, the following need to be provided: healthy working environment, sufficient work facilities, health benefits, health related seminars, among others.</p> <p>The Company believes in work life balance. The Company</p>	

		<p>encourages and supports the following:</p> <ol style="list-style-type: none"> 1. Flexible work hours 2. Fitness programs after office 3. Subsidized vaccinations, etc. 	
Supplement to Recommendation 15.1			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>Non-Compliant</p>		<p>Given the small number of the Company's personnel, the Company has determined that it does not need to establish a formal reward policies and practices on training and development of its employees at this time.</p>
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Non-Compliant</p>		<p>Given the small number of the Company's personnel, the Company has determined that it does not need to establish formal policies and practices on health, safety and welfare of its employees at this time.</p> <p>However, the Company encourages and supports the following:</p> <ol style="list-style-type: none"> 1. Flexible work hours 2. Fitness programs after office 3. Subsidized vaccinations, etc.
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Non-Compliant</p>		<p>Given the small number of the Company's personnel, the Company has determined that it does not need to establish formal reward policies and practices on training and development of its employees at this time.</p>

Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	At all times, a director should act in the best interest of the Company, and observe transparency, accountability and fairness. Management should operate the Company and employees must work in a sound, fair and prudent manner. Reference: Page 1 of the Code of Business Conduct and Ethics > Website> Corporate Governance > Code of Business Conduct and Ethics	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Non-Compliant		Reference: Page 1 of the Code of Business Conduct and Ethics > Website> Corporate Governance > Code of Business Conduct and Ethics
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	There are no findings of violation of Company policies for 2023. Reference: Page 1 of the Code of Business Conduct and Ethics > Website> Corporate Governance > Code of Business Conduct and Ethics	

Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Non-Compliant		The Company is in the process of establishing a whistleblowing framework.
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.	Non-Compliant		The Company is in the process of establishing a whistleblowing framework.
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Non-Compliant		The Company is in the process of establishing a whistleblowing framework.
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			

<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>Non-Compliant</p>		<p>The Company is in the process of establishing community involvement and environment-related programs.</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>The Company is in the process of establishing community involvement and environment-related programs.</p>
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>	<p>Non-Compliant</p>		<p>The Company is in the process of establishing community involvement and environment-related programs.</p>

Pursuant to the requirements of the Securities and Exchange Commission and the Philippine Stock Exchange, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned thereunto duly authorized in QUEZON CITY on MAY 24 2024.

SIGNATURES


SALVADOR A. SANTOS-OCAMPO
Chairman of the Board


BONNER C. DYTOC
President


GEORGE O. CHUA CHAM
Independent Director


ALCUIN BRENDAN V. PAPA
Independent Director


LYRA GRACIA Y. LIPAE-FABELLA
Corporate Secretary


MARK ULRIC G. CHAN
Compliance Officer

QUEZON CITY

MAY 24 2024.

SUBSCRIBED AND SWORN to before me this _____ affiants exhibiting to me their competent proof of identity as follows:

NAME	Tax Identification Number/ SSS/Driver's License/Passport No.	PLACE OF ISSUANCE
SALVADOR A. SANTOS-OCAMPO	P1998740A	DFA NCR EAST
BONNER C. DYTOC	03-9234389-9	SSS PHILIPPINES
GEORGE O. CHUA CHAM	P7412727A	DFA NCR EAST
ALCUIN BRENDAN V. PAPA	C11-95-080839	LTO PHILIPPINES
LYRA GRACIA Y. LIPAE-FABELLA	09-1836302-0	SSS PHILIPPINES
MARK ULRIC G. CHAN	P8571027B	DFA MANILA

Doc No. 453 ;
Page No. 99 ;
Book No. 7 ;
Series of 2024.

Clara W.
ATTY. CONCEPCION P. VILLAREÑA
Notary Public for Quezon City
Until December 31, 2024
PTR No. 5565783 / January 03, 2024 Q.C
IBP No. 399899 / January 04, 2024 Q.C
Roll No. 30457 / 05-09-1980
MCLE VII-0006994 / 09-21-2021
ADM. MATTER No. NP-021 (2024-2025)
TIN NO. 131-942-754
Matalino Corner Malakas ST., Brgy. Central
District IV, Diliman Quezon City