

COVER SHEET

C 1 9 9 8 0 0 1 3 4

S.E.C. Registration Number

A B O I T I Z P O W E R C O R P O R A T I O N

(Company's Full Name)

3 2 N D S T R E E T , B O N I F A C I O G L O B A L

C I T Y , T A G U I G C I T Y , M E T R O M A N I L A

P H I L I P P I N E S

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

MANUEL ALBERTO R. COLAYCO

Contact Person

02-8 886-2338

Company Telephone Number

1 2 3 1

Month Day Fiscal Year

I A C G R

FORM TYPE

4th Monday of April

0 4 2 6

Month Day Annual Meeting

N/A

Secondary License Type, if Applicable

SEC

Dept. Requiring this Doc

N/A

Amended Articles Number/Section

582

Total No. of Stockholders

x

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = Pls. use black ink for scanning purposes



June 29, 2021

CORPORATE GOVERNANCE AND FINANCE DEPARTMENT

Securities and Exchange Commission

Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

ATTENTION : **Atty. Rachel Esther J. Gumtang-Remalante**
Director

via PSE EDGE
PHILIPPINE STOCK EXCHANGE, INC.
6/F PSE Tower, 5th Avenue, cor. 28th Street,
Bonifacio Global City, Taguig City

ATTENTION : **Ms. Janet A. Encarnacion**
Head - Disclosures Department

via electronic mail
PHILIPPINE DEALING & EXCHANGE CORP.
Market Regulatory Services Group
37/F, Tower 1, The Enterprise Center
6766 Ayala Avenue corner Paseo de Roxas, Makati City

ATTENTION : **MS. KATHLENE ANNE F. FAMADICO**
OIC Head – Issuer Compliance and Disclosures Department

Gentlemen:

In compliance with the SEC Memorandum Circular No. 15, Series of 2017, we submit herewith Aboitiz Power Corporation’s Integrated Annual Corporate Governance Report for the year 2020.

Kindly acknowledge receipt hereof.

Thank you.

Very truly yours,

ABOITIZ POWER CORPORATION

By:

MAILENE M. DE LA TORRE
Assistant Corporate Secretary



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

GENERAL INSTRUCTIONS

A. Use of Form I-ACGR

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

B. Preparation of Report

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

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

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

C. Signature and Filing of the Report

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



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **2020**
2. SEC Identification Number **CEO12456** 3. BIR Tax Identification No. **200-652-460-V**
4. Exact name of issuer as specified in its charter **ABOITIZ POWER CORPORATION**
5. **Philippines** Province, Country or other jurisdiction of incorporation or organization
6. (SEC Use Only) Industry Classification Code:
7. **32nd Street, Bonifacio Global City, Taguig City, Metro Manila, Philippines** **1634**
Address of principal office Postal Code
8. **(02) 886-2800**
Issuer's telephone number, including area code
9. **NA**
Former name, former address, and former fiscal year, if changed since last report.

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT
OF ABOITIZ POWER CORPORATION**

	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 Company's Directors are nominated and elected based on their academic qualifications, professional experience, expertise and relevant training to the industry or sector where the Company's businesses operate. The Directors are a mix of legal and finance professionals, engineers, former or current CEO/COOs, auditors, and accountants, many of them with management experience in the private sector and in government , as well as in multilateral agencies. As a result, the Company's Board is composed of Directors with collective working knowledge, experience and expertise in the industries that are relevant to the Company and its subsidiaries. Individual and collective qualifications of the Board of Directors (including the Independent Directors) as well as the duties and responsibilities of the Board and Board Committees, including the benchmarks for their individual and collective performance evaluation are enumerated in the Company's Revised Manual of Corporate Governance (the "Revised Manual"). Links/references are available at Company's website	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization. <i>Provide information or link/reference to a document containing information on the following:</i> 1. <i>Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</i> 2. <i>Qualification standards for directors to facilitate the selection of potential</i>	Compliant		

<p><i>nominees and to serve as benchmark for the evaluation of its performance</i></p>		<p>as follows:</p> <p>i. Amended By Laws, p. 2 Article II (The Board of Directors) available at: https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>ii. Amended Manual on Corporate Governance, pp. 5 - 16; available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>See write-up of the Directors' profiles in the Company's Reports:</p> <p>i. Definitive Information Statement (20-IS) pp.10-15 , Item 5. Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.168, Board of Directors, available at: https://aboitizpower.com/wp-content/uploads/2020-AEV-Annual-and-Sustainability-Report.pdf</p>			
Recommendation 1.2					
<p>1. Board is composed of a majority of non-executive directors.</p> <p><i>Identify or provide link/reference to a document identifying the directors and the type of their directorships</i></p>	<p>Compliant</p>	<p>The Company's Board of Directors is composed of nine directors, majority of whom are Non-Executive Directors. Three are independent, three are Non-Executive Directors - and are not engaged in the day to day management and operations of the Company- and the remaining three are Executive Directors. The following were the members of the AP Board as of December 31, 2020 :</p> <table border="1" data-bbox="983 1334 1574 1399"> <tr> <td data-bbox="983 1334 1211 1399">Non-Executive Director</td> <td data-bbox="1211 1334 1574 1399">Mr. Erramon I. Aboitiz (Chairman)</td> </tr> </table>	Non-Executive Director	Mr. Erramon I. Aboitiz (Chairman)	
Non-Executive Director	Mr. Erramon I. Aboitiz (Chairman)				

		<table border="1"> <tr> <td>Non-Executive Director</td> <td>Mr. Mikel A. Aboitiz (Vice Chairman)</td> </tr> <tr> <td>Non-Executive Director</td> <td>Mr. Enrique I. Aboitiz</td> </tr> <tr> <td>Executive Director</td> <td>Mr. Jaime Jose Y. Aboitiz (EVP – Chief Operating Officer)</td> </tr> <tr> <td>Executive Director</td> <td>Mr. Emmanuel V. Rubio (President and Chief Executive Officer)</td> </tr> <tr> <td>Executive Director</td> <td>Danel C. Aboitiz (SVP – Regulatory Affairs and External Relations)</td> </tr> <tr> <td>Lead Independent Director</td> <td>Mr. Romeo L. Bernardo</td> </tr> <tr> <td>Independent Director</td> <td>Mr. Carlos C. Ejercito</td> </tr> <tr> <td>Independent Director</td> <td>Eric Ramon O. Recto</td> </tr> </table>	Non-Executive Director	Mr. Mikel A. Aboitiz (Vice Chairman)	Non-Executive Director	Mr. Enrique I. Aboitiz	Executive Director	Mr. Jaime Jose Y. Aboitiz (EVP – Chief Operating Officer)	Executive Director	Mr. Emmanuel V. Rubio (President and Chief Executive Officer)	Executive Director	Danel C. Aboitiz (SVP – Regulatory Affairs and External Relations)	Lead Independent Director	Mr. Romeo L. Bernardo	Independent Director	Mr. Carlos C. Ejercito	Independent Director	Eric Ramon O. Recto	
Non-Executive Director	Mr. Mikel A. Aboitiz (Vice Chairman)																		
Non-Executive Director	Mr. Enrique I. Aboitiz																		
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Lead Independent Director	Mr. Romeo L. Bernardo																		
Independent Director	Mr. Carlos C. Ejercito																		
Independent Director	Eric Ramon O. Recto																		
		<p>Links/references are available at Company’s website as follows:</p> <p>i. Amended By Laws (2020), p. 2 Article II (The Board of Directors) at: https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 5 to 16; available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>See write-up of the Directors’ profiles in the Company’s Reports:</p> <p>i. Definitive Information Statement (20-IS) pp.10-15 Item 5. Directors and Executive Officers available at:</p>																	

		<p>https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. 2020 Annual Report (SEC Form 17-A), pp. 94-98, Item 9. Directors and Executive Officers, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.168, Corporate Structure, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>The Company's Policy on Training of Directors as provided in its Revised Manual consists of: (i) an initial onboarding session for new Directors upon first appointment to ensure that each Director is introduced to the Company's corporate governance practices, and apprised of his/her duties and responsibilities as members of the Board and Board Committees; and (ii) a mandatory continuous training and development program in order for the directors to be kept updated on current topics and recent developments, such as new laws and regulations, developments in corporate governance practices, and in the various business risks relevant to the Group.</p> <p>On September 9, 2020, the Directors and Officers attended the Aboitiz Group's annual in-house corporate governance seminar. The seminar was held virtually for the first time, using an online platform that allowed the Directors and Officers to interact with experts from across the globe on current and relevant</p>	
2. Company has an orientation program for first time directors.	Compliant		
<p>3. Company has relevant annual continuing training for all directors.</p> <p><i>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</i></p> <p><i>Provide information or link/reference to a document containing information on the orientation program and trainings of directors</i></p>	Compliant		

for the previous year, including the number of hours attended and topics covered.

corporate governance issues. This seminar was duly accredited by the SEC and duly monitored by representatives from the SEC in compliance with SEC Memorandum Circular No. 19, Series of 2016.

During 2020, AboitizPower also organized a series of virtual learning sessions to provide the members of the Board with current industry developments and business trends in order to promote the Group's competitiveness.

Learning Sessions (2020 Schedules)	Date
<p><i>2020 Annual Corporate Governance Seminars</i></p> <ul style="list-style-type: none"> ● <i>Update on Tourism Industry in the Philippines</i> ● <i>ESG Trends (TCFD and Materiality Assessment)</i> ● <i>Supply Chain Disruption</i> ● <i>Modern Monetary Theory</i> ● <i>Cost of Equity</i> 	<p><i>September 9, 2020</i></p>
<p><i>Power Industry Updates by Mr. Marco Andreola</i></p>	<p><i>September 22, 2020 and October 9, 2020</i></p>
<p><i>Power Industry Updates by Ms. Lee Balangue and Mr. Chris Sangster</i></p>	<p><i>November 3, 2020</i></p>
<p><i>Briefing on Cyber Security by Mr. Tom Glocer</i></p>	<p><i>November 24, 2020</i></p>
<p><i>The Future of Assessment by Dr. Alan Watkins</i></p>	<p><i>December 17, 2020</i></p>

		<p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 49: On-boarding and Training Process, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Board Charter, p.4-5: Board Leadership and the Role of Chairman available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p> <p>iii. Company Website, Annual Corporate Governance Seminar available at: https://aboitizpower.com/corporate-governance/governance-reports-and-scorecards/#annual-corporate-governance-seminar</p> <p>iv. 2020 Disclosure on the Company's Compliance to the Annual Corporate Governance Seminar, available at: https://aboitizpower.com/wp-content/uploads/AP-CG-SEMINAR-2020-COMPLETION-REPORT-COMPLETE-reduced.pdf</p> <p>v. Details of the trainings provided to the Directors are found in the Aboitiz 2020 Consolidated Annual and Sustainability Report, p.174-175, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	The Company's Revised Manual reflects the Board's policy of appointing a diverse set of Directors based on	

<p><i>Provide information on or link/reference to a document containing information on the company's board diversity policy.</i></p> <p><i>Indicate gender composition of the board.</i></p>		<p>the individual's professional and personal backgrounds (namely: age, ethnicity, culture, skills, competence, gender and knowledge) in order to ensure: (i) that no Director or small group of Directors can dominate the decision-making process, (ii) that the members of the Board are a diverse mix of highly competent Directors and Officer with in-depth knowledge and experience in the core industries of the Company or corporate management, financial expertise, audit and governance experiences, and (iii) the independent-mindedness, ethical behavior, and value contribution of each director.</p> <p>As of December 31, 2020, the Board of Directors was composed of professionals with expertise in power, finance, law, banking, economics, and risk management, among others, with ages ranging from 39 to 75 years old.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 6 & 19, Composition of the Board and Selection of the members of the board of Directors and Officer, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Board Charter, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p> <p>iii. Environmental, Social, and Corporate Governance Committee Charter, p.1, Purpose and Membership available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-Social-and-Corporate-Governance-Committee-</p>	
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		<p>Charter.pdf</p> <p>iv. Company Website at: https://aboitizpower.com/corporate-governance/governance-team/</p> <p>v. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.170 Board of Directors (Diversity), available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Optional: Recommendation 1.4			
<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p> <p><i>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</i></p> <p><i>Provide link or reference to a progress report in achieving its objectives.</i></p>	<p>Compliant</p>	<p>The Company's Revised Manual mandates that membership of the Board may be a combination of Executive and Non-Executive Directors (which include Independent Directors) with diverse professional and personal backgrounds in order that no Director or small group of Directors can dominate the decision-making process and that the Board can benefit from the professional expertise of each Director. Measurable standards included in the Company's Manual include diversity in age, ethnicity, culture, skills, competence, gender and knowledge.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 6 & 19, Composition of the Board and Selection of the members of the board of Directors and Officer, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Board Charter, available at: https://aboitizpower.com/wp-</p>	

		<p>content/uploads/AboitizPower-Board-Charter.pdf</p> <p>iii. Environmental, Social, and Corporate Governance Committee Charter, p.1, Purpose and Membership available at: https://abotizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-Social-and-Corporate-Governance-Committee-Charter.pdf</p> <p>iv. Company Website at: https://abotizpower.com/corporate-governance/policies-and-protocols/</p> <p>v. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.170 Board of Directors (Diversity), available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	<p>In 2020, the Board of Directors is assisted by a Corporate Secretary, Manuel Alberto R. Colayco, who is not the Compliance Officer and not a member of the Board of Directors. The Company's Compliance Officer in 2020 is Mr. Joseph Trillana T. Gonzales.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 46, The Corporate Secretary, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	<p>ii. Definitive Information Statement(20-IS), p. 21-22 : Officers for 2020-2021 available at: https://abotizpower.s3-ap-southeast-</p>	
3. Corporate Secretary is not a member of	Compliant		

<p>the Board of Directors.</p> <p><i>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</i></p>		<p>1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. Results of the Organizational Meeting of the Board held on April 27,2020, available at: https://abotizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p>	
<p>4. Corporate Secretary attends training/s on corporate governance.</p> <p><i>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</i></p>	<p>Compliant</p>	<p>The Company’s Corporate Secretary, Manuel Alberto R. Colayco, attended the four-hour Aboitiz Group in-house Annual Corporate Governance Seminar last September 9, 2020. The seminar was held virtually for the first time and was duly accredited by the SEC and monitored by representatives from the SEC in compliance with SEC Memorandum Circular No. 19, Series of 2016.</p> <p>Mr. Colayco was a panelist for the South East Asian Anti-Corruption and Corporate Compliance Forum hosted by Asian Legal Business on September 16, 2020.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Disclosure on AP Compliance Report for the Annual Mandatory Corporate Governance Seminar, available at: https://abotizpower.com/wp-content/uploads/AP-CG-SEMINAR-2020-COMPLETION-REPORT-COMPLETE-reduced.pdf</p> <p>ii. SEA Anti-Corruption and Compliance Forum, available at: https://www.legalbusinessonline.com/conferences/seac2020</p>	
<p>Optional: Recommendation 1.5</p>			

<p>1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.</p> <p><i>Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting</i></p>	<p>Compliant</p>	<p>To ensure active participation and meaningful contribution in each meeting, the Board of Directors has adopted a policy of requiring all the materials for the Board and Board Committee Meetings to be distributed to the Directors and committee members at least five business days before the scheduled meeting. Materials are timely uploaded to the Diligent Boardbooks, a secured portal where the Corporate Secretary uploads the materials for the board meeting for easy access by the Board of Directors in their iPads, smartphones, or computers, wherever they might be.</p> <p>Links/references are available at Company’s website as follows::</p> <p>i. AbotizPower Board Charter, p. 8-9 , Board Meetings, available at: https://aboitizpower.com/wp-content/uploads/AbotizPower-Board-Charter.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 46, The Corporate Secretary, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Abotiz 2020 Consolidated Annual and Sustainability Report, p.173 Board of Directors (Conduct and Attendance at Board and Board Committee Meetings), available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iv. See sample e-mail to the Board of Directors notifying them that the materials for the 2020 Regular Board Meeting have been uploaded to the Boardbooks. (Annex “A”)</p>	
<p>Recommendation 1.6</p>			

1. Board is assisted by a Compliance Officer.	Compliant	As of December 31, 2020, the Board of Directors was assisted by the Compliance Officer, Joseph Trillana T. Gonzales, who is not a member of the Board of Directors, and is one of the most Senior Officers in the Company with a rank of First Vice President. He had adequate stature and authority in the Company to fulfill his obligation as its Compliance Officer.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board. <i>Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</i>	Compliant	<p>Mr. Gonzales retired from the Company on December 31, 2020 and was replaced by Ms. Maria Consolacion C. Mercado, Vice President for Legal – Energy Affairs and Compliance.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 4-5, The Compliance Officer, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Results of the Organizational Meeting of the Board held on April 27, 2020, available at: https://abotizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p> <p>iii. Disclosure on the Appointment of Ms. Mercado as Compliance Officer, available at: https://abotizpower.com/wp-content/uploads/AP-17C-Disclosure-11.03.20-Appointment-of-Compliance-Officer.pdf</p> <p>iv. Company Website, Profile of the Compliance Officer available at: https://abotizpower.com/corporate-governance/governance-team/#compliance-officer</p>	

<p>4. Compliance Officer attends training/s on corporate governance.</p> <p><i>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</i></p>	<p>Compliant</p>	<p>In 2020, the Company's Compliance Officer, Joseph Trillana T. Gonzales, attended the four-hour Aboitiz Group in-house Annual Corporate Governance Seminar on September 9, 2020. The seminar was held virtually for the first time and was duly accredited by the SEC and monitored by representatives from the SEC in compliance with SEC Memorandum Circular No. 19, Series of 2016.</p> <p>i. Disclosure on AP Compliance Report for the Annual Mandatory Corporate Governance Seminar, available at: https://abotizpower.com/wp-content/uploads/AP-CG-SEMINAR-2020-COMPLETION-REPORT-COMLETE-reduced.pdf</p>	
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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><i>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</i></p>	<p>Compliant</p>	<p>The Company's Revised Manual mandates the Company's Directors to act judiciously and devote time and attention necessary to properly discharge their duties and responsibilities. With this mandate, the Directors are expected to act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company.</p> <p>To ensure that the Board of Directors act on a fully informed basis, with due diligence, and in the best interest of the Company; (i) the Board receives regular reports from Management and Heads of Strategic Business Units (SBU) on the operations of the Company and its Subsidiaries, (ii) any matter requiring the Board's attention is promptly elevated to the members of the Board, and deliberated upon in the Board meetings, and (iii) materials for the board meetings are distributed to the Board of Directors at</p>	
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		<p>least five days before the board meeting through the Diligent Boardbooks.</p> <p>In addition, the Board of Directors ensure that key financial decisions related to investment/capital expenditure considered by various businesses in which the Company has direct equity undergo appropriate processes and approval.</p> <p>Moreover, as an exercise of fairness and good faith, the decisions by the Board of Directors on the appointment of officers and on material transactions, among others, including possible conflicts of interest, are immediately disclosed to the public.</p> <p>Lastly, in order to provide a better understanding of the Company's operations in different sectors of the power industry, the members of the Board of Directors conduct learning sessions to keep abreast of the industries and businesses in which the Aboitiz Group operates.</p> <p>Links/references are available at Company's website as follows:</p> <ul style="list-style-type: none"> i. Amended Manual on Corporate Governance, pp. 7 - 15, Duties and Functions of the Board and Duties and Responsibilities of Directors, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf ii. AP Board Charter, pp. 4-5, Item 7, Board Leadership and the Role of the Chairman, available at: https://abotizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.170 Board of Directors, 	
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Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	As part of its duties and function mandated by the Company's Revised Manual, the Board must ensure that (i) the strategic business direction of the various businesses of the Company is soundly established and consistent or in line with the Group's goals and strategies, (ii) establish programs that can maintain its long-term viability, practicability, and strength in accordance with the objectives of the Company, and (ii) periodically evaluate and monitor the implementation of existing policies and strategies, including business plans operating budget, and overall performance of the management team based on clear performance metrics.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy. <i>Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)</i> <i>Indicate frequency of review of business objectives and strategy</i>	Compliant	<p>In support of this function, the Board conducts an Annual Board Retreat and Strategy Refresh to discuss both the strategic roadmap and policies of the Company, and a review of the Company's vision and mission. In 2020, the Company had its yearly Board retreat/strategy workshop on October 29, 2020. The workshop was conducted virtually.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Board Charter, page 2-3, Section 3.0: Duties and Responsibilities of the Board, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p> <p>ii. Amended Manual on Corporate Governance, pp. 7-11, Duties and Functions of the Board, available at:</p>	

		<p>https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 169-170: Commitment to and Review of Corporate Vision and Mission, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Supplement to Recommendation 2.2			
<p>1. Board has a clearly defined and updated vision, mission and core values.</p> <p><i>Indicate or provide link/reference to a document containing the company's vision, mission and core values.</i></p> <p><i>Indicate frequency of review of the vision, mission and core values.</i></p>	<p>Compliant</p>	<p>The Company's mission and vision is stated in its Purpose Statement: <i>"Guided by our core values, we at the Aboitiz Group, drive change for a better world by advancing business and communities and creating long term value for our stakeholders."</i></p> <p>This purpose statement has been deliberated and approved by the Board of Directors in 2017, and embodied in the Company's Amended Manual on Corporate Governance. The Board also abides by the Company's core values – Integrity, Teamwork, Innovation, Responsibility, and Service Excellence.</p> <p>Meanwhile, the Company's mission, <i>"A Better Future"</i> fuels its mission to provide reliable and ample power supply needed by the country; to ensure that supply of electricity is provided at a reasonable and competitive price, and with the least adverse effect on the environment and communities.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. AP Board Charter, page 2, Section 3.0: Duties and Responsibilities of the Board, available at: https://aboitizpower.com/wp-</p>	

		<p>content/uploads/AboitizPower-Board-Charter.pdf</p> <p>ii. Amended Manual on Corporate Governance, pp. 7-11, Duties and Functions of the Board, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Company Website, About us, available at: https://aboitizpower.com/about-us/a-better-future/</p> <p>iv. Definitive Information Statement, p.137, Corporate Governance – Board of Directors, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>v. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 169-170: Commitment to and Review of Corporate Vision and Mission, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</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><i>Provide information on or link/reference to a document containing information on the strategy execution process.</i></p>	<p>Compliant</p>	<p>The Board of Directors is at the helm of the governance structure of the Company. It performs the crucial role of articulating and reviewing the Company’s purpose, vision and mission, and strategies towards long-term growth, competitiveness, and building a sustainable enterprise.</p> <p>To ensure the faithful and effective discharge of its functions, the Board of Directors is supported in the performance of its functions by the five board committees – the Environmental, Social and Corporate Governance Committee (ESCG) , the Audit Committee, the Risk and Reputation Management Committee, the Related Party Transactions (RPT) Committee, and the</p>	

		<p>Executive Committee. Each committee oversees or implements an important aspect of the Company's strategy and governance framework. In turn, each committee is assisted by Senior Officers and highly qualified professionals to ensure that the Company's business objectives and strategies are cascaded, implemented, and properly monitored within their specific spheres of functions.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.166-167, Governance Framework, available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>ii. Amended Manual on Corporate Governance, pp. 7-11, Duties and Functions of the Board, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Definitive Information Statement, p. 136, Corporate Governance – Board of Directors, available at: https://abotizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	
Recommendation 2.3			
<p>1. Board is headed by a competent and qualified Chairperson.</p> <p><i>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</i></p>	Compliant	<p>The Company's Chairman, Mr. Erramon I. Aboitiz, is highly competent, qualified, and hardworking. He is knowledgeable about the Company's core businesses His service as the Company's previous Chief Executive Officer and in various capacities for more than three decades regards him as highly competent and qualified for the position. He is deeply committed to</p>	

		<p>Company’s vision, mission, and brand purpose, and firmly believes that good corporate governance makes good business practice.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Results of the Organizational Meeting of the Board held on April 27, 2020, available at: https://aboitizpower.com/wp-content/uploads/2020-AboitizPower-SEC-Form-20-IS-Definitive-Information-Statement.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 6, The Chairman and the Chief Executive Officer, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp. 18-23, Chairmen’s Message, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iv. Definitive Information Statement (20-IS), p.10: Item 5. Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>v. Company Website, Profiles of the Directors, available at: https://aboitizpower.com/wp-content/uploads/AP-Profiles-Directors-and-Officers-for-2019.pdf</p>	
<p>Recommendation 2.4</p>			

<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>Compliant</p>	<p>The Board of Directors, with the assistance of the Corporate Governance Committee (now the Environmental, Social and Corporate Governance Committee), approved a succession policy in place for Directors, Corporate Officers and Senior Management. The Company retirement age for corporate officers is 60 years old, unless the Board of Directors, for meritorious and exceptional reasons, decides to extend the years of service of the officer.</p>	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p> <p><i>Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation</i></p>	<p>Compliant</p>	<p>The Company develops leaders from within and conducts a regular succession planning review twice a year – March and September. To-date, the successors for key positions have been identified and their corresponding development plans are being implemented and regularly reviewed as well.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 24, The ESCG Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Environmental, Social, and Corporate Governance Committee Charter, p.2-3: Responsibilities of the ESCG Committee, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-Social-and-Corporate-Governance-Committee-Charter.pdf</p>	
<p>Recommendation 2.5</p>			
<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p>	<p>Compliant</p>	<p>The Company rewards its Directors and Corporate Officers based on ability to execute their respective duties and responsibilities. It is the Company's</p>	

		philosophy to reward based on individual and organizational performance. Performance is evaluated and compensation is reviewed on an annual basis.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	The Company has an established formal and transparent review process of its Board and executive compensation structure.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration. <i>Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.</i>	Compliant	<p>Changes in Board Remuneration Policy, if any, are discussed at the ESCG Committee and the recommendation of the Human Resources Officer (HRO). The HRO's recommendation are based on market salary surveys and independent remuneration consultants. The ESCG Committee and the full Board endorses the proposal to the shareholders for approval.</p> <p>The HRO also presents to the ESCG Committee, on an annual basis, the recommendations for compensation levels for all team members, including Corporate Officers and senior management. The recommendation is based on the Company's compensation philosophy to attract, maintain, and engage the best talents to contribute to the success of the business.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 30-31, The ESCG Committee - Compensation and Policy on Executive Remuneration, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Environmental, Social, and Corporate Governance Committee Charter, p.2-3: Responsibilities of the Board Corporate Governance Committee, available at:</p>	

		<p>https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-Social-and-Corporate-Governance-Committee-Charter.pdf</p> <p>iii. 2020 Annual Report (SEC Form 17-A), pp.107-109: Item 10. Compensation of Directors and Executive Officers, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iv. Definitive Information Statement (20-IS), pp.26-27: Item 6. Compensation of Directors and Executive Officers, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>v. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 176, Remuneration Policy, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Optional: Recommendation 2.5			
<p>1. Board approves the remuneration of senior executives.</p> <p><i>Provide proof of board approval</i></p>	Compliant	<p>The Board, through the ESCG Committee, ensures that it pays its Corporate Officers and executives competitively by comparing rates with other Philippine-based companies through a market salary survey. The ESCG Committee deliberates and proposes to the Board of Directors compensation levels for all team members, including Corporate Officers and senior management.</p> <p>Links/references are available at Company's website as follows:</p>	

		<p>i. Amended Manual on Corporate Governance, pp. 30-31, The Board Corporate Governance Committee - Compensation and Policy on Executive Remuneration, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Environmental, Social, and Corporate Governance Committee Charter, p.2: Responsibilities of the Board Corporate Governance Committee, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-Social-and-Corporate-Governance-Committee-Charter.pdf</p> <p>iii. 2020 Annual Report (SEC Form 17-A) pp .107-109: Item 10. Compensation of Directors and Executive Officers, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iv. Definitive Information Statement (20-IS), pp.26 - 27: Item 6. Compensation of Directors and Executive Officers, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>v. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 176, Board of Directors (Remunerations Policy) , available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>2. Company has measurable standards to align the performance-based remuneration of the executive directors</p>	<p>Compliant</p>	<p>The Company rewards its individual Directors and Corporate Officers based on the individual contributions to the overall performance of the</p>	

<p>and senior executives with long-term interest, such as claw back provision and deferred bonuses.</p> <p><i>Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.</i></p>		<p>Company. Performance is evaluated and compensation is reviewed annually based on the Company's established balanced performance scorecard.</p> <p>The performance assessment cycle starts with goal setting which happens at the start of the year. The team members and team leaders sign off on these goals which becomes the basis for the performance reviews. All team members and team leaders undergo regular performance reviews. This is scheduled every July and January (for performance from January – June and July- December respectively).</p> <p>The final performance ratings from their respective team leaders are the basis for both the bonus and merit increases.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 30-31, The Board Corporate Governance Committee - Compensation and Policy on Executive Remuneration, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Environmental, Social, and Corporate Governance Charter, p.2: Responsibilities of the Board Corporate Governance Committee, available at: https://abotizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-Social-and-Corporate-Governance-Committee-Charter.pdf</p> <p>iii. 2020 Annual Report (SEC Form 17-A), pp. 107-109: Item 10. Compensation of Directors and Executive</p>	
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		Officers, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf	
		iv. Definitive Information Statement (20-IS) , pp.26-27: Item 6. Compensation of Directors and Executive Officers, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The Company's Board of Directors has a formal and transparent Board nomination, selection, and election policy, which is disclosed in the Company's Revised Manual, Amended By Laws, Amended Guidelines in the Nomination and Election of Independent Directors (Amended Guidelines), and is explained by the Company's Corporate Secretary at every annual stockholders meeting. All shareholders have an equal right to nominate candidates for election to the Board. Nominations for Directors are received by the Corporate Secretary in accordance with procedures set forth in the Company's Amended By-Laws and the Amended Guidelines . After proper screening, the ESCG Committee approves a shortlist of candidates that are qualified to be nominated and elected as Directors and Independent Directors of the Company. The shortlist is based on qualifications, standards, and guidelines provided in the Company's Revised Manual. The ESCG Committee, acting as the Nomination Committee, oversees the nomination and selection	
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 the effectiveness of the Board's processes in the nomination, election or replacement	Compliant		

<p>of a director.</p>		<p>process of potential candidates to the Board of Directors. Likewise, the ESCG Committee regularly assesses the effectiveness of the nomination and selection process.</p>	
<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p> <p><i>Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.</i></p> <p><i>Provide proof if minority shareholders have a right to nominate candidates to the board</i></p> <p><i>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</i></p>	<p>Compliant</p>	<p>The overall procedure is in compliance with the Amended Implementing Rules and Regulations of the Securities Regulation Code.</p> <p>The Company's policies on the nomination and election of Directors are disclosed and can be accessed in the Company's website.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended By-Laws, page 2 Article II (The Board of Directors), available at: https://aboitizpower.com/wp-content/uploads/2020-AboitizPower-SEC-Form-20-IS-Definitive-Information-Statement.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 28: Nomination of Board of Directors, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Amended Guidelines for the Nomination and Election of Independent Directors, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Guidelines-for-the-Nomination-and-Election-of-Independent-Directors .pdf</p> <p>iv. Environmental, Social, and Corporate Governance Committee Charter, page 2: Item D. Responsibilities of Board Corporate Governance Committee, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-</p>	

		<p>Social-and-Corporate-Governance-Committee-Charter.pdf</p> <p>v. Definitive Information Statement (20-IS), pp.7, 17-18: Voting Securities and Principal Holders Thereof; Nomination for Independent Directors and Procedure for Nomination available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>vi. 2020 Annual Report (SEC Form 17-A), pp. 99-100 , Nominations for Independent Directors, Procedure for Nomination and Other Nominees for Election as Members of the Board of Directors, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p>	
Optional: Recommendation to 2.6			
<p>1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.</p> <p><i>Identify the professional search firm used or other external sources of candidates</i></p>	<p>Compliant</p>	<p>The Revised Manual allows the engagement of professional search firms to identify potential candidates for Directors in the Company.</p> <p>The Company seeks the recommendations from its current Directors, with particular emphasis on the recommendations of its Independent Directors, and the professional organizations to which they belong. Based on the recommendations gathered, the ESCG Committee evaluates the qualifications of the proposed candidates, and prepares a shortlist based on the list of qualifications and disqualifications for Directors. Preference is given to candidates who have expertise in the businesses the Company operates.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp.</p>	

		<p>19-20; 28-29: Selection of the Members of the Board of Directors and Officers and Nomination of Board of Directors, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Nomination, Selection and Election of Directors, Company Website, available at: https://aboitizpower.com/corporate-governance/governance-practices/#nomination-selection-and-election-of-directors</p>	
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	<p>The Board of Directors has the duty to ensure that there is a group-wide policy and system governing related parties and RPT, particularly those which pass a certain threshold of materiality. In 2017 the Board of Directors approved the Company's RPT Policy, and created the RPT Committee to ensure that all RPTs are (i) at arm's length in accordance with transfer pricing (ii) fair, or are based on market practices, and (iii) inure to the best interests of the Company and its shareholders. The RPT Policy also establishes a particular level of reporting and approval process for RPTs that pass a certain threshold of materiality.</p>	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p> <p><i>Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs</i></p> <p><i>Identify transactions that were approved pursuant to the policy.</i></p>	Compliant	<p>The RPT Committee, composed entirely of Independent Directors, deliberate on material and significant RPTs across the Group, taking into account the size, structure, risk profile and complexity of the Company's operations.</p> <p>In 2019, the Company's RPT Policy was amended in compliance with the SEC Memorandum Circular No. 10 series of 2019. The new rule focuses and regulates only material RPTs or RPTs amounting to ten percent (10%) or higher of a company's total assets. The new rule also specified an approval process for material</p>	

		<p>RPTs and mandates publicly listed companies to notify the SEC of their RPTs that breach the threshold.</p> <p>In 2020, the Company did not enter into any material RPTs and there were no reported cases of non-compliance with the laws, rules and regulations pertaining to material RPTs.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 44-45, Board RPT Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. RPT Policy, available at: https://aboitizpower.com/wp-content/uploads/AP-Related-Party-Transaction-Policy-FINAL-SEC-received.pdf</p> <p>iii. RPT Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Related-Party-Transaction-Committee-Charter.pdf</p> <p>iv. Definitive Information Statement (20-IS), p.139, Board Committees, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>v. 2020 Annual Report (SEC Form 17-A), pp.27; 102-103: Transactions With and/or Dependence on Related Parties and Certain Relationships and Related Transactions, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-</p>	
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		<p>reduced.pdf</p> <p>vi. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.181 Key Company Policies (RPT Policy), available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</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 applying the thresholds for disclosure and approval.</p> <p><i>Provide information on a materiality threshold for RPT disclosure and approval, if any.</i></p> <p><i>Provide information on RPT categories</i></p>	<p>Compliant</p>	<p>In 2019, the Company’s RPT Policy was amended in compliance with the SEC Memorandum Circular No. 10 series of 2019. The new rule focuses and regulates only material RPTs or RPTs amounting to ten percent (10%) or higher of a company's total assets. The new rule also specified an approval process for material RPTs and mandates publicly listed companies to notify the SEC of their RPTs that breach the threshold.</p> <p>Any RPT involving Directors or Corporate Officers, regardless of amount, requires the review and approval by the Board of Directors.</p> <p>In 2020, AboitizPower updated the Related Parties Certification for Directors and Officers in compliance to the Bureau of Internal Revenue Regulation No. 19-2020 on the reporting guidelines for the transactions of individuals and juridical entities with related parties. The RPT Committee continued to ensure that RPTs are entered into on an arm’s-length basis, within market rates, and with sufficient documentation. Lastly, the RPT Committee ensured that RPTs falling below the SEC-defined materiality threshold are coursed through the appropriate levels of review, reporting, and/or approval process.</p> <p>Links/references are available at Company’s website as follows:</p>	

		<p>i. Amended Manual on Corporate Governance, p. 44, Board RPT Committee , available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. RPT Policy, available at: https://aboitizpower.com/wp-content/uploads/AP-Related-Party-Transaction-Policy-FINAL-SEC-received.pdf</p> <p>iii. RPT Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Related-Party-Transaction-Committee-Charter.pdf</p> <p>iv. Definitive Information Statement (20-IS), p.139 Board Committees available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>v. 2020 Annual Report (SEC Form 17-A), pp.27; 102-103: Transactions With and/or Dependence on Related Parties and Certain Relationships and Related Transactions, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>vi. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.181 Key Company Policies (RPT Policy), available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
2. Board establishes a voting system whereby a majority of non-related party	Non-Compliant		The Company has adopted the statutory shareholder voter protection requirements

<p>shareholders approve specific types of related party transactions during shareholders' meetings.</p> <p><i>Provide information on voting system, if any.</i></p>			<p>under the Revised Corporation Code and the SEC and PSE rules. These require either supermajority vote or majority of minority vote on certain transactions. In addition, all shareholders of the Company are entitled to the exact same voting rights.</p> <p>In addition, the Board has created the RPT Committee composed entirely of Independent Directors. The Company's RPT Policy also sets out clear guidelines as to the manner in which RPTs are presented to the RPT Committee and the transactions that require action on the part of the RPT Committee. Finally, the Company also presents all Board and Company actions (including all RPTs) for ratification at each annual shareholders meeting.</p> <p>In 2019, the Company has adopted the Revised RPT Policy in compliance with SEC Memorandum Circular No. 10 series of 2019. The new rule outlined the required reporting and approval process for material RPTs or RPTs amounting to ten percent (10%) or higher of a company's total assets, which includes the ratification by the stockholders representing 2/3 of the Company's outstanding capital stock if the majority vote of the Independent Directors were not secured.</p> <p>In 2020, AboitizPower updated the Related Parties Certification for Directors and Officers in compliance to the Bureau of Internal Revenue Regulation No. 19-2020 on the reporting guidelines for the transactions of individuals and juridical entities with</p>
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			<p>related parties. The RPT Committee continued to ensure that RPTs are entered into on an arm's-length basis, within market rates, and with sufficient documentation. Lastly, the RPT Committee ensured that RPTs falling below the SEC-defined materiality threshold are coursed through the appropriate levels of review, reporting, and/or approval process.</p> <p>The Company believes that these measures, combined, provide sufficient protection to the interests of minority shareholders insofar as related-party transactions are concerned.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 44: Board RPT Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. RPT Policy, available at: https://aboitizpower.com/wp-content/uploads/AP-Related-Party-Transaction-Policy-FINAL-SEC-received.pdf</p> <p>iii. RPT Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Related-Party-Transaction-Committee-Charter.pdf</p> <p>The Rights of Shareholders are found and</p>
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			<p>disclosed in the following documents:</p> <p>iv. Amended Manual on Corporate Governance, pp. 51-53, Shareholders' Benefit, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>v. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.185: Rights of Shareholders, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p> <p><i>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</i></p> <p><i>Identify the Management team appointed.</i></p>	<p>Compliant</p>	<p>The ESCG Committee assists the Board in the selection, performance evaluation, and senior leadership succession planning throughout the Group. The Committee evaluates the balance of skills, knowledge and experience required for the CEO and other senior leadership roles, and on this basis, identify candidates who may be suitable as potential successors to those roles, and their state of readiness to assume those responsibilities, if necessary.</p> <p>The Board of Directors appoints the Company's CEO, CRO, CCO, CFO and other senior officers at every organizational meeting following the annual stockholders meeting.</p> <p>On April 27, 2020, during the Organizational Board Meeting, the Board elected/appointed the following:</p> <ul style="list-style-type: none"> • Emmanuel V. Rubio - President and Chief 	

		<p>Executive Officer</p> <ul style="list-style-type: none"> • Marnie S. Manalac - Vice President for Risk and Organizational Performance Management (<i>discharges the functions of the Chief Risk Officer</i>) • Joseph Trillana T. Gonzales - Compliance Officer • Saturnino E. Nicanor, Jr. - Internal Audit Head <p>Links/references are available at Company's website as follows:</p> <p>i. 2020 Results of the Organizational Meeting, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 19-20 Selection of the Members of the Board of Directors and Officers , available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Board Charter, p.2-3, Duties and Responsibilities of the Board, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p> <p><i>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</i></p>	<p>Compliant</p>	<p>The Revised Manual mandates the Board to assess annually the performance of the Board as a governing unit, the various Board Committees, the individual Directors and Committee Members, and the Corporate Officers (including the CEO, the Chief Risk and Reputation Officer, the Chief Compliance Officer, and the Internal Audit Head).</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 19-20, Selection of the Members of the Board of Directors</p>	

<p><i>Provide information on the assessment process and indicate frequency of assessment of performance.</i></p>		<p>and Officers , available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Board Charter, p.2, Duties and Responsibilities of the Board, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p> <p>iii. Board Assessment Forms, available at: https://aboitizpower.com/corporate-governance/policies-and-protocols/#board-performance-assessment</p>	
Recommendation 2.9			
<p>1. Board establishes an effective performance management framework that ensures that Management’s performance is at par with the standards set by the Board and Senior Management.</p>	Compliant	<p>The Board of Directors is responsible for ensuring that management’s and team members’ performance are within the standards set by the Board.</p> <p>The Company has a well-developed scorecard to which different business groups, business units, departments and individual’s annual plans are developed and aligned to. These plans, which are all aligned to support the Company’s mission, are presented to management every September and to the Board every November. These signed-off plans are then regularly reviewed on all levels.</p>	
<p>2. Board establishes an effective performance management framework that ensures that personnel’s performance is at par with the standards set by the Board and Senior Management.</p> <p><i>Provide information on or link/reference to a document containing the Board’s performance management framework for management and personnel.</i></p>	Compliant	<p>Individual performance is regularly reviewed twice a year. Performance incentives are given at a team and individual levels: (i) the team performance incentive is based on the committed plans of both the team and the organization (financial and agreed group initiatives), while (ii) the individual merit increase is based on the final performance score of the individual’s aligned goals.</p> <p>Links/references are available at Company’s website as follows:</p>	

		<p>i. Amended Manual on Corporate Governance, pp. 19-20, Selection of the Members of the Board of Directors and Officers , available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Board Charter, p.2-3, Duties and Responsibilities of the Board, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 160-161 Talent Retention, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Recommendation 2.10			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	Compliant	<p>The Audit Committee represents the Board in discharging its oversight function to ensure the adequacy, effectiveness and efficiency of the Company's internal control system, governance processes and risk management processes, and reviewing the performance of the Company's internal audit function.</p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p> <p><i>Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system</i></p>		<p>Under the Company's Revised Manual on Corporate Governance, an effective system of internal control, must include, among others a mechanism for monitoring and managing potential conflict of interest among Directors, management, team members and shareholders.</p> <p>The Company's Code of Ethics and Business Conduct clearly outline the company's policies on the conflicts of interest situations. The Board also approved a Conflict-of-Interest Policy and a RPT Policy to ensure</p>	

		<p>that material RPTs involving management, Directors, officers, and shareholders within a certain threshold undergo the proper review and approvals.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Board Charter, p.2-3, Duties and Responsibilities of the Board, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p> <p>ii. Audit Committee Charter, pp 7-8, Internal Control and Audit available at: https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>iii. Amended Manual on Corporate Governance, pp. 32-33, Board Audit Committee - Purpose , available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iv. Code of Ethics and Business Conduct, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizsite-mediafiles/wp-content/uploads/2019/04/16094013/AEV-Code-of-Ethics-and-Business-Conductunc.pdf</p> <p>v. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.183 Key Company Policies (Conflict of Interest Policy), available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
3. Board approves the Internal Audit Charter.	Compliant	The Board of Directors approved the Audit Committee Charter and the Manual on Corporate Governance (which includes guidelines on Internal Audit) in 2012,	

<p><i>Provide reference or link to the company's Internal Audit Charter</i></p>		<p>2017, and 2019 , respectively.</p> <p>See the Company's Internal Audit Charter as approved by the Board of Directors available at: https://aboitizpower.com/wp-content/uploads/Updated-AP-Internal-Audit-Charter-Board-Audit-Committee-Signed-1.pdf</p>	
Recommendation 2.11			
<p>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.</p> <p><i>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</i></p>	<p>Compliant</p>	<p>The Board of Directors, through the Risk and Reputation Management Committee, ensures that a sound Enterprise Risk Management (ERM) framework is in place to effectively identify, monitor, and manage key business risks. The committee assists the Board in defining the Company's risk appetite and overseeing the risk profile and performance against the defined risk appetite. The committee is also responsible for overseeing the identification, measurement, monitoring and controlling the Company's principal business risks. The Group's risk profile and risk management strategies are annually reviewed and assessed .</p>	
<p>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.</p> <p>Provide proof of effectiveness of risk management strategies, if any.</p>	<p>Compliant</p>	<p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 32; 41 to 44, Board Audit Committee - Purpose and Board Risk and Reputation Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Board Charter, p.2-3, Duties and Responsibilities of the Board, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p>	

		<p>iii. Risk and Reputation Committee Charter available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-Board-Risk-and-Reputation-Management-Committee-Charter-ver8-eff-2020.1103.pdf</p> <p>iv. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp. 148-151, Risk Management, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Recommendation 2.12			
<p>1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.</p> <p><i>Provide link to the company's website where the Board Charter is disclosed.</i></p>	Compliant	<p>The Company has a Board Charter that articulates the duties of the Board, the processes and protocols that must be followed in the conduct of the board meetings and the performance of their duties and responsibilities.</p> <p>In 2020, the Board amended the Board Charter to formally integrate and define the Board's role in promoting the principles of Environmental, Social, and Corporate Governance (ESCG) in the Company.</p>	
<p>2. Board Charter serves as a guide to the directors in the performance of their functions.</p>	Compliant	<p>A copy of the Board Charter is publicly available at the Company's website at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p>	
<p>3. Board Charter is publicly available and posted on the company's website.</p>	Compliant		
Additional Recommendation to Principle 2			
<p>1. Board has a clear insider trading policy.</p> <p><i>Provide information on or link/reference to a document showing company's insider trading policy.</i></p>	Compliant	<p>The Company's General Trading Policy prohibits every member of the Company's organization, from any misuse of insider information. All team members of the Company are mandated to exercise prudence in handling material non-public information in the course of their work and in relation to the trading or dealing with AboitizPower securities. The Company strictly</p>	

		<p>enforces its trading blackout and insider trading policy to curtail opportunistic dealings in the Company's shares. Any violations are required to be reported to the ESCG Committee.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. General Trading Policy, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-General-Trading-Policy .pdf</p> <p>ii. Code of Ethics and Business Conduct, page 3: Item 9. Commitment to the Group: Advance and Protect the Company's Interest, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p> <p>iii. Amended Manual on Corporate Governance, page 23 : Item 15. Policy on Trading of Company Securities, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iv. Company's Website – Governance Practices (Insider Trading Prohibition), available at: https://aboitizpower.com/corporate-governance/governance-practices/#disclosure-and-transparency</p>	
Optional: Principle 2			
<p>1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at</p>	<p>Compliant</p>	<p>The Company's Code of Ethics considers receiving a personal loan or guarantee of an obligation other than those enjoyed as Company benefit as a conflict-of-Interest situation, and therefore, must be avoided.</p>	

<p>market rates.</p> <p><i>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</i></p>		<p>See the Company's Code of Ethics and Business Conduct, page 5: E. Conflicts of Interest, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p>	
<p>2. Company discloses the types of decision requiring board of directors' approval.</p> <p><i>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</i></p>	<p>Compliant</p>	<p>The Company's Amended By-Laws, Revised Manual , Board Charter , and various committee charters identify actions requiring the Board's approval.</p> <p>The resolutions approved by the Board of Directors in every board meeting are reported in the Company's Information Statement (SEC Form 20-IS). The Company's Compliance Team is also very diligent in ensuring that all material transactions approved by the Board of Directors are disclosed within the periods required and in compliance with the Securities Regulation Code , PSE Disclosure Rules, and other applicable rules.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. List of 2020 Disclosures, uploaded in the Company website at: https://aboitizpower.com/investor-relations/disclosures/</p> <p>ii. Definitive Information Statement (20-IS), pp. 34-36: Item 16. Matters Not Required to be Submitted available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. 2020 Annual Report (SEC Form 17-A), on Reports on SEC Form 17-C (Part V – Exhibits and Schedules) pp.103-105, Item 14. at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-</p>	

		<p>reduced.pdf</p> <p>iv. Board Charter - https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p> <p>v. Amended Manual on Corporate Governance, pp. 50-51: Reportorial or Disclosure System of the Company's Corporate Policies, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
<p>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.</p>			
<p>Recommendation 3.1</p>			
<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p> <p><i>Provide information or link/reference to a document containing information on all the board committees established by the company.</i></p>	<p>Compliant</p>	<p>The Company's Board Committees consist of the following: Audit Committee, Risk and Reputation Management Committee, ESCG Committee, RPT Committee, and Executive Committee.</p> <p>The composition, functions, and powers of the Board Committees are found in the Company's Revised Manual, Board Charter, and the various committee charters duly approved by the Company's Board of Directors. The current composition, including the charters of the various committees, are available on the Company's website.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Results of the Organizational Meeting held on April 27, 2020, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p>	

		<p>ii. Company Website: Board and Committee Charters available for download at: https://aboitizpower.com/corporate-governance/governance-team/#board-committees</p> <p>iii. Amended Manual on Corporate Governance, pp. 24-46 , Board Committees, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iv. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.177 Board Committees, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>v. Company Website: Governance Practices (Board Committees), available at: https://aboitizpower.com/corporate-governance/governance-practices/#aboitizpower-governance-framework</p>	
Recommendation 3.2			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company’s financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p> <p><i>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</i></p> <p><i>Indicate if it is the Audit Committee’s responsibility to recommend the appointment and removal of the company’s external</i></p>	<p>Compliant</p>	<p>The Company’s Audit Committee assists the Board in fulfilling its tasks of: (a) Ensuring the integrity of the Company’s financial reporting processes, including ensuring the integrity of financial reports and other financial information provided by the Company to the public, governmental and/or regulatory bodies; (b) Ensuring the adequacy, effectiveness and efficiency of the Company’s internal control system, governance processes and risk management processes and reviewing the performance on the Company’s internal audit function; (c) Reviewing the annual independent audit of the Company’s financial statements and the external auditors’ qualifications and independence; (d) Ensuring compliance with applicable laws and</p>	

<p><i>auditor.</i></p>		<p>regulations which may represent material financial exposure to the Company; and (e) Providing an avenue of communication among the Company</p> <p>The Audit Committee has the responsibility to select, evaluate, review of the performance, scope of work and fees of the external auditor, and where appropriate, recommend the re-appointment or replacement of the current external auditor.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 31-40, Board Audit Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Audit Committee Charter available for download at: https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>iii. Company Website: Governance Practices (Board Committees), available at: https://aboitizpower.com/corporate-governance/governance-practices/#aboitizpower-governance-framework</p> <p>iv. Definitive Information Statement (20-IS), pp.138-139 : Board Committees available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of</p>	<p>Compliant</p>	<p>The members of the Audit Committee as of December 31, 2020 were:</p>	

<p>whom, including the Chairman is independent.</p> <p><i>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</i></p>		<table border="1" data-bbox="981 132 1563 371"> <tr> <td>Carlos C. Ejercito</td> <td>Committee Chairman, Independent Director</td> </tr> <tr> <td>Romeo L. Bernardo</td> <td>Lead Independent Director</td> </tr> <tr> <td>Eric Ramon O. Recto</td> <td>Independent Director</td> </tr> <tr> <td>Erramon I. Aboitiz</td> <td>Non-Executive Director</td> </tr> <tr> <td>Danel C. Aboitiz</td> <td>Executive Director</td> </tr> </table> <p>The Chairman of the Audit Committee is Mr. Carlos C. Ejercito who is an Independent Director.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 31-40, Board Audit Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Company Website: Audit Committee and Charter available for download at: https://aboitizpower.com/corporate-governance/governance-team/#board-committees</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.191-194, The Board Audit Committee Report to the Board of Directors, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iii. Definitive Information Statement (20-IS), pp.138-139 : Board Committees, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	Carlos C. Ejercito	Committee Chairman, Independent Director	Romeo L. Bernardo	Lead Independent Director	Eric Ramon O. Recto	Independent Director	Erramon I. Aboitiz	Non-Executive Director	Danel C. Aboitiz	Executive Director	
Carlos C. Ejercito	Committee Chairman, Independent Director												
Romeo L. Bernardo	Lead Independent Director												
Eric Ramon O. Recto	Independent Director												
Erramon I. Aboitiz	Non-Executive Director												
Danel C. Aboitiz	Executive Director												

		<p>iv. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.177 Board Committees, available at: https://abotizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p> <p><i>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</i></p>	Compliant	<p>The members of the Audit Committee are well experienced in the areas of accounting, audit and finance. Their full profiles are available in the Definitive Information Statement and in the Company's website.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Definitive Information Statement (20-IS), pp.10-15, Item 5.: Directors and Executive Officers, available at: https://abotizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. Company Website: Audit Committee and Charter available for download at: https://abotizpower.com/corporate-governance/governance-team/#board-committees</p> <p>iii. Company Website: Profile of the Board of Directors available at: https://abotizpower.com/corporate-governance/governance-team/#board-of-directors</p> <p>iv. Amended Manual on Corporate Governance - Audit Committee, p. 31, Item 2 Composition, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any</p>	Compliant	<p>Mr. Carlos C. Ejercito, the Chairman of the Audit Committee, is an Independent Director, and is not the Chairman of the Board of Directors, or any other</p>	

<p>other committee.</p> <p><i>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</i></p>		<p>board committee.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Results of the Organizational Meeting of the Board, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting-1.pdf</p> <p>ii. Definitive Information Statement (20-IS), p.158-161 The Board Audit Committee Report to the Board of Directors, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. Company Website: Board Committees available at: https://aboitizpower.com/corporate-governance/governance-team/#board-committees</p>	
Supplement to Recommendation 3.2			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p> <p><i>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</i></p>	<p>Compliant</p>	<p>The Audit Committee elects, monitors and reviews the independence, performance and effectiveness, scope of work, fees and remuneration of the Company's external auditors. In addition, the Audit Committee reviews periodically the non-audit fees paid to the external auditor vis-a-vis its total annual income and the Company's total consultancy expenses.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 31-36, Board Audit Committee – External Controls, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-</p>	

		<p>Amendments-signed.pdf</p> <p>i. Definitive Information (20-IS), p. 135: Information on Independent Accountant and Other Related Matters, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. 2020 Annual Report (SEC Form 17-A), pp. 92-93: External Audit Fees and Services, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iii. Audit Committee Charter available at: https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>iv. Internal Audit Charter, available at: https://aboitizpower.com/wp-content/uploads/Updated-AP-Internal-Audit-Charter-Board-Audit-Committee-Signed-1.pdf</p>	
<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p> <p><i>Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.</i></p>	<p>Compliant</p>	<p>The Audit Committee regularly conducts dialogues with the External Auditors without anyone from management attending the meeting. The External Auditors directly report the results of their review to the Audit Committee as documented by both the agenda and minutes of quarterly Audit Committee meetings. In 2020, the Audit Committee conducted two (2) meetings with SGV, on March 3, 2020 and October 28, 2020.</p> <p>Links/references are available at Company’s website as follows:</p>	

		<p>i. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.191-194, The Board Audit Committee Report to the Board of Directors, available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>ii. Definitive Information Statement (20-IS), p. 158-161 : The Board Audit Committee Report to the Board of Directors, available at: https://abotizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. Audit Committee Charter available at: https://abotizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p>	
Optional: Recommendation 3.2			
<p>1. Audit Committee meet at least four times during the year.</p> <p><i>Indicate the number of Audit Committee meetings during the year and provide proof</i></p>	<p>Compliant</p>	<p>The Audit Committee Charter provided for the committee to hold at least four regular meetings a year, with the authority to convene special meetings, when deemed required. It also holds an annual joint meeting with the Risk and Reputation Committee. In 2020, five meetings were held: March 3, April 29, July 27, October 26 and 28, 2020.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp .191-194, The Board Audit Committee Report to the Board of Directors, available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-</p>	

		<p>Annual-and-Sustainability-Report.pdf</p> <p>ii. Definitive Information Statement (20-IS), pp.158-161 : The Board Audit Committee Report to the Board of Directors, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. Audit Committee Charter, p.2: Frequency of Meetings, available at: https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>iv. Amended Manual on Corporate Governance, pp. 31-40, Board Audit Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
<p>2. Audit Committee approves the appointment and removal of the internal auditor.</p> <p><i>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</i></p>	<p>Compliant</p>	<p>The Internal Audit Head directly reports to the Audit Committee. The Audit Committee evaluates, assesses and recommends the re-appointment or replacement of internal auditor to the Board of Directors.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.191-1943, The Board Audit Committee Report to the Board of Directors, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>ii. Definitive Information Statement (20-IS), pp.158-161: The Board Audit Committee Report to the Board of Directors, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	

		<p>southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. Audit Committee Charter, available at https://abotizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>iv. Amended Manual on Corporate Governance, pp. 31-40, Board Audit Committee, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
Recommendation 3.3			
<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p> <p><i>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</i></p> <p><i>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</i></p>	<p>Compliant</p>	<p>In 2014, the Board established the Corporate Governance Committee, which took over the functions of the Nominations and Compensation Committee.</p> <p>In 2020, the Board approved the amendment of the committee charter and renamed the committee as the ESCG Committee.</p> <p>The ESCG Committee is tasked to develop and recommend to the Board a set of corporate governance principles, including independence standards, governance guidelines applicable to the selection, contribution and conduct of Board members, ensuring that appropriate senior leadership succession planning is in place throughout the Group. The Committee ensures that the Directors nominated and elected have the necessary skill set to steer the Company in the right direction.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Environmental, Social, and Corporate Governance</p>	

		<p>Charter, available at https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-Social-and-Corporate-Governance-Committee-Charter.pdf</p> <p>ii. Definitive Information Statement (20-IS), pp.138-139 , Board Corporate Governance Committee, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. Company Website, available at: https://aboitizpower.com/corporate-governance/governance-team/#board-committees</p> <p>iv. Amended Manual on Corporate Governance, p. 25 , Board Corporate Governance Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>v. Company's Website – Governance Practices (Board Committees), available at: https://aboitizpower.com/corporate-governance/governance-practices/#aboitizpower-governance-framework</p> <p>vi. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp. 177, Board Committees, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>			
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Compliant</p>	<p>The members of the ESCG Committee as of December 31, 2020 were:</p> <table border="1" data-bbox="981 1313 1565 1385"> <tr> <td data-bbox="981 1313 1274 1385">Romeo L. Bernardo</td> <td data-bbox="1274 1313 1565 1385">Committee Chairman – Lead Independent</td> </tr> </table>	Romeo L. Bernardo	Committee Chairman – Lead Independent	
Romeo L. Bernardo	Committee Chairman – Lead Independent				

Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.

	Director
Carlos C. Ejercito	Independent Director
Eric Ramon O. Recto	Independent Director
Erramon I. Aboitiz	Non-Executive Director
Mikel A. Aboitiz	Non-Executive Director
Susan V. Valdez	Ex-Officio – Chief Human Resources Officer
Joseph Trillana T. Gonzales	Ex-Officio - Compliance Officer
David Jude L. Sta. Ana	Ex-Officio - External Relations Officer

Links/references are available at Company’s website as follows:

i. **Environmental, Social, and Corporate Governance Charter** available at: <https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-Social-and-Corporate-Governance-Committee-Charter.pdf>

ii. **Definitive Information Statement (20-IS)**, pp.138-139 , Board Corporate Governance Committee, available at: <https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf>

iii. **Company Website**, <https://aboitizpower.com/corporate-governance/governance-team/#board-committees>

		<p>iv. Amended Manual on Corporate Governance, p. 25 , Board Corporate Governance Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>v. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp. 177, Board Committees, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p> <p><i>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</i></p>	Compliant	<p>Mr. Romeo L. Bernardo, the Lead Independent Director has been the Chairman of the ESCG Committee since December 11, 2018, and was re-appointed on April 27, 2020.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Results of the Organizational Meeting held on April 27, 2020, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p> <p>ii. Company Website, https://aboitizpower.com/corporate-governance/governance-team/#board-committees</p>	
Optional: Recommendation 3.3.			
<p>1. Corporate Governance Committee meet at least twice during the year.</p> <p><i>Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.</i></p>	Compliant	<p>During 2020, the ESCG Committee Members met twice: February 19, and October 26, 2020.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Environmental, Social, and Corporate Governance Charter, pp. 2-3, Meetings of the Corporate</p>	

		<p>Governance Committee, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-Social-and-Corporate-Governance-Committee-Charter.pdf</p> <p>ii. Company Website: Attendance at Board and Committee Meetings, available at: https://aboitizpower.com/corporate-governance/governance-practices/attendance-at-board-and-board-committee-meetings/</p> <p>iii. Definitive Information Statement (20-IS), p.137-138 , Board’s Participation, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iv. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 174, Attendance at Board and Committee Meetings, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Recommendation 3.4			
<p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company’s Enterprise Risk Management system to ensure its functionality and effectiveness.</p> <p><i>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions</i></p>	<p>Compliant</p>	<p>The Risk and Reputation Management Committee is responsible for overseeing the Company’s Enterprise Risk Management system to identify, measure, monitor, and manage the Company’s principal business and reputation risks.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 41 - 44, Board Risk and Reputation Committee, available at: <a 618="" 710="" 868"="" 937="" href="https://aboitizpower.com/wp-content/uploads/AP-</p> </td> <td data-bbox="></p>	

		<p>Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Risk and Reputation Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-Board-Risk-and-Reputation-Management-Committee-Charter-ver8-eff-2020.1103.pdf</p> <p>iii. Company Website, available at: https://aboitizpower.com/corporate-governance/governance-team/#board-committees</p> <p>iv. Definitive Information Statement (20-IS), pp.138-139, Board Committees, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>v. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 148, Risk Management, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>									
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p> <p><i>Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship</i></p>	<p>Non-Compliant</p>		<p>Majority of the members of the Risk and Reputation Management Committee are non-executive and independent directors. As of December 31, 2020, the members are as follows:</p> <table border="1" data-bbox="1601 1117 2072 1380"> <tr> <td>Enrique M. Aboitiz</td> <td>Committee Chairman, Non-Executive Director</td> </tr> <tr> <td>Romeo L. Bernardo</td> <td>Lead Independent Director</td> </tr> <tr> <td>Carlos C. Ejercito</td> <td>Independent Director</td> </tr> <tr> <td>Eric Ramon O</td> <td>Independent</td> </tr> </table>	Enrique M. Aboitiz	Committee Chairman, Non-Executive Director	Romeo L. Bernardo	Lead Independent Director	Carlos C. Ejercito	Independent Director	Eric Ramon O	Independent
Enrique M. Aboitiz	Committee Chairman, Non-Executive Director										
Romeo L. Bernardo	Lead Independent Director										
Carlos C. Ejercito	Independent Director										
Eric Ramon O	Independent										

Recto	Director
Jaime Jose Y. Aboitiz	Executive Director
Emmanuel V. Rubio	Executive Director
Marnie F. Manalac	Ex-Officio Officer
Liza Luv T. Montelibano	Ex-Officio – Chief Financial Officer

The Chairman of the Company’s Risk and Reputation Management Committee is a Non-Executive Director. The Company believes that including the Non-Executive Directors and an executive director to the Committee, allows it to have a more holistic view of the Company’s risk profile, as well as of the risks facing the businesses in which it operates. The composition of the Committee also enables it to take into consideration the perspective of senior management as it oversees the identification, measurement, monitoring and controlling of the Company’s principal business risks.

Links/references are available at Company’s website as follows:

i. Results of the Organizational Meeting held on April 27, 2020, available at: <https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting-1.pdf>

ii. Amended Manual on Corporate Governance, p. 41-44, Board Risk and Reputation Committee, available at:

			<p>https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Risk and Reputation Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-Board-Risk-and-Reputation-Management-Committee-Charter-ver8-eff-2020.1103.pdf</p> <p>iv . Company Website, available at: https://aboitizpower.com/corporate-governance/governance-team/#board-committees</p>
<p>3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.</p> <p><i>Provide information or link/reference to a document containing information on the Chairman of the BROCC</i></p>	<p>Compliant</p>	<p>During 2020, Mr. Enrique M. Aboitiz, the Chairman of the Risk and Reputation Management Committee, is not the Chairman of the Board or a Chairman of any other committee.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Results of the Organizational Meeting held on April 27, 2020, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting-1.pdf</p> <p>ii. Amended Manual on Corporate Governance, pp. 41-44, Board Risk and Reputation Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Risk and Reputation Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-Board-Risk-and-Reputation-Management-</p>	

		Committee-Charter-ver8-eff-2020.1103.pdf iv. Company Website , available at: https://aboitizpower.com/corporate-governance/governance-team/#board-committees	
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management. <i>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROCC.</i>	Compliant	All the members of the Risk and Reputation Management Committee has relevant experience on risk and risk management. Links/references are available at Company’s website as follows: i. Definitive Information Statement (20-IS) , pp11-15.12-18 , item 5, Directors and Executive Officers, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf ii. 2020 Annual Report (SEC Form 17-A) , p.94, Officers for 2020-2021, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf iii. Amended Manual on Corporate Governance , p. 41-44, Board Risk and Reputation Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf iv. Risk and Reputation Committee Charter , available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-Board-Risk-and-Reputation-Management-Committee-Charter-ver8-eff-2020.1103.pdf v. Company Website , available at: https://aboitizpower.com/corporate-	

[governance/governance-team/#board-committees](https://aboitizpower.com/corporate-governance/governance-team/#board-committees)

Recommendation 3.5

<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p> <p><i>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</i></p>	<p>Compliant</p>	<p>The Company has a RPT Committee tasked to monitor and review all material RPTs of the Company.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 44, Board RPT Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. RPT Policy, available at: https://aboitizpower.com/wp-content/uploads/AP-Related-Party-Transaction-Policy-FINAL-SEC-received.pdf</p> <p>iii. RPT Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Related-Party-Transaction-Committee-Charter.pdf</p> <p>iv. Company Website, Board Committees available at: https://aboitizpower.com/corporate-governance/governance-team/#board-committees</p>							
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p> <p><i>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</i></p>	<p>Compliant</p>	<p>The RPT Committee is composed entirely of Independent Directors, including its Committee Chairman. The members of the RPT Committee as of December 31, 2020 were :</p> <table border="1" data-bbox="981 1217 1552 1383"> <tr> <td>Eric Ramon O. Recto</td> <td>Committee Chairman - Independent Director</td> </tr> <tr> <td>Carlos C. Ejercito</td> <td>Independent Director</td> </tr> <tr> <td>Romeo L. Bernardo</td> <td>Lead Independent Director</td> </tr> </table>	Eric Ramon O. Recto	Committee Chairman - Independent Director	Carlos C. Ejercito	Independent Director	Romeo L. Bernardo	Lead Independent Director	
Eric Ramon O. Recto	Committee Chairman - Independent Director								
Carlos C. Ejercito	Independent Director								
Romeo L. Bernardo	Lead Independent Director								

		<p>Links/references are available at Company's website as follows:</p> <p>i. Results of the Organizational Meeting held on April 27, 2020, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 44, Board RPT Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. RPT Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Related-Party-Transaction-Committee-Charter.pdf</p> <p>iv. Company Website, available at: https://aboitizpower.com/corporate-governance/governance-team/#board-committees</p> <p>v. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp. 168, Board of Directors, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Recommendation 3.6			
<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>Compliant</p>	<p>The Company has five Committee Charters for each of its Committees duly approved by the Board, namely:</p> <ul style="list-style-type: none"> • Environmental, Social, and Corporate Governance Committee; • Audit Committee; 	

<p><i>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</i></p>		<ul style="list-style-type: none"> • Risk and Reputation Management Committee; • RPT Committee; and the • Executive Committee . <p>The Company's Committee Charters are made available on the Company's website.</p>	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Compliant</p>	<p>The full list of committee members are made available at: https://aboitizpower.com/corporate-governance/governance-team/#board-committees</p> <p>Links/references are available at Company's website as follows:</p>	
<p>3. Committee Charters were fully disclosed on the company's website.</p> <p><i>Provide link to company's website where the Committee Charters are disclosed.</i></p>	<p>Compliant</p>	<p>i. Environmental, Social, and Corporate Governance Charter https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-Social-and-Corporate-Governance-Committee-Charter.pdf</p> <p>ii. Audit Committee Charter - https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>iii. Risk and Reputation Committee Charter - https://aboitizpower.com/wp-content/uploads/AP-Amended-Board-Risk-and-Reputation-Management-Committee-Charter-ver8-eff-2020.1103.pdf</p> <p>iv. RPT Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Related-Party-Transaction-Committee-Charter.pdf</p> <p>v. Executive Committee Charter - https://aboitizpower.com/wp-</p>	

		content/uploads/ABOITIZPOWER-EXECUTIVE-COMMITTEE-CHARTER.pdf vi. Company Website, Board Assessment Forms , https://aboitizpower.com/corporate-governance/policies-and-protocols/#board-performance-assessment vi. Company Website: Governance Practices (Board Committees) , available at: https://aboitizpower.com/corporate-governance/governance-practices/aboitizpower-governance-framework/	
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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. <i>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</i> <i>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders’ meetings.</i>	Compliant	The Company’s Revised Manual mandates each director to devote time and attention necessary to properly discharge his duties and responsibilities. To this end, Directors attend and actively participate in Board and Committee meetings whether the meeting is via tele or video conference, or the Directors are physically present during the meeting. The Company provides different secured online platforms to ensure attendance and active participation for all Directors. Despite COVID-related travel restrictions in 2020, the Board and committee activities remained business as usual. Meetings were conducted through a secure video-conferencing platform that allowed each member to interact and participate remotely. In addition, the Board approved the Company’s first-ever Virtual Annual Stockholders’ Meeting which was	
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		<p>held on schedule and was attended by all of the Directors.</p> <p>Lastly, in 2020, the SEC approved the amendment to the Company’s By-Laws allowing stockholders to participate remotely at the stockholders’ meetings and cast their votes <i>in absentia</i>.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 11-15 Duties and Responsibilities of a Director, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.174: Conduct and Attendance at Board and Board Committee Meetings, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iii. 2020 ASM Minutes, available at: https://aboitizpower.com/wp-content/uploads/AP-Minutes-2020-04.27.20-Annual-Stockholders-Meeting-FINAL-DRAFT.pdf</p> <p>iv. Disclosure on SEC’s Approval of the Amendments to the Company’s By-Laws, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-10.05.20-SEC-Approval-of-Amendment-of-By-Laws.pdf</p>	
2. The directors review meeting materials	Compliant	The Company’s Revised Manual mandates each director to devote time and attention necessary to	

<p>for all Board and Committee meetings.</p>		<p>properly discharge his duties and responsibilities.</p> <p>Directors are expected to attend and actively participate in Board and Committee meetings, review meeting materials, and ask questions or seek explanation. To facilitate productive discussions during meetings, Board and Committee meeting materials are uploaded to the Diligent Boardbooks at least five days before the meeting.</p> <p>Despite COVID-related travel restrictions in 2020, Board and committee activities remained business as usual. Meetings were conducted through a secure video-conferencing platform that allowed each member to interact and participate remotely.</p> <p>See response in Recommendation 1.5.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Board Charter, p. 10: Process Flow For Board and Committee Meetings, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p> <p>ii. Amended Manual on Corporate Governance, pp 11-15. Duties and Responsibilities of a Director available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. See sample e-mail to the Board of Directors notifying them that the materials for the 2020 Regular Board Meeting have been uploaded to the Boardbooks. (Annex “A”)</p>	
<p>3. The directors ask the necessary questions</p>	<p>Compliant</p>	<p>The Company’s Directors are expected to remain</p>	

<p>or seek clarifications and explanations during the Board and Committee meetings.</p> <p><i>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</i></p>		<p>abreast of relevant industry developments and be knowledgeable with the Company's operations to enable him to meaningfully contribute to the Board's work. They are likewise expected to attend and actively participate in Board and Committee meetings, review meeting materials and, if called for, ask questions or seek explanations.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 11-15 Duties and Responsibilities of a Director, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Board Charter, p. 1: The Governance Style of the Board, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p>	
Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p> <p><i>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</i></p> <p><i>Provide information or reference to a document containing information on the directorships of the company's directors in</i></p>	<p>Compliant</p>	<p>The Company's Revised Manual limits the directorships of its members, taking into account the ability of the Directors to diligently and effectively perform their duties and responsibilities and the nature and kind of corporations they may be Directors of, regardless of the number of directorships they may be holding.</p> <p>Moreover, the Company's Revised Manual mandates the CEO and other Executive Directors to submit themselves to a low active limit on membership in other corporate boards. The same low limit shall apply to Independent, Non-Executive Directors who serve as full-time executives in other corporations. In any case, the capacity of Directors to serve with diligence shall not be compromised.</p>	

<p><i>both listed and non-listed companies</i></p>		<p>In 2020, the Non-Executive Directors of the Company did not serve in more than five boards of listed companies.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 20-21, Guidelines in the Number of Directorships, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Definitive Information Statement (20-IS), pp.10-15: Item 5. Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. Definitive Information Statement (20-IS), pp. 147-151, Certification of Independent Directors, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iv. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 170, Directorships in Other Listed Companies, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>v. Company Website, Profiles of the Directors, available at: https://aboitizpower.com/corporate-governance/governance-reports-and-scorecards/#board-of-directors</p>	
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Recommendation 4.3			
<p>1. The directors notify the company’s board before accepting a directorship in another company.</p> <p><i>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</i></p>	Compliant	<p>The Company’s Revised Manual, particularly on the Guidelines on the Number of Directorships, requires every Board member to disclose his directorships in other companies and notify the Board prior to his acceptance of any directorship outside the Aboitiz Group during his/her term.</p> <p>Links/references are available at Company’s website as follows:</p> <p>Amended Manual on Corporate Governance, pp. 20-21, Guidelines in the Number of Directorships, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
Optional: Principle 4			
<p>1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.</p>	Compliant	<p>The Company’s Revised Manual mandates that the CEO and other Executive Directors shall submit themselves to a low active limit on membership in other corporate boards. The same low limit applies to Independent and Non-Executive Directors who serve as full-time executives in other corporations. In any case, the capacity of Directors to serve with diligence shall not be compromised.</p> <p>In 2020, the Executive Directors of the Company did not serve in more than two boards of listed companies. The profiles of the Directors indicate all their directorship positions within and outside the Group are found in the Definitive Information Statement and the Consolidated Annual and Sustainability Report.</p> <p>Links/references are available at Company’s website as follows:</p>	

		<p>i. Amended Manual on Corporate Governance, pp. 20-21, Guidelines in the Number of Directorships, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Definitive Information Statement (20-IS), pp.10-15: Item 5. Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 170, Board of Directors, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>2. Company schedules board of directors' meetings before the start of the financial year.</p>	<p>Compliant</p>	<p>The schedule of board meetings for each year is prepared before the end of the current year, presented during the last board meeting for the year, and once confirmed, disseminated to the Board of Directors via email, calendar invites, and through Diligent BoardBooks. The Company's Corporate Secretary assists the Board in preparing an annual Board calendar.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 46, Duties and Responsibilities of the Corporate Secretary, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Company Website: Attendance at Board and Board</p>	

		<p>Committee Meetings, available at: https://aboitizpower.com/corporate-governance/governance-practices/attendance-at-board-and-board-committee-meetings/</p>	
<p>3. Board of directors meet at least six times during the year.</p> <p><i>Indicate the number of board meetings during the year and provide proof</i></p>	<p>Compliant</p>	<p>In 2020, the Board of Directors met seven times: four regular board meetings; two special board meetings; and one organizational meeting after the annual stockholders' meeting.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 11-15, Duties and Functions of the Board, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Board Charter, p.8 Board Meetings, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, Attendance at Board and Board Committee Meetings, p.174, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iv. Definitive Information Statement) p. 137: Board's Participation available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>v. Company Website: Attendance at Board and Board Committee Meetings, available at:</p>	

		https://aboitizpower.com/corporate-governance/governance-practices/attendance-at-board-and-board-committee-meetings/	
<p>4. Company requires as minimum quorum of at least 2/3 for board decisions.</p> <p><i>Indicate the required minimum quorum for board decisions</i></p>	Compliant	<p>In accordance with Section 4 Article 1 of the Company's By-laws, a majority of the members of the Board shall constitute a quorum and majority vote of the Directors is required to approve board decisions, unless a higher voting percentage is required by law.</p> <p>However, as a matter of practice, decisions of the Company's Board are always made with the consensus or vote of all of the Company's Independent Directors and such number of other Directors that result in at least a 2/3 or a unanimous vote of all Directors.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended By-Laws (2020), p.1: Section 4: Quorum, available at: https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>ii. Board Charter – p. 8, Board Meetings https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p> <p>iii. Amended Manual on Corporate Governance, p. 21, Board Meetings and Quorum Requirement, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent	Compliant	Article Sixth of the Company's Articles of Incorporation allows the Company to have nine	

<p>directors or such number as to constitute one-third of the board, whichever is higher.</p> <p><i>Provide information or link/reference to a document containing information on the number of independent directors in the board</i></p>		<p>Directors. The Company’s Revised Manual mandates that the Board must, as a general rule, have at least three (3) Independent Directors.</p> <p>In 2020, the Company had three Independent Directors, namely: Romeo L. Bernardo, Carlos C. Ejercito, and Eric Ramon O. Recto. They constituted one-third of the Board members.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Articles of Incorporation (2020), Section Sixth, available at: https://aboitizpower.com/wp-content/uploads/AOI-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>i. Results of the Organizational Meeting, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p> <p>ii. Amended Manual on Corporate Governance, pp. 15-17, Qualifications of Members of the Board, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Results of the Organizational Meeting held on April 27, 2020, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting-1.pdf</p> <p>iv. Definitive Information Statement (20-IS), pp.10-15: Item 5. Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20</p>	
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Recommendation 5.2			
<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p> <p><i>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</i></p>	<p>Compliant</p>	<p>Under the Company's Revised Manual, an Independent Director should, as a general rule, possess a general understanding of the business of the Company. He should possess, as much as practicable, the qualifications and stature that would enable him to effectively and objectively participate in the deliberations of the Board.</p> <p>Pursuant to this, the Governance and Compliance Team maintains and applies a checklist of all the qualifications required by the Company's Revised Manual, Amended By-Laws, Securities Regulation Code, and applicable laws, rules, and regulations. All the three Independent Directors have met the requirements.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Definitive Information (20-IS), pp.10-15: Item 5. Directors and Executive Officers and pp.147-151, Certification of Independent Directors available at: https://abotizpower.s3-ap-southeast-</p>	

		1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf ii. Amended Manual on Corporate Governance , pp. 15-17, Qualifications of Members of the Board, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently. <i>Provide link/reference to a document containing information that directors are not constrained to vote independently.</i>	Compliant	The Company has no shareholder agreements, bylaws provisions, or other arrangements that constrain the Directors' ability to vote independently. Links/references are available at Company's website as follows: i. Amended By-Laws (2020) , p. 4, Article II Section 6: Powers of the Board, available at: https://abotizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf ii. Amended Manual on Corporate Governance , pp. 10-15, Duties and Responsibilities of a Director, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf iii. Board Charter , p.8, Board Meetings, available at: https://abotizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	The Company complies with the requirements of SEC Memorandum Circular No. 4, Series of 2017 prescribing term limits for Independent Directors. Under the Revised Manual, Independent Directors	

<p><i>Provide information or link/reference to a document showing the years IDs have served as such.</i></p>		<p>may serve for a maximum of nine consecutive years, starting from 2012 making sure however that the shareholders' legal right to vote and be voted as Directors remain inviolable</p> <p>An Independent Director who has served for nine consecutive years may be permitted to be appointed for another term, provided the Board shall provide meritorious justifications and advise the shareholders of such justifications during the annual shareholders' meeting.</p> <p>As of December 31, 2020, no Independent Director has served for more than nine years (reckoned from 2012).</p> <p>Following the Company's Annual Stockholders Meeting on April 26, 2021, all of the Company's current Independent Directors have tenures of less than nine years from the year they were first elected.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 19-20, Selection of the Members of the Board of Directors and Officers, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Amended By-Laws, p. 3: Article II Section 2. Independent Directors, available at: https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>iii. Definitive Information Statement, pp.10-15: Item 5. Directors and Executive Officers available at:</p>	
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<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p> <p><i>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director</i></p>	<p>Compliant</p>	<p>The Company complies with the requirements of SEC. Memorandum Circular No. 4, Series of 2017 prescribing term limits for Independent Directors.</p> <p>Pursuant to the Company's Revised Manual, Independent Directors may serve for a maximum of nine consecutive years, starting from 2012 making sure however that the shareholders' legal right to vote and be voted as Directors remain inviolable. An Independent Director who has served for nine consecutive years may be permitted to be appointed for another term, provided the Board shall provide meritorious justifications and advise the shareholders of such justifications during the Annual Shareholders' Meeting.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 19-20, Selection of the Members of the Board of Directors and Officers, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Amended By-Laws, p. 3: Article II Section 2. Independent Directors, available at:</p>	

		<p>https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>iii. Definitive Information Statement (20-IS), pp.10-15: Item 5. Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iv. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.168 - 169: Board of Directors , available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders’ approval during the annual shareholders’ meeting.</p> <p><i>Provide reference to the meritorious justification and proof of shareholders’ approval during the annual shareholders’ meeting.</i></p>	<p>Compliant</p>	<p>As of December 31, 2020, none of the Company’s Independent Directors has exceed the nine-year term (reckoned from 2012).</p> <p>An Independent Director who has served for nine consecutive years may be permitted to be appointed for another term, provided the Board shall provide meritorious justifications and advise the shareholders of such justifications during the Annual Shareholders’ Meeting.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 19-20, Selection of the Members of the Board of Directors and Officers, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Amended By-Laws, p. 3: Article II Section 2.</p>	

		<p>Independent Directors, available at: https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>iii. Definitive Information (20-IS) pp.10-15: Item 5. Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iv. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.168 - 169: Board of Directors, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Recommendation 5.4			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p> <p><i>Identify the company's Chairman of the Board and Chief Executive Officer</i></p>	<p>Compliant</p>	<p>During 2020, Mr. Erramon I. Aboitiz served as the Company's Chairman of the Board of Directors, while Mr. Emmanuel V. Rubio served as the Company's President and Chief Executive Officer.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Definitive Information Statement (20-IS), pp.10-15: Item 5. Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 6, The Chairman and Chief Executive Officer (CEO), available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	

		<p>iii. Amended By-Laws (2020), p. 5: Article III Section 3 (Chairman) and Section 5 (Chief Executive Officer), available at: https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>iv. Company Website, Board of Directors available at: https://aboitizpower.com/corporate-governance/governance-reports-and-scorecards/#board-of-directors</p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p> <p><i>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</i></p> <p><i>Identify the relationship of Chairman and CEO.</i></p>	Compliant	<p>The Company's Amended By Laws, Revised Manual, and Board Charter clearly and separately define the duties and responsibilities of the Company's Chairman of the Board of Directors and CEO.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended By-Laws (2020), p. 2-3, The Board of Directors, available at: https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 6, The Chairman and Chief Executive Officer (CEO), available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Board Charter, p. 4 - 6, Sections G and J, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p>	
Recommendation 5.5			
<p>1. If the Chairman of the Board is not an independent director, the board</p>	Compliant	<p>During 2020, Mr. Erramon I. Aboitiz, served as the Chairman of the Board. The Company's Lead</p>	

<p>designates a lead director among the independent directors.</p> <p><i>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</i></p> <p><i>Indicate if Chairman is independent.</i></p>		<p>Independent Director during 2020 was Mr. Romeo L. Bernardo.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Results of the 2020 Organizational Meeting, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 6, The Chairman and Chief Executive Officer (CEO), available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Board Charter, p. 4 - 6, Sections G and J, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p> <p>iv. Definitive Information Statement (20-IS) pp.10-15: Item 5. Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	
Recommendation 5.6			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p> <p><i>Provide proof of abstention, if this was the case</i></p>	<p>Compliant</p>	<p>In a conflict of interest situation, the conflicted board member is required to promptly notify the Board, through the Company's Corporate Secretary, of any actual or potential conflict of interest as soon as they become aware of it. The conflicted board member shall not participate in discussions on transactions in which he/she is a conflicted party and shall also abstain from voting on such issues.</p> <p>There was no transaction in 2020 where a director had</p>	

		<p>a material interest in the transaction and abstained from taking part in the deliberations.</p> <p>In addition, the Office of the Chief Financial Officer maintains a conflict of interest register where all declared potential and actual conflict of interest are recorded. To this end, Directors and officers are required to submit and update an RPT Certification wherein they disclose potential conflict of interest situations.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Policy on Conflict of Interest available at: https://aboitizpower.com/wp-content/uploads/2015/07/Board-Policy-Conflict-of-Interest-Situations.pdf</p> <p>ii. Policy on RPT, available at: https://aboitizpower.com/wp-content/uploads/AP-Related-Party-Transaction-Policy-FINAL-SEC-received.pdf</p> <p>iii. Amended Manual on Corporate of Governance, p.8, Item 5. Duties and Functions of the Board, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
Recommendation 5.7			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.</p>	<p>Compliant</p>	<p>The Audit Committee annually holds a private session with the Internal Auditor, the external auditors, management and Corporate Officers such as the CEO, the Chief Operating Officer, the CFO, the Chief Legal Officer, the Compliance Officer, and the Chief Risk Management Officer. These meetings will provide an opportunity to discuss audit, management and</p>	

<p>2. The meetings are chaired by the lead independent director.</p> <p><i>Provide proof and details of said meeting, if any.</i></p> <p><i>Provide information on the frequency and attendees of meetings.</i></p>	<p>Compliant</p>	<p>Committee performance. All Non-Executive Directors shall attend the executive session. In 2020, this private session was held on October 26, 2020.</p> <p>For internal audit, the chairman of the Audit Committee engages with the AP Internal Audit Head in quarterly meetings aside from the scheduled board audit committee meetings.</p> <p>During 2020, the Chairman of the Audit Committee was Mr. Carlos C. Ejercito, an Independent Director. He is an expert on tax and audit issues, and can competently lead the Committee on the performance of its functions.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 31-41: Board Audit Committee on Executive Sessions, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Internal Audit Charter, available at: https://aboitizpower.com/wp-content/uploads/Updated-AP-Internal-Audit-Charter-Board-Audit-Committee-Signed-1.pdf</p> <p>iii. Audit Committee Charter, page 3: Private Sessions, available at: https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>iv. Definitive Information (20-IS), pp.152-161: Board Audit Committee Report to the Board of Directors, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20</p>	
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Optional: Principle 5			
<p>1. None of the directors is a former CEO of the company in the past 2 years.</p> <p><i>Provide name/s of company CEO for the past 2 years</i></p>	Non-Compliant		Mr. Erramon I. Aboitiz, a Non-Executive Director, served as the Company's Chief Executive Officer until his retirement on December 31, 2019. His considerable experience in various capacities within the Group, exemplary leadership, and wealth knowledge about the Company, its businesses, and the industries where it operates are justifiable reasons for his nomination, selection and his subsequent election as member of the Board in 2020.
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			
<p>1. Board conducts an annual self-assessment of its performance as a whole.</p> <p><i>Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees</i></p>	Compliant	In accordance with the Revised Manual, the members of the Board and Board Committees annually conduct self-assessments of their collective and individual performance. In addition, the Directors assess the performance of Corporate Officers such as the Chairman of the Board, the Chief Executive Officer, the Chief and Risk Officer, the Compliance Officer, and the Internal Audit Head.	
2. The Chairman conducts a self-assessment of his performance.	Compliant	The Chairman of the Board has the mandate to ensure that the performance of the Board, Board committees, and its members is evaluated at least once a year and discussed/followed up on.	
3. The individual members conduct a self-assessment of their performance.	Compliant	The Chairman likewise conducts a self-assessment of his performance.	
4. Each committee conducts a self-	Compliant	All directors conduct an assessment of the Board and the Board Committees, and their individual	

<p>assessment of its performance.</p>		<p>performance as directors and committee members.</p> <p>The self-assessment forms to be answered by the Directors are available in the Company’s website at:</p> <p>i. Board Assessment Forms: https://aboitizpower.com/corporate-governance/policies-and-protocols/#board-performance-assessment</p> <p>Links/references are available at Company’s website as follows:</p> <p>ii. Amended Manual on Corporate Governance, p.24, Policy on Performance Assessment of the Board, Board Committees and Senior Management, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Definitive Information Statement, p. 16: Performance Assessment and Attendance Reports of the Board, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iv. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 175: Board Performance Assessment, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>5. Every three years, the assessments are supported by an external facilitator.</p> <p>Identify the external facilitator and provide proof of use of an external facilitator.</p>	<p>Compliant</p>	<p>Under the Revised Manual, the Board’s annual assessments should be supported by an external facilitator at least once every three (3) years.</p> <p>In 2020, AboitizPower engaged the Good Governance</p>	

		<p>Advocates and Practitioners of the Philippines (GGAPP), an independent association of corporate governance practitioners, to support their Board performance assessment exercise.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, p.24, Policy on Performance Assessment of the Board, Board Committees and Senior Management, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Company Website – Board Performance Assessment (The certification of GGAPP) is available at, https://aboitizpower.com/corporate-governance/governance-practices/performance-assessment-of-the-board-board-committees-and-senior-management/</p> <p>iii. Definitive Information Statement, p. 16: Performance Assessment and Attendance Reports of the Board, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iv. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 175: Board Performance Assessment, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Recommendation 6.2			
1. Board has in place a system that	Compliant	Every year, the members of the Board answer a Self-	

<p>provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.</p> <p><i>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders</i></p>		<p>Assessment Questionnaire that is composed of varying statements based on: (i) the Company's compliance with applicable, and best corporate governance practices and principles (ii) the individual Director's participation, engagement, and contribution to the Board and Board Committees; and (iii) an evaluation of the performance by the Board of its duties and responsibilities as provided in the Revised Manual, Charter Documents, and governing policies.</p> <p>In addition, the Company's Directors are evaluated by their respective key officers based on the following criteria: (i) business acumen, (ii) independent judgment, (iii) familiarity with the business, (iv) active participation and effective challenge, (v) professional expertise and network, (vi) value contribution, (vii) embodiment of Aboitiz core values, and (viii) reputation. Assessment results are presented to the ESCG Committee as part of the nomination and selection process of incumbent Board members.</p> <p>The Chairman of the Board is mandated to ensure that the self-assessment is done at least once a year and the results are discussed by the ESCG Committee.</p> <p>Lastly, the Shareholder Relations Officer submits to the Board Secretariat: (a) all comments and feedback received from individual shareholders gathered from the Company's ASM, and (b) all comments and feedback received via the shareholder's portal in the Company's website. The Corporate Secretary then reports such comments and feedback to the ESCG Committee.</p> <p>See response in Recommendations 6.1.1 to 6.1.4.</p> <p>Links/references are available at Company's website as follows:</p>	
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		<p>i. Company Website: Board Assessment Form, available at: https://aboitizpower.com/corporate-governance/policies-and-protocols/#board-performance-assessment</p> <p>ii. Amended Manual on Corporate Governance, p.24, Policy on Performance Assessment of the Board, Board Committees and Senior Management, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Company Website, Contact Us, available at: https://aboitizpower.com/contact-us/</p>	
<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>Compliant</p>	<p>The Company makes available to its shareholders various communication channels to collect their feedback: (i) the Company’s website contains the names of all Directors and a “contact us” portion, where shareholders can reach out to the Directors, (ii) a specific portal for whistleblowing is also provided, with the report going directly to the inboxes of the intended person, and (iii) during the 2020 ASM, representatives from the Company’s Investor Relations Office and Shareholder Relations Office were present to receive comments, feedbacks, and suggestions from shareholders.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Company Website, Contact Us, available at: https://aboitizpower.com/contact-us/shareholders-online-request/</p>	

		ii. Whistleblowing Hotline - https://aboitizpower.com/contact-us/whistleblowing/	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
<p>1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p> <p><i>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</i></p>	Compliant	<p>The Company adopted the Code of Ethics and Business Conduct (the Code) in 2002, which was amended in 2017. The Code sets out how the Executive Management, team leaders, and team members can achieve and maintain ethical standards in the Company's day to day operations and summarize the Company's fundamental policies and directives.</p> <p>All Directors, officers, and employees have an individual responsibility to ensure that business practices adhere to the rules of the Code.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Code of Ethics and Business Conduct, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 181-183, Key Company Policies, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
2. The Code is properly disseminated to the Board, senior management and	Compliant	In March 2017, the Board of Directors approved the amendments to the Company's Code as endorsed by	

<p>employees.</p> <p><i>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</i></p>		<p>the ESCG Committee. In the same year, the amended Code was cascaded to all the team leaders and team members of the Company, and thereafter to its subsidiaries.</p> <p>The Company's Code is made part of the Aboitiz Academy Core Programs made available to every team member as a mandatory course to be taken on an annual basis. An e-learning course on the Code was developed and launched to promote self-paced and self-driven learning. New hires are required to take the e-learning course as part of their onboarding process. After taking the course, team members are required to manifest or renew their personal commitment to the Code.</p> <p>The results of the yearly roll-out are reported to and discussed by the ESCG Committee.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Code of Ethics and Business Conduct, available at: https://abotizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 181-183, Key Company Policies, available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
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<p>3. The Code is disclosed and made available to the public through the company website.</p> <p><i>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed</i></p>	<p>Compliant</p>	<p>The copy of the Code is publicly disclosed and made available through the Company's website at: Code of Ethics and Business Conduct, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p>	
<p>Supplement to Recommendation 7.1</p>			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p> <p><i>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery</i></p>	<p>Compliant</p>	<p>The Company has an existing anti-corruption policy and is fully implemented through the Code.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Code of Ethics - Page 3: C. Bribery and Corruption, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p> <p>ii. Consolidated Annual and Sustainability Report, p. 181-183, Key Company Policies, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iii. Company Website, available at: https://aboitizpower.com/corporate-governance/policies-and-protocols/</p>	
<p>Recommendation 7.2</p>			
<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	<p>Compliant</p>	<p>The Code requires all Directors, Corporate Officers, team leaders and team members to (i) read, understand, and follow the Code, and (ii) to annually review and renew their personal commitment to the guiding principles of the Code.</p>	
<p>2. Board ensures the proper and efficient</p>	<p>Compliant</p>		

<p>implementation and monitoring of compliance with company internal policies.</p> <p><i>Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.</i></p> <p><i>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</i></p>		<p>The Company's HR Team is responsible for proper and efficient (i) cascade of the Code to existing and new Directors, Corporate Officers, and employees through the new hires' orientation, onboarding sessions, and other trainings, and by making the Code and other policies available in the Company portal for easy access; and (ii) investigating of any reported violations.</p> <p>Functional teams within the Company are also responsible for the implementation and monitoring of compliance policies that fall under their expertise including those relating to safety, supplier procurement and data privacy.</p> <p>Violations of the Code or of internal policies may be reported (i) to the relevant direct supervisor, Compliance Officer, or HR Head, or (ii) anonymously through the whistleblowing hotline available in the Company's website and internal engagement portal, Aboitiz Workplace. The Company will not tolerate any kind of retaliation for reports or complaints made in good faith.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Whistleblowing Policy available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Whistleblowing-Policy .pdf</p> <p>ii. Whistleblowing Hotline, available at: https://aboitizpower.com/contact-us/whistleblowing/</p> <p>iii. Code of Ethics and Business Conduct, XI Enforcement and Administration of the Code, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-</p>	
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		Business-Conduct-1.pdf iv. Aboitiz 2020 Consolidated Annual and Sustainability Report , p. 181-183, Key Company Policies, available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf	
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Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p> <p><i>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</i></p>	<p>Compliant</p>	<p>The Board of Directors approved the Company's Disclosure Policy to ensure the principles of accuracy, accessibility, timeliness, completeness, and regularity in the Company's disclosures. In accordance with the Company's Revised Manual, the Board is committed at all times to fully disclose material information dealings.</p> <p>While the Company's disclosure policy seeks to maintain a reasonable balance between the transparency of the Company and the protection of its commercial interests, it aims to provide information to shareholders and interested parties to assist them in making sound investment decisions.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Information Disclosure Policy, available at: https://abotizpower.com/wp-content/uploads/AboitizPower-Information-Disclosure-Policy.07.27.12-v2.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and</p>	
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		<p>Sustainability Report, p. 183 on Disclosure Policy, and p. 184 on Transparency, Communication, and Sustainability Reporting available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iii. Amended Manual on Corporate Governance, p.50 , VII. Reportorial or Disclosure System of The Company’s Corporate Governance Policies, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</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><i>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</i></p>	<p>Non-Compliant</p>		<p>The Company’s 2020 Audited Financial Statements (2020 AFS) were included in the Preliminary Information Statement for the 2020 ASM that was disclosed, distributed and uploaded to the Company’s website on March 19, 2020 or 78 days from the end of the reporting period.</p> <p>Quarterly reports were published and disclosed within 45 days from the end of the reporting period, except for the reporting period ending March 31, 2020 which was disclosed 58 days from the close of the reporting period. The request for extension to file the quarterly report was timely filed on May 15, 2020 citing restrictions caused by the COVID-19 pandemic as the reason for the extension.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Preliminary Information Statement (20-</p>

			<p>IS), disclosed on March 19, 2020, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-Form-2019-20-IS-Preliminary-Information-Statement-reduced.pdf</p> <p>ii. 2020 Annual Report (SEC Form 17-A), disclosed on April 15, 2021, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iii. AP SEC Form 17-L (Request for Extension), disclosed on May 15, 2020, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-Form-17-LC-Request-for-extension-to-file-SEC-Form-17-Q-03.31.20.pdf</p> <p>iv. AP SEC Form 17-Q (First Quarterly Report 2020), disclosed on May 28, 2020, available at: https://aboitizpower.com/wp-content/uploads/05.28.20-AP-SEC-FORM-17-Q-re-First-Quarter-Report-Revised-Full-Report.pdf</p> <p>iv. AP SEC Form 17-Q (Second Quarterly Report 2020), disclosed on August 14, 2020, available at: https://aboitizpower.com/wp-content/uploads/06.30.20-AP-SEC-FORM-17-Q-re-Second-Quarter-Report-Full-Report-SIGNED.pdf</p> <p>v. AP SEC Form 17-Q (Third Quarterly Report 2020), disclosed on November 16, 2020, available at: https://aboitizpower.com/wp-content/uploads/09.30.20-AP-SEC-FORM-</p>
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			17-Q-re-Third-Quarter-Report-Full-Report-SIGNED.pdf
<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><i>Provide link or reference to the company’s annual report where the following are disclosed:</i></p> <ol style="list-style-type: none"> 1. <i>principal risks to minority shareholders associated with the identity of the company’s controlling shareholders;</i> 2. <i>cross-holdings among company affiliates; and</i> 3. <i>any imbalances between the controlling shareholders’ voting power and overall equity position in the company.</i> 	<p>Compliant</p>	<p>The Company provides sufficient disclosures regarding the ownership interest of its controlling shareholders such as the Top 100 Shareholders report and Public Ownership Report. The Group’s conglomerate map detailing the cross-holdings among company subsidiaries and affiliates is also part of the Company’s Annual Report and Information Statements, and available in the Company’s website.</p> <p>Transactions among related parties are also disclosed through the Annual Report and Information Statement.</p> <p>Lastly, the Company’s Amended By-Laws and Revised Manual mandate that all shareholders, regardless of the amount of their shareholdings, are given the right to participate in company decision-making, pursuant to the one-share one-vote policy of the Company.</p> <p>Links/references are available at Company’s website as follows:</p> <ol style="list-style-type: none"> i. Definitive Information Statement (20-IS), p. 8, Security Ownership of Certain Record and Beneficial Ownership and Management, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf ii. 2020 Annual Report (SEC Form 17-A), pp.109-111, Security Ownership of Certain Record and Beneficial Ownership and Management, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report- 	

		reduced.pdf iii. Company Website – Investor Relations - Disclosures, available at: https://aboitizpower.com/investor-relations/disclosures/	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	The Company has a General Trading Policy requiring the Board of Directors and Corporate Officers to report to the Office of the Corporate Secretary any transaction related to the purchase and disposal of Company shares within one day from the date of the transaction.	
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. <i>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</i> <i>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</i>	Compliant	The Company complies with the requirements of the Securities Regulation Code and discloses the trading of the Company's shares by its Directors and Corporate Officers within five trading days from the close of the transaction. Links/references are available at Company's website as follows: i. General Trading Policy , page 3: Item F. Reportorial Requirements of the Directors and Corporate Officers, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-General-Trading-Policy .pdf ii. Policy on Information Disclosure , available at: https://aboitizpower.com/wpcontent/uploads/AboitizPower-InformationDisclosure-Policy.07.27.12-v2.pdf iii. Company Disclosures , SEC Form 23-Bs, available at: https://aboitizpower.com/investor-relations/disclosures/	

Supplement to Recommendation 8.2			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p> <p><i>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</i></p> <p><i>Provide link or reference to the company's Conglomerate Map.</i></p>	Compliant	<p>The Company complies with the requirements of the Securities Regulation Code and discloses the trading of the Company's shares by its Directors and Corporate Officers within five trading days from the close of the transaction.</p> <p>The Company's Governance and Compliance Team monitors the share ownership of Directors, executives, officers, and management team through the regular SEC disclosures of beneficial ownership (SEC Form 23-B), and also monitors compliance with the Company's Insider Trading Policy and Trading Black-out Period.</p> <p>The Company periodically submits to the PSE a public ownership report detailing the extent of ownership of controlling shareholders, including the shareholdings of their subsidiaries and affiliates, and that of the Directors and Corporate Officers. It submits to the PSE and PDEX a list of its top 100 shareholders every quarter. The Company also discloses its top 20 shareholders, including shareholders of record and beneficial owners owning more than five percent of the Company's outstanding capital stock, and shareholdings of its Directors and Officers in the Company's Information Statement, and sends this out to shareholders annually.</p> <p>In 2020, the Company did not purchase any of its own shares from the market.</p> <p>Transactions of the Company's Directors and Corporate Officers are available at:</p> <p>i. Company Disclosures, SEC Form 23-Bs, available at: https://aboitizpower.com/investor-</p>	

		<p>relations/disclosures/</p> <p>ii. Report on Top 100 Shareholders, available at:</p> <ul style="list-style-type: none"> ● March 31, 2020: https://aboitizpower.com/wp-content/uploads/AP-List-of-Top-100-Stockholders-03.31.20.pdf ● June 30, 2020: https://aboitizpower.com/wp-content/uploads/AP-List-of-Top-100-Stockholders-06.30.20.pdf ● September 30, 2020: https://aboitizpower.com/wp-content/uploads/AP-List-of-Top-100-Stockholders-09.30.20.pdf ● December 31, 2020: https://aboitizpower.com/wp-content/uploads/AP-List-of-Top-100-Stockholders-12.31.20.pdf <p>iii. Public Ownership Reports, available at:</p> <ul style="list-style-type: none"> ● March 31, 2020: https://aboitizpower.com/wp-content/uploads/AP-Public-Ownership-Report-as-of-03.31.20-1.pdf ● June 30, 2020: https://aboitizpower.com/wp-content/uploads/AP-Public-Ownership-Report-as-of-06.30.20.pdf ● September 30, 2020: https://aboitizpower.com/wp-content/uploads/AP-Public-Ownership-Report-as-of-09.30.20.pdf ● December 31, 2020: 	
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		<p>https://aboitizpower.com/wp-content/uploads/AP-Public-Ownership-Report-as-of-12.31.20.pdf</p> <p>iv. Company Website: Conglomerate Map, available at: https://aboitizpower.com/about-us/conglomerate-map/</p> <p>v. Definitive Information (20-IS), p. 8, Security Ownership of Certain Record and Beneficial Ownership and Management, and p. 154, Conglomerate Map, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>vi. Company Website: Governance Practices (Disclosure and Transparency), available at: https://aboitizpower.com/corporate-governance/governance-practices/#disclosure-and-transparency</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> <p><i>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</i></p>	<p>Compliant</p>	<p>The Company discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and directorships within and outside the Aboitiz Group, and assess any potential conflicts of interest.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Disclosure on the Profiles of the Nominees to the Board for the 2020-2021 ASM, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-02.19.20-Nominees-to-the-Board-of-Directors-for-2020-2021.pdf</p>	

		<p>ii. Definitive Information Statement (20-IS), pp. 10-15: Item 5. Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. 2020 Annual Report (SEC Form 17-A), p 94: Item 5. Directors and Executive Officers available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iv. Company Website: Governance Team: Board Of Directors, available at: https://aboitizpower.com/corporate-governance/governance-team/</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p> <p><i>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</i></p>	<p>Compliant</p>	<p>The Company discloses all relevant and material information on key executives to evaluate their experience, qualifications, and directorships within and outside the Aboitiz Group, and assess any potential conflicts of interest.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Definitive Information Statement (20-IS), pp.10-15: Item 5. Directors and Executive Officers, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. 2020 Annual Report (SEC Form 17-A), pp.94-97: Item 5. Directors and Executive Officers available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p>	

		<p>iii. Company Website: Governance Team, available at: https://aboitizpower.com/corporate-governance/governance-team/</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><i>Disclose or provide link/reference to the company policy and practice for setting board remuneration</i></p>	<p>Compliant</p>	<p>The Company's policy on compensation for its Directors and key executives can be found in the Company's Revised Manual.</p> <p>Individual remuneration of Directors and the process of determining the same are disclosed and outlined in the Company's Annual Report, Definitive Information Statement, and the Company's website.</p> <p>Links/references are as follows</p> <p>i. Amended Manual on Corporate Governance, p.31, Policy on Executive Remuneration, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Definitive Information Statement (20-IS), p.26-27, Item 6. Compensation of Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. 2020 Annual Report (SEC Form 17-A), pp.107-109, Item 10. Executive Compensation, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iv. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp. 176, Remuneration Policy, available at: https://s3-ap-southeast-</p>	

		<p>1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iv. Company Website: Governance Practices (Remuneration Policy), available at: https://aboitizpower.com/corporate-governance/governance-practices/#remuneration-policy</p>	
<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p> <p><i>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</i></p>	<p>Compliant</p>	<p>The Company rewards its individual executive Directors and Corporate Officers based on the individual’s ability to execute his duties and responsibilities, coupled with his team’s achievement of their identified goals. Performance is evaluated and compensation is reviewed on an annual basis.</p> <p>The Company’s policy on compensation for its key executives and Corporate Officers can be found in the Company’s Revised Manual and the Company’s website.</p> <p>The compensation of the Company’s President and Chief Executive Officer is disclosed together with the compensation of the top four highest paid officers of the Company.</p> <p>Links/references are as follows</p> <p>i. Amended Manual on Corporate Governance, p31, Policy on Executive Remuneration, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Definitive Information Statement (20-IS), pp.26-27: Item 6. Compensation of Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-</p>	

		<p>1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. Company Website: Governance Practices (Remuneration Policy), available at: https://aboitizpower.com/corporate-governance/governance-practices/#remuneration-policy</p>																
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p> <p><i>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</i></p>	<p>Compliant</p>	<p>The individual remuneration package (monthly allowance and per diems) of each director is disclosed in the Company's Annual Report and Information Statements.</p> <p>The Directors receive a monthly allowance equivalent to ₱150,000 for the Directors and ₱200,000 for the Chairman of the Board. They also receive per diem for every board and board committee meetings they attend, as follows:</p> <table border="1" data-bbox="981 790 1574 922"> <thead> <tr> <th>Type of Meeting</th> <th>Director/ Member</th> <th>Chairman of the Board/ Committee</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>₱150,000</td> <td>₱ 200,000</td> </tr> <tr> <td>Committee</td> <td>₱ 100,000</td> <td>₱ 130,000</td> </tr> </tbody> </table> <p>In 2020, the Company disclosed the individual remuneration of the Company's Directors in compliance with the Revised Corporation Code.</p> <table border="1" data-bbox="981 1090 1559 1351"> <thead> <tr> <th>Name of Director</th> <th>Total Compensation Received by Director</th> </tr> </thead> <tbody> <tr> <td>Erramon I. Aboitiz Chairman of the Board of the Board</td> <td>₱6,360,000.00</td> </tr> <tr> <td>Mikel A. Aboitiz Vice Chairman of the Board of the Board</td> <td>₱2,750,000.00</td> </tr> </tbody> </table>	Type of Meeting	Director/ Member	Chairman of the Board/ Committee	Board	₱150,000	₱ 200,000	Committee	₱ 100,000	₱ 130,000	Name of Director	Total Compensation Received by Director	Erramon I. Aboitiz Chairman of the Board of the Board	₱6,360,000.00	Mikel A. Aboitiz Vice Chairman of the Board of the Board	₱2,750,000.00	
Type of Meeting	Director/ Member	Chairman of the Board/ Committee																
Board	₱150,000	₱ 200,000																
Committee	₱ 100,000	₱ 130,000																
Name of Director	Total Compensation Received by Director																	
Erramon I. Aboitiz Chairman of the Board of the Board	₱6,360,000.00																	
Mikel A. Aboitiz Vice Chairman of the Board of the Board	₱2,750,000.00																	

Enrique M. Aboitiz Director	₱3,710,000.00
Emmanuel V. Rubio Director	₱3,370,000.00
Jaime Jose Y. Aboitiz Director	₱3,650,000.00
Danel C. Aboitiz Director	₱3,200,000.00
Romeo L. Bernardo Lead Independent Director	₱3,630,000.00
Carlos C. Ejercito Independent Director	₱4,200,000.00
Eric Ramon O. Recto Independent Director	₱4,610,000.00

The compensation of the Company's President and Chief Executive Officer is disclosed together with the compensation of the top four highest paid officers of the Company.

Links/references are available at Company's website as follows:

- i. **Amended Manual on Corporate Governance**, pp.31, Policy on Executive Remuneration, available at: <https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf>
- ii. **Definitive Information Statement (20-IS)**, pp.26-27: Item 6. Compensation of Directors and Executive Officers available at: <https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf>
- iii. **Aboitiz 2020 Consolidated Annual and**

		<p>Sustainability Report, pp. 176, Remuneration Policy, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iv. Company Website: Governance Practices (Remuneration Policy), available at: https://aboitizpower.com/corporate-governance/governance-practices/#remuneration-policy</p>	
Recommendation 8.5			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p> <p><i>Disclose or provide reference/link to company's RPT policies</i></p> <p><i>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</i></p>	<p>Compliant</p>	<p>In addition to the RPT-related provisions found in the Company's Revised Manual, the Company has an existing RPT Policy to set out proper review, approval, and reporting of transactions which may be entered into between or among the Company or any of its subsidiaries, affiliates, Directors and officers.</p> <p>Both the Manual and the Revised RPT Policy are disclosed and are publicly available at the Company's website.</p> <p>For 2020, there are no transactions discussed and approved by the Board where a Director has a conflict of interest. In addition, material information and transactions are timely and publicly disclosed in compliance with the Company's Disclosure Policy.</p> <p>Links/references are as follows</p> <p>i. Related Policy Transactions Policy, available at: https://aboitizpower.com/wp-content/uploads/AP-Related-Party-Transaction-Policy-FINAL-SEC-received.pdf</p> <p>ii. RPT Committee Charter, available at:</p>	

		<p>https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Related-Party-Transaction-Committee-Charter.pdf</p> <p>iii. Amended Manual on Corporate Governance, p.44, Board RPT Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iv. Company Website: Disclosures, available at: https://aboitizpower.com/investor-relations/disclosures/</p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p> <p><i>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</i></p> <ol style="list-style-type: none"> 1. <i>name of the related counterparty;</i> 2. <i>relationship with the party;</i> 3. <i>transaction date;</i> 4. <i>type/nature of transaction;</i> 5. <i>amount or contract price;</i> 6. <i>terms of the transaction;</i> 7. <i>rationale for entering into the transaction;</i> 8. <i>the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</i> 9. <i>other terms and conditions</i> 	<p>Compliant</p>	<p>The Company's Revised RPT Policy requires a summary of Material RPTS to be disclosed in the Company's Integrated Annual Corporate Governance Report (I-ACGR). In addition, the Company is required to submit an Advisement Report signed by the Corporate Secretary or any authorized representative within three calendar days from the execution date of any Material RPT.</p> <p>All of the Company's RPTs are disclosed in the Audited Financial Statements in accordance with Philippine Accounting Standard (PAS) 24. In addition, a brief discussion of the Company's related transactions are discussed in the Annual Report and Definitive Information Statement.</p> <p>No RPT has breached the materiality threshold during the 2020 reporting period.</p> <p>i. Definitive Information Statement (20-IS), pp. 25, 71-72: Item 5. Certain Relationships and Related Transactions ,Transactions with and/or Dependence on Related Parties;; available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20</p>	

		<p>-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. 2020 Annual Report (SEC Form 17-A), pp.27: item viii. Transactions with and/or Dependence on Related Parties available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.180-183, Key Company Policies, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iii. RPT Policy, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Related-Party-Transaction-Policy-final.pdf</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><i>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</i></p>	<p>Compliant</p>	<p>The Company's Revised Manual and Revised RPT Policy mandates that if an actual or potential conflict of interest arises on the part of a Director, he/she must fully and immediately disclose the same, should not participate in the decision-making process and shall abstain from voting on the approval of the transaction.</p> <p>The Office of the CFO maintains a conflict of interest register where all declared potential and actual conflict of interest are recorded. To this end, Directors and Officers are required to submit an RPT Certification wherein they disclose potential conflict of interest situations.</p> <p>In 2020, AboitizPower updated the RPT Certification for Directors and Officers in compliance with the</p>	

		<p>Bureau of Internal Revenue Regulation No. 19-2020 on the reporting guidelines for the transactions of individuals and juridical entities with related parties.</p> <p>For 2020, there are no transactions discussed and approved by the Board where a director has a conflict of interest.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, p.21, Conflict of Interest / Business Interest Disclosure, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Board Policy on Conflict-of-Interest Situations, available at: https://aboitizpower.com/wpcontent/uploads/2015/07/Board-Policy-Conflict-ofInterest-Situations.pdf</p> <p>iii. RPT Policy, pp 7-8: Reporting of RPT, available at: https://aboitizpower.com/wp-content/uploads/AP-Related-Party-Transaction-Policy-FINAL-SEC-received.pdf</p> <p>iv. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp. 180-183, Key Company Policies - Conflict of Interest, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that	Compliant	The Company discloses its policy covering the review and approval of material/significant RPTs to ensure	

<p>they are fair and at arms' length.</p> <p><i>Provide link or reference where this is disclosed, if any</i></p>		<p>that (i) they are at arm's length and in accordance with transfer pricing rules; (ii) the terms are fair and at par with market practices; and (iii) they will inure to the best interests of the Company and its shareholders.</p> <p>The CFO ensures that all significant and material RPTs are reported to the RPT Committee to ensure full and timely disclosures in the quarterly and annual reports of the Company and in the Company's Financial Statements in compliance with relevant accounting standards.</p> <p>All of the Company's RPTs are disclosed in the Audited Financial Statements in accordance with Philippine Accounting Standard (PAS) 24. In addition, a brief discussion of the Company's related transactions are discussed in the Company's Audited Financial Statements, Annual Report, and Definitive Information Statement.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, p.50, Reportorial or Disclosure System of Company's Sustainability and Corporate Governance Policies, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. RPT Policy, page 3: Guidelines in Ensuring Arm's-Length Terms of a RPT, available at: https://abotizpower.com/wp-content/uploads/AP-Related-Party-Transaction-Policy-FINAL-SEC-received.pdf</p> <p>iii. RPT Committee Charter, available at:</p>	
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		<p>https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Related-Party-Transaction-Committee-Charter.pdf</p> <p>iv. Definitive Information (20-IS), pp.25,71-72: Item 5. Certain Relationships and Related Transactions, Transactions with and/or Dependence on Related Parties available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>v. Annual Report (SEC Form 17-A), p.112: Item 12. Certain Relationships and Related Transactions available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</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><i>Provide link or reference where this is disclosed</i></p>	<p>Compliant</p>	<p>The Company's Revised Manual mandates that all material information shall be publicly and timely disclosed. Such information shall include earnings results, acquisition or disposal of assets, Board changes, related party transactions, shareholdings of Directors and changes to ownership.</p> <p>The Company's disclosures are found in the Company's website and in the PSE EDGE website, available at:</p> <p>i. Company Website: Company Disclosures, available at: https://aboitizpower.com/investor-relations/disclosures/</p> <p>ii. Aboitiz Power PSE EDGE Website, available at: http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=609</p>	

		<p>Other links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, p.50, VII. Reportorial or Disclosure System of The Company's Corporate Governance Policies, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Definitive Information (20-IS), pp.71-72, item viii. Transactions with and/or Dependence on Related Parties available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. 2020 Annual Report (SEC Form 17-A), pp.27; 120-121: item viii. Transactions with and/or Dependence on Related Parties and, Item 14. Exhibits and Reports on SEC Form 17-C, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</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><i>Identify independent party appointed to evaluate the fairness of the transaction price</i></p> <p><i>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</i></p>	<p>Compliant</p>	<p>The Company's Revised Manual gives the Board the power to appoint an independent party to evaluate the fairness of the transaction price for the acquisition or disposal of assets if there are any.</p> <p>There were no transactions in 2020 that required the Company to secure an evaluation of the fairness of the transaction price (fairness opinion report) from an independent party.</p> <p>Links/references are available at Company's website as follows:</p> <p>Amended Manual on Corporate Governance, p.50,</p>	

		VII. Reportorial or Disclosure System Of The Company's Corporate Governance Policies, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf	
Supplement to Recommendation 8.6			
<p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p> <p><i>Provide link or reference where these are disclosed.</i></p>	Compliant	<p>There are no shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that impact the ownership, control and management of the Company.</p> <p>The Company's ownership structure is disclosed in the Company's website at:</p> <p>i. Company Website: Conglomerate Map, available at: https://aboitizpower.com/about-us/conglomerate-map/</p> <p>ii. Public Ownership Reports</p> <ul style="list-style-type: none"> • March 31, 2020 - https://aboitizpower.com/wp-content/uploads/AP-Public-Ownership-Report-as-of-03.31.20-1.pdf • June 30, 2020 - https://aboitizpower.com/wp-content/uploads/AP-Public-Ownership-Report-as-of-06.30.20.pdf • September 30, 2020 - https://aboitizpower.com/wp-content/uploads/AP-Public-Ownership-Report-as-of-09.30.20.pdf • December 31, 2020 - https://aboitizpower.com/wp-content/uploads/AP-Public-Ownership-Report-as-of-12.31.20-REVISED.pdf 	

		<p>iii. 2020 Annual Report (SEC Form 17-A), pp.120-121, Item 14. Exhibits and Reports on SEC Form 17-C, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iv. Company Website, Governance Practices (Disclosure and Transparency), available at: https://aboitizpower.com/corporate-governance/governance-practices/#disclosure-and-transparency</p>	
Recommendation 8.7			
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p> <p><i>Provide link to the company's website where the Manual on Corporate Governance is posted.</i></p>	Compliant	<p>The Company's corporate governance policies, programs and procedures are contained in its Company's Revised Manual.</p> <p>The Revised Manual was submitted to PSE and SEC on September 25, 2020, and was posted on the Company's website the same day.</p> <p>Links/references are available at Company's website as follows:</p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	Compliant	<p>i. Amended Manual on Corporate Governance, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
<p>3. Company's MCG is posted on its company website.</p>	Compliant	<p>ii. Company's Website, available at: https://aboitizpower.com/corporate-governance/governance-reports-and-scorecards/#manual-of-corporate-governance</p>	
Supplement to Recommendation 8.7			
<p>1. Company submits to the SEC and PSE an updated MCG to disclose any changes in</p>	Compliant	<p>The Company ensures that any updates to the Revised Manual are disclosed to the SEC and PSE. The Company submitted the Revised Manual to the SEC</p>	

<p>its corporate governance practices.</p> <p><i>Provide proof of submission.</i></p>		<p>and the PSE on September 25, 2020, with all amendments clearly indicated in bold and underlined.</p> <p>The following amendments to the Revised Manual were approved in 2020:</p> <ul style="list-style-type: none"> ● Established an integrated governance structure to strengthen, promote, monitor, implement, and communicate the Group’s ESG-related programs and initiatives; ● Renamed the Corporate Governance Committee to the Environmental, Social, and Corporate Governance Committee; ● Included the composition, purpose, and duties and responsibilities of Executive Committee; ● Elaborated further on the duties of the Compliance Officer; and ● Aligned with best corporate governance practices based on the review and assessment of the Revised Manual. <p>Links/references are available at Company’s website as follows:</p> <p>Amended Manual on Corporate Governance - https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
Optional: Principle 8			
<p>1. Does the company’s Annual Report disclose the following information:</p> <p><i>Provide link or reference to the company’s Annual Report containing the said information.</i></p>	<p>Compliant</p>	<p>The Company’s Annual Report discloses the following information:</p> <p>(a) For the disclosures on the corporate objectives, see:</p> <p>i. Annual Report (SEC Form 17-A), pp.81-82, Outlook</p>	

a. Corporate Objectives	Compliant	for the Upcoming Year, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf	
b. Financial performance indicators	Compliant	ii. Aboitiz 2020 Consolidated Annual and Sustainability Report , p. 25, President and CEO	
c. Non-financial performance indicators	Compliant	Message, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf	
d. Dividend Policy	Compliant	(b) For the disclosures on the Financial Performance Indicators, see:	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	i. 2020 Annual Report (SEC Form 17-A) ; pp. 76, Management Discussion and Analysis of Financial Condition and Results of Operations, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf	
f. Attendance details of each director in all directors meetings held during the year	Compliant	ii. 2020 Annual Report (SEC Form 17-A) , pp. 211, Consolidated Audited Financial Statements, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf	
g. Total remuneration of each member of the board of directors	Compliant	ii. Aboitiz 2020 Consolidated Annual and Sustainability Report , pp.14-15: Financial Highlights and Summary, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf (c) For the disclosures on non-financial performance indicators, Aboitiz 2020 Consolidated Annual and	

		<p>Sustainability Report, pp. 134-137, Our Sustainability Focus Areas and Metrics, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>(d) For the Dividend Policy,</p> <p>i. 2020 Annual Report (SEC Form 17-A), p.76, Dividends, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.184-185: Right to Dividends, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>(e) For the Biographical details of all Directors, see:</p> <p>i. 2020 Annual Report (SEC Form 17-A), pp.94-98, Item 9. Directors and Executive Officers, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.168-169: The Board of Directors, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>(f) For the attendance of each director in all Directors' meetings held during the year</p> <p>i. 2020 Annual Report (SEC Form 17-A), pp.94-98,</p>	
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		<p>Item 9. Directors and Executive Officers, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.166: Corporate Governance, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>(g) For the total remuneration of each member of the board of Directors</p> <p>i. 2020 Annual Report (SEC Form 17-A), pp.107=109: Item 10. Executive Compensation, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.176: Remuneration Policy, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>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.</p> <p><i>Provide link or reference to where this is contained in the Annual Report</i></p>	<p>Compliant</p>	<p>The Company’s Annual Report contains a statement affirming the Company’s full compliance with the Revised Manual and the Company policies. There were no reported non-compliances for 2020.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. 2020 Annual Report (SEC Form 17-A), pp.113: Corporate Governance, available at:</p>	

		<p>https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>ii. Definitive Information Statement (20-IS), p. 132 Part III. Corporate Governance available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.166, Aboitiz 2020 Corporate Governance Report, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.</p> <p><i>Provide link or reference to where this is contained in the Annual Report</i></p>	<p>Compliant</p>	<p>The Company's Annual Report discloses that the Board of Directors reviewed and approved the Company's material controls and risk management systems.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.177, Sufficiency of Internal Control and Compliance System, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>ii. 2020 Annual Report (SEC Form 17-A), pp. 55-62, Major Risk/s Involved in the Business, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iii. 2020 Annual Report (SEC Form 17-A), pp. 114,</p>	

		Corporate Governance, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf	
<p>4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.</p> <p><i>Provide link or reference to where this is contained in the Annual Report</i></p>	Compliant	<p>The Company's 2020 Annual Report, through the Audit Committee Report to the Board of Directors, contains a statement on the adequacy of the company's internal controls/risk management systems.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. 2020 Annual Report (SEC Form 17-A), pp. 113, Corporate Governance at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp. 195, Internal Control and Compliance System Attestation: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).</p> <p><i>Provide link or reference to where these are contained in the Annual Report</i></p>	Compliant	<p>The Company's Annual Report contains the risks that the Company may encounter or is exposed to, in the businesses that it is involved in, or it intends to enter into.</p> <p>Link/reference is as follows:</p> <p>i. 2020 Annual Report (SEC Form 17-A), pp.55-62: Major Risk/s Involved in the Business, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p>	

		<p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.148-151: Risk Management and Managing our Top Risks, available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom/uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor’s independence and enhance audit quality.</p>			
<p>Recommendation 9.1</p>			
<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p> <p><i>Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company’s external auditor.</i></p>	<p>Compliant</p>	<p>The process of approving and recommending the appointment, reappointment, removal and fees of the external auditors is available in the Company’s Revised Manual, Internal Audit Charter, and Audit Committee Charter. The Audit Committee annually evaluates the independent auditors’ professional qualifications, performance, independence and compensation. The evaluation includes a review of the qualifications, performance and independence of the lead partner of the external auditors.</p> <p>Based on the Audit Committee’s assessment, it recommends the re-appointment or replacement of the external auditor to the Board of Directors for endorsement and approval by the stockholders.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 31-41, Board Audit Committee, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Internal Audit Charter, available at:</p>	

		<p>https://aboitizpower.com/wp-content/uploads/Updated-AP-Internal-Audit-Charter-Board-Audit-Committee-Signed-1.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.191-194, The Board Audit Committee Report to the Board of Directors, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iv. Definitive Information Statement (20-IS), pp.173: The Board Audit Committee Report to the Board of Directors, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. Audit Committee Charter, available at : https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p> <p><i>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</i></p>	<p>Compliant</p>	<p>The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board, and ratified by the stockholders.</p> <p>Based on the 2020 tabulation of votes from stockholders attending in person, and votes indicated in the proxies, 95.70% of the stockholders approved the resolution to re-appoint SyCip Gorres Velayo & Co. (SGV) as the Company’s External Auditors. The breakdown of the votes is as follows:</p> <ul style="list-style-type: none"> ● YES (6,300,268,359/95.70%) ● NO (282,984,756/4.30%) 	

		<ul style="list-style-type: none"> ● ABSTAIN (51,300/0.00%) <p>Links/references are available at Company's website as follows:</p> <p>i. ASM Quorum and Summary of Resolutions Approved (Posted April 28, 2020), p.2, available at: https://aboitizpower.com/wp-content/uploads/AP-ASM-Registration-Votes-as-of-Apr-27-2020.pdf</p> <p>ii. 2020 ASM Minutes, pp. 4 – 5, available at: https://aboitizpower.com/wp-content/uploads/AP-Minutes-2020-04.27.20-Annual-Stockholders-Meeting-FINAL-DRAFT.pdf</p>	
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<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p> <p><i>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</i></p>	<p>Compliant</p>	<p>The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board, and ratified by the shareholders.</p> <p>Based on the tabulation of votes from stockholders attending in person, and votes indicated in the proxies, 95.70% of the stockholders approved the resolution to re-appoint SyCip Gorres Velayo & Co. (SGV) as the Company's External Auditors. The breakdown of the votes is as follows:</p> <ul style="list-style-type: none"> ● YES (6,300,268,359/95.70%) ● NO (282,984,756/4.30%) ● ABSTAIN (51,300/0.00%) <p>Links/references are available at Company's website as follows:</p> <p>i. ASM Quorum and Summary of Resolutions Approved (Posted April 28, 2020), p.2, available at: https://aboitizpower.com/wp-content/uploads/AP-ASM-Registration-Votes-as-of-Apr-27-2020.pdf</p> <p>ii. 2020 ASM Minutes, pp. 4 – 5, available at: https://aboitizpower.com/wp-content/uploads/AP-Minutes-2020-04.27.20-Annual-Stockholders-Meeting-FINAL-DRAFT.pdf</p>	
Supplement to Recommendation 9.1			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p> <p><i>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</i></p>	<p>Compliant</p>	<p>The Company's Revised Manual mandates the regular rotation of the lead audit partner of its external auditor every five years or earlier or as required by law, unless the Audit Committee recommends that the audit firm itself be changed.</p> <p>The Board of Directors discussed the Audit Committee's recommendation, and after discussion,</p>	

		<p>approved the reappointment of SGV. The re-appointment of SGV as the Company’s external auditor for 2020 was also approved during the 2020 ASM.</p> <p>Ms. Maria Veronica Andresa R. Pore is the Company’s current audit partner, and has served as such starting 2017.</p> <p>The Company complies with the requirements of Section 3(b)(ix) of SRC Rule 68 on the rotation of external auditors or signing partners and the two-year cooling-off period.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance - Policy with regard to the External Auditor, p. 40-41, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Definitive Information Statement (20-IS), p.29, Independent Public Accountant, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee’s responsibility on:</p> <p>i. assessing the integrity and independence of external auditors;</p> <p>ii. exercising effective oversight to</p>	<p>Compliant</p>	<p>Under the Audit Committee Charter, the Audit Committee has the following primary duties: (a) ensure the integrity of the Company’s financial reporting processes, including the integrity of financial reports and other financial information provided by the Company to the public, governmental and/or regulatory bodies; (b) ensure the adequacy and effectiveness of the Company’s internal control system, governance processes and risk management</p>	

<p>review and monitor the external auditor's independence and objectivity; and</p> <p>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p> <p><i>Provide link/reference to the company's Audit Committee Charter</i></p>		<p>processes and reviewing the performance on the Company's internal audit function; (c) review the annual independent audit of the Company's financial statements and the external auditors' qualifications, independence and objectivity; (d) ensure compliance with applicable laws and regulations which may represent material financial exposure to the Company; and (e) provide an avenue of communication among the Company's independent auditors, management, the internal auditing department and the Company.</p> <p>Links/references are available at Company's website as follows:</p> <p>Audit Committee Charter pp: 4-6: Duties and Responsibilities of the Committee, available at: https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p>	
<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><i>Provide link/reference to the company's Audit Committee Charter</i></p>	<p>Compliant</p>	<p>The Committee's responsibility to annually review and monitor the external auditor's suitability and effectiveness is found in the Audit Committee Charter.</p> <p>Links/references are available at Company's website as follows:</p> <p>Audit Committee Charter, page 6-7,10: Duties and Responsibilities of the Committee – B. Independent External Auditors, available at: https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p>	
<p>Supplement to Recommendations 9.2</p>			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand</p>	<p>Compliant</p>	<p>The Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its</p>	

<p>complex related party transactions, its counterparties, and valuations of such transactions.</p> <p><i>Provide link/reference to the company's Audit Committee Charter</i></p>		<p>counterparties, and valuations of such transactions.</p> <p>The Audit Committee conducts an annual evaluation of the external auditors' professional qualifications, performance, and independence.</p> <p>The committee also ensures that the external auditor complies with International Financial Reporting Standards (IFRS) and the Philippine Standards on Auditing (PSA).</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Definitive Information (20-IS), p. 28-29: Independent Public Accountant, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. Audit Committee Charter, pp 7-8: Duties and Responsibilities of the Committee – B. Independent External Auditors, available at: https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>iii. Amended Manual on Corporate Governance - Policy with regard to the External Auditor, pp. 40-41, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iv. Internal Audit Charter, available at: https://aboitizpower.com/wp-content/uploads/Updated-AP-Internal-Audit-Charter-Board-Audit-Committee-Signed-1.pdf</p>	
2. Audit Committee ensures that the	Compliant	The Audit Committee ensures that the external	

<p>external auditor has adequate quality control procedures.</p> <p><i>Provide link/reference to the company's Audit Committee Charter</i></p>		<p>auditor has adequate quality control procedures</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Audit Committee Charter, pp 7-8: Duties and Responsibilities of the Committee – B. Independent External Auditors, available at: https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>ii. Amended Manual on Corporate Governance - Policy with regard to the External Auditor, pp. 40-41, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Internal Audit Charter, available at: https://aboitizpower.com/wp-content/uploads/Updated-AP-Internal-Audit-Charter-Board-Audit-Committee-Signed-1.pdf</p>	
Recommendation 9.3			
<p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p> <p><i>Disclose the nature of non-audit services performed by the external auditor, if any.</i></p>	<p>Compliant</p>	<p>The Company disclosed in its Annual Report (SEC Form 17-A) and Definitive Information Statement (SEC Form 20-IS) the nature of the non-audit services done by the external auditor together with non-audit fees paid by the Company to SGV, if any. for 2020.</p> <p>For 2020, the Company did not engage SGV for any non-audit/consultancy services. Thus, no non-audit fees were paid.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Definitive Information Statement (20-IS), p.135:</p>	

		<p>Information on Independent Accountant and Other Related Matters, (A) External Audit Fees, available at: https://abotizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. 2020 Annual Report (SEC Form 17-A), pp.92-93, External Audit Fees and Services, available at: https://abotizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p>	
<p>2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor’s objectivity.</p> <p><i>Provide link or reference to guidelines or policies on non-audit services</i></p>	<p>Compliant</p>	<p>Pursuant to the Company’s Manual, the Internal Audit Charter, and Audit Committee Charter, the Audit Committee regularly evaluates the external auditors’ professional qualifications, performance, compensation, and most importantly its independence. The evaluation includes a review of the qualifications, performance and independence of the lead partner of the external auditors.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Audit Committee Charter, pp 7-8: Duties and Responsibilities of the Committee – B. Independent External Auditors, available at: https://abotizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>ii. Definitive Information Statement (20-IS), p.135, Information on Independent Accountant and Other Related Matters, available at: https://abotizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	

		iii. Internal Audit Charter , available at: https://aboitizpower.com/wp-content/uploads/Updated-AP-Internal-Audit-Charter-Board-Audit-Committee-Signed-1.pdf	
Supplement to Recommendation 9.3			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p> <p><i>Provide information on audit and non-audit fees paid.</i></p>	Compliant	<p>The Company did not engage SGV during 2020 for any non-audit/consultancy services. Thus, no non-audit fees were paid in 2020.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Definitive Information Statement (20-IS), p.135, Information on Independent Accountant and Other Related Matters, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. 2020 Annual Report (SEC Form 17-A), pp. 92-93, External Audit Fees and Services, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p>	
Additional Recommendation to Principle 9			
<p>1. Company's external auditor is duly accredited by the SEC under Group A category.</p> <p><i>Provide information on company's external auditor, such as:</i></p> <ol style="list-style-type: none"> 1. <i>Name of the audit engagement partner;</i> 2. <i>Accreditation number;</i> 3. <i>Date Accredited;</i> 	Compliant	<p>The Company's external auditor, SGV, is accredited by the SEC under Group A category.</p> <ol style="list-style-type: none"> 1. The Company's engagement partner in the Company's independent auditor's report is Maria Veronica Andresa R. Pore. 2. SEC Accreditation number: 0662-AR-4 (Group A) 3. Date Accredited: : November 21, 2019 	

<p>4. <i>Expiry date of accreditation; and</i> 5. <i>Name, address, contact number of the audit firm.</i></p>		<p>4. Expiry date of accreditation: November 20, 2022</p> <p>BIR Accreditation No. 08-001998-71-2020, December 3, 2020, valid until December 2, 2023</p> <p>PTR No. 8534345, January 4, 2021, Makati City</p> <p>5. Sycip Gorres Velayo & Co. 6760 Ayala Avenue, 1226 Makati City Tel no. (632) 8 891-0307</p> <p>Links/references are available at Company’s website as follows:</p> <p>I. Definitive Information Statement (20-IS) pp.28-29, 197: Item 7. Independent Public Accountant, Independent Auditor’s Report, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. 2020 Annual Report (SEC Form 17-A), pp135-137: Information on Independent Public Accountant, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p>	
<p>2. Company’s external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC’s Office of the General Accountant (OGA).</p> <p><i>Provide information on the following:</i></p> <p>1. <i>Date it was subjected to SOAR inspection, if subjected;</i></p>	<p>Compliant</p>	<p>The Company’s external auditor, SGV, is subject to SOAR inspection once every three (3) years. SGV’s most recent SOAR inspection occurred on November 12-23, 2018 and is within the three-year period.</p> <p>The names of the SGV members inspected were provided to the SEC representatives during the inspection.</p>	

<p>2. <i>Name of the Audit firm; and</i> 3. <i>Members of the engagement team inspected by the SEC.</i></p>			
<p>Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.</p>			
<p>Recommendation 10.1</p>			
<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>	<p>Compliant</p>	<p>The Revised Manual and Code of Ethics provide that the Company is committed to strike a balance between economic growth, social development, and environmental stewardship in the conduct of its business. As part of its Sustainability Policy, the Company shall determine focus areas which shall be monitored and reported to its stakeholders.</p> <p>The Company followed the Global Reporting Initiative (GRI) and UN SGD Alignment for its Aboitiz 2020 Consolidated Annual and Sustainability Report which includes specific information about its policies, programs, performance and other non-financial issues.</p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p> <p><i>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</i></p> <p><i>Provide link to Sustainability Report, if any. Disclose the standards used.</i></p>	<p>Compliant</p>	<p>The Company's key performance indicators are aligned with the United Nations Sustainable Development Goals. This indicates our commitment to contribute solutions to poverty reduction, education, climate change, responsible consumption, disaster preparedness, technological innovation, and institutional partnering to achieve these goals.</p> <p>The Company's Consolidated Annual and Sustainability Report is prepared in accordance with the GRI Standards: Core Option, and indexed to help the readers locate specific information about the Company's policies, programs, and performance.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp.</p>	

		<p>48, Sustainability Policy, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.6, About the Report, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iii. Company Website: Sustainability at Work – Governance, available at: https://aboitizpower.com/sustainability/#governance</p>	
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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

<p>1. Company has media and analysts’ briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p> <p><i>Disclose and identify the communication channels used by the company (i.e., website, Analyst’s briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.</i></p>	<p>Compliant</p>	<p>The Company, as a matter of practice, regularly schedules media and analysts’ briefings to ensure timely and accurate dissemination of public, material and relevant information to its shareholders and other investors. Analysts who are unable to attend these briefings in person may participate via a livestreaming portal made available by the Company.</p> <p>The materials presented during the analysts’ briefings are also available for download the Company’s website at: https://aboitizpower.com/investor-relations/downloads/</p> <p>In addition, the Company maintains and regularly updates the information and public disclosures found in the Company’s website.</p> <p>Links/references are available at Company’s website</p>	
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		<p>as follows:</p> <p>i. Analysts Briefings - https://aboitizpower.com/wp-content/uploads/AP-LETTER-01.10.20-PSE-re-Schedule-of-2020-Analysts-Briefings.pdf</p> <p>ii. Media Briefings - https://aboitizpower.com/media/media-events/#2019-2</p> <p>iii. Company Website, Disclosures, available at : https://aboitizpower.com/investor-relations/disclosures/</p>	
Supplemental to Principle 11			
<p>1. Company has a website disclosing up-to-date information on the following:</p> <p><i>Provide link to company website</i></p>	Compliant	<p>The Company's corporate website has comprehensive and updated information on the Company's businesses, policies, and management, among other matters.</p> <p>Copies of the Company's charter documents, governance policies and charters, annual and quarterly financial and operating reports, media and investor briefings and disclosures, and filings made with the SEC, and PSE are made available in the Company's website for the stakeholders to access and download.</p> <p>The Company discloses the following information on its website:</p> <p>Investor Relations Page: https://aboitizpower.com/investor-relations/disclosures/</p> <p>Media Relations Page: https://aboitizpower.com/media/news/</p>	

		<p>Corporate Governance Page: https://abotizpower.com/corporate-governance/#policies-and-protocols</p>	
<p>a. Financial statements/reports (latest quarterly)</p>	<p>Compliant</p>	<p>a. Financial Statements/Reports (annual and quarterly):</p> <p>i. Definitive Information (20-IS), available at: https://abotizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. 2020 Annual Report (Sec Form 17-A), available at: https://abotizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iii. AP Disclosure re First Quarter 2020 Financial and Operating Results, available at: https://abotizpower.com/wp-content/uploads/AP-17C-Disclosure-04.29.20-First-Quarter-2020-Financial-and-Operating-Results.pdf</p> <p>iv. AP Disclosure re Second Quarter 2020 Financial and Operating Results available at: https://abotizpower.com/wp-content/uploads/AP-17C-Disclosure-07.27.20-Second-Quarter-2020-Financial-and-Operating-Results.pdf</p> <p>v. AP SEC Form 17-Q (Second Quarterly Report 2020), available at: https://abotizpower.com/wp-content/uploads/06.30.20-AP-SEC-FORM-17-Q-re-Second-Quarter-Report-Full-Report-SIGNED.pdf</p> <p>vi. AP Disclosure re Third Quarter 2020 Financial and Operating Results, available at: https://abotizpower.com/wp-content/uploads/AP-17C-Disclosure-11.03.20-Third-Quarter-2020-</p>	

		<p>Financial-and-Operating-Results.pdf</p> <p>vii. AP SEC Form 17-Q (Third Quarterly Report 2020), available at: https://aboitizpower.com/wp-content/uploads/09.30.20-AP-SEC-FORM-17-Q-re-Third-Quarter-Report-REVISED-Full-Report.pdf</p> <p>viii. AP Disclosure re Fourth Quarter 2020 Financial and Operating Results available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-03.05.21-Fourth-Quarter-2020-Financial-and-Operating-Results.pdf</p>	
b. Materials provided in briefings to analysts and media	Compliant	<p>Analysts Briefings - https://aboitizpower.com/investor-relations/downloads/</p> <p>Media Briefings - https://aboitizpower.com/media/media-events/</p>	
c. Downloadable annual report	Compliant	<p>i. Aboitiz 2020 Consolidated Annual and Sustainability Report- https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>ii. 2020 Annual Report (Sec Form 17-A) - https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p>	
d. Notice of ASM and/or SSM	Compliant	<p>2020 ASM Main Page - https://aboitizpower.com/investor-relations/annual-stockholders-meeting/</p>	

		Notice and Agenda - https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.24.20-Revised-Notice-and-Rationale-of-2020-ASM-1.pdf	
e. Minutes of ASM and/or SSM	Compliant	<p>2020 ASM Main Page - https://aboitizpower.com/investor-relations/annual-stockholders-meeting/</p> <p>2020 ASM Minutes - https://aboitizpower.com/wp-content/uploads/AP-Minutes-2020-04.27.20-Annual-Stockholders-Meeting-FINAL-DRAFT.pdf</p>	
f. Company's Articles of Incorporation and By-Laws	Compliant	<p>AOI (2020) – https://aboitizpower.com/wp-content/uploads/AOI-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>By-Laws (2020) - https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p>	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	<p>The Company ensures that its website is compliant with the template prescribed by SEC.</p> <p>Please see. www.aboitizpower.com</p>	
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	All internal controls procedures and risk management systems are incorporated in the policies of the Audit Committee Charter and the revised Risk and Reputation Management Charter, respectively.	

<p>List quality service programs for the internal audit functions. Indicate frequency of review of the internal control system</p>		<p>The Company discloses its internal control procedures and risk management systems through the (i) Risk Management Report of its Chief Risk and Reputation Management Officer and (ii) the Report of the Internal Audit Heads in the Aboitiz 2020 Consolidated Annual and Sustainability Report. Regular reports to the Board assess the Company's material controls and risk management systems, key Group risk management developments, and a discussion of Group top risks.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Definitive Information Statement (20-IS), pp.100-108;150: Major Risk/s Involved in the Business, Internal Control and Compliance System Attestation, available at: https://abotizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. 2020 Annual Report (SEC Form 17-A), pp.55-62: Major Risk/s Involved in the Business, available at: https://abotizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.148-151, Managing our Top Risks, available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>An integral part of the Company's risk management discipline is a clear understanding of its key risks, the consistent execution of activities to address them and continuous improvement of the Risk Management</p>	

<p><i>Identify international framework used for Enterprise Risk Management</i></p> <p><i>Provide information or reference to a document containing information on:</i></p> <ol style="list-style-type: none"> 1. <i>Company's risk management procedures and processes</i> 2. <i>Key risks the company is currently facing</i> 3. <i>How the company manages the key risks</i> <p><i>Indicate frequency of review of the enterprise risk management framework.</i></p>		<p>program.</p> <p>Part of the governance of Risk Management is the regular review of the Risk Management Plans of all its business units. This is being conducted at least twice a year across the Group for Strategic Risks, while for Operational Risks, the business units have a more frequent review of their risk management plan.</p> <p>Risk management was also integrated into the strategic planning process, wherein risks are also identified especially for those areas that could have an impact on the strategic objectives set by the Company. The Risk Management Team has also started to integrate Environment, Social and Governance (ESG) in the risk assessment process, including enhancement of business continuity plans to make sure climate change related risks are properly mitigated.</p> <p>For a thorough discussion on the Company's top risks and risk management programs and initiatives, see:</p> <p>i. Definitive Information (20-IS), pp.100-108: Major Risk/s Involved in the Business available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. 2020 Annual Report (SEC Form 17-A), pp.55-62: Major Risk/s Involved in the Business, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.148-151: Managing our Top Risks, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-</p>	
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		content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf	
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><i>Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</i></p> <p><i>Indicate frequency of review.</i></p>	Compliant	<p>The Company has a comprehensive enterprise-wide compliance program, covering compliance with laws and relevant regulations. The Compliance program is reviewed annually.</p> <p>In 2018, Enterprise Compliance was integrated into Risk in order to manage Regulatory Risk which is among the Group's top risks.</p> <p>In recent years the Company has continued to define and develop a Compliance Management Framework. It launched the Aboitiz Unified Compliance Management System, based on the Governance, Risk and Compliance (GRC) Methodology. This aims to provide better oversight on Compliance Management through better access to data and information.</p> <p>The Enterprise Compliance Team also facilitated the change management process to adopt and comply with the requirements under the Data Privacy Act and the Philippine Competition Act through a series of numerous learning sessions to cascade compliance within the Group.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.143: Risk Management pp. 148:, all available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	

		<p>ii. Amended Manual on Corporate Governance, p.4, Compliance System – Compliance Officer, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Risk and Reputation Management Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-Board-Risk-and-Reputation-Management-Committee-Charter-ver8-eff-2020.1103.pdf</p>	
Optional: Recommendation 12.1			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p> <p><i>Provide information on IT governance process</i></p>	<p>Compliant</p>	<p>The Company continues to monitor and address issues such as cyber security and information technology processes, information on which is included in the Company’s Annual Reports.</p> <p>The Information Security Management System (ISMS) initiative roll-out was continued in 2018 and covered all Company business units. This includes (i) the development of policies based on the 14 domains of ISMS, (ii) the roll-out of the e-learning series as well as a series of numerous learning sessions to cascade compliance within the Group, and (iii) an improved the Group’s detection and monitoring systems by using more advanced technologies, and partnering with key vendors to assist the Company in global threat intelligence and digital forensics investigation.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Definitive Information Statement (20-IS) pp.100-108: Major Risk/s Involved in the Business available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	

		<p>ii. 2020 Annual Report (Sec Form 17-A), p 55-62, Major Risk/s Involved in the Business, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.148-151: Managing our Top Risks – Information Security Risk, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Recommendation 12.2			
<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><i>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</i></p>	<p>Compliant</p>	<p>The Company has a well-entrenched independent Internal Audit team, which is overseen by the Board through the Audit Committee. Mr. Saturnino E. Nicanor, Jr. is the Company’s Internal Audit Head. He was formally appointed on July 26, 2018 until present.</p> <p>With an independent audit function, the Internal Audit Team provides reasonable assurance that the Company’s key organizational and operational controls are effective, appropriate and complied with.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended Manual on Corporate Governance, p. 39: General Audit Policy, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Audit Committee Charter - https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p>	

		iii. Internal Audit Charter , available at: https://aboitizpower.com/wp-content/uploads/Updated-AP-Internal-Audit-Charter-Board-Audit-Committee-Signed-1.pdf	
Recommendation 12.3			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p> <p><i>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</i></p>	Compliant	<p>The Company has an Internal Audit Head that acts as the equivalent of a Chief Audit Executive which is overseen by the Board through the Audit Committee. On July 26, 2018, the Company formally appointed Mr. Saturnino E. Nicanor, Jr. as the Company's Internal Audit Head and re-appointed by the Board of Directors during its Organizational Meeting held on April 27, 2020.</p> <p>The functions of the Internal Audit Head are found in the following:</p> <p>i. Amended Manual on Corporate Governance, p. 31-41: Board Audit Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Audit Committee Charter - https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>Mr. Nicanor, Jr.'s appointment can be seen at: Disclosure on the Results of AP's Organizational Meeting - https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced	Compliant	The Company's internal audit function is led by the Internal Audit Head who is responsible for the internal audit activity of the organization as well as in the	

<p>to a third party service provider.</p>		<p>oversight of any audit activity that is outsourced to a third-party service provider.</p> <p>With an independent audit function, the Internal Audit Team provides reasonable assurance that the Company's key organizational and operational controls are effective, appropriate and complied with.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Disclosure on the Results of AP's Organizational Meeting - https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p> <p>ii. Audit Committee Charter - https://aboitizpower.com/wp-content/uploads/APC-IAD-001-AP-Board-Audit-Committee-Charter-Google-Docs.pdf</p> <p>iii. Amended Manual on Corporate Governance, P. 31-41, Board Audit Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
<p>3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.</p> <p><i>Identify qualified independent executive or senior management personnel, if applicable.</i></p>	<p>Compliant</p>	<p>The Company does not fully outsource its internal audit activity.</p>	
<p>Recommendation 12.4</p>			
<p>1. Company has a separate risk management function to identify,</p>	<p>Compliant</p>	<p>In 2020, the Company's risk management function headed by the Data Privacy Officer and Vice President</p>	

<p>assess and monitor key risk exposures.</p> <p><i>Provide information on company's risk management function.</i></p>		<p>for Risk and Organizational Performance Management, Ms.Marnie F. Manalac who is responsible for the Company's Risk Management initiatives.</p> <p>The Company's Board is committed to establishing a fully functioning enterprise risk management system for the Company and its businesses. The Board oversees the Company's risk management functions through the Risk and Reputation Management Committee.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Definitive Information Statement (20-IS) pp.100-108: Major Risk/s Involved in the Business available at: https://abotizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. 2020 Annual Report (Sec Form 17-A), pp. 55-62, Major Risk/s Involved in the Business, available at: https://abotizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p> <p>iii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.148-151, Managing our Top Risks, available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>Supplement to Recommendation 12.4</p>			

<p>1. Company seeks external technical support in risk management when such competence is not available internally.</p> <p><i>Identify source of external technical support, if any.</i></p>	<p>Compliant</p>	<p>Below is the list of technical support tapped by the Company for risk and insurance management in 2020:</p> <ul style="list-style-type: none"> ● AON Global Risk Consulting (risk and insurance) ● Marsh and Willis Tower Watson (insurance) 	
<p>Recommendation 12.5</p>			
<p>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).</p> <p><i>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</i></p>	<p>Compliant</p>	<p>In 2020, Ms. Marie F. Manalac was the Company's Data Privacy Officer and Vice President for Risk and Organizational Performance Management. She has relevant years of experience on risk and risk management.</p> <p>Link/reference is as follows:</p> <p>i. Risk and Reputation Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-Board-Risk-and-Reputation-Management-Committee-Charter-ver8-eff-2020.1103.pdf</p> <p>ii. 2020 Results of Organizational Meeting, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p>	
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>Compliant</p>	<p>In 2020, the functions of the Company's Chief Risk Officer was performed by Ms. Marnie F. Manalac. She is the Company's Data Privacy Officer and Vice President for Risk and Organizational Performance Management, and was supported by the Company's Risk Management Team composed of competent risk managers and compliance specialists.</p> <p>She also has relevant experience on risk and risk management.</p>	

		<p>Link/reference is as follows:</p> <p>i. Risk and Reputation Committee Charter, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-Board-Risk-and-Reputation-Management-Committee-Charter-ver8-eff-2020.1103.pdf</p> <p>ii. 2020 Results of Organizational Meeting, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-04.27.20-Results-of-Organizational-Meeting.pdf</p>	
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Additional Recommendation to Principle 12

<p>1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.</p> <p><i>Provide link to CEO and CAE's attestation</i></p>	<p>Compliant</p>	<p>The Company's current CEO, Mr. Emmanuel V. Rubio and Company's Internal Audit Head, Mr. Saturnino E. Nicanor, Jr. have attested in writing, that a sound internal audit control and compliance system is in place and working effectively.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Definitive Information Statement (20-IS) p.162: Internal Control and Compliance System Attestation, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.190, Internal Control and Compliance System Attestation, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
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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			
<p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p> <p><i>Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.</i></p>	Compliant	<p>The Company's Revised Manual on Corporate Governance provides shareholder's rights and protection.</p> <p>Links/references are available at Company's website as follows:</p> <p>Amended Manual on Corporate Governance, pp. 51-53, Shareholder's Benefit, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
<p>2. Board ensures that basic shareholder rights are disclosed on the company's website.</p> <p><i>Provide link to company's website</i></p>	Compliant	<p>The rights of the shareholders are disclosed and available in the Company's website, specifically (i) the corporate governance page, and the (ii) downloadable copy of the Company's Revised Manual.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, pp. 51-53, Shareholder's Benefit-Investor's Rights and Protection, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>ii. Company Website, Corporate Governance Practices - Rights of Shareholders, available at: https://aboitizpower.com/corporate-governance/governance-practices/#s-of-shareholders</p>	
Supplement to Recommendation 13.1			
<p>1. Company's common share has one vote for one share.</p>	Compliant	<p>The Company's Amended By-Laws and Revised Manual mandate that all shareholders, regardless of the amount of their shareholdings, are given the right to participate in company decision-making, pursuant</p>	

		<p>to the one-share one-vote policy of the Company.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended By-Laws (2020) – p. 1, Section 5- Vote, available at: https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>ii. Amended Manual on Corporate Governance, p.51 , Voting Right, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</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><i>Provide information on all classes of shares, including their voting rights if any.</i></p>	<p>Compliant</p>	<p>Through the Company's Amended By-Laws and Revised Manual, the Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights, and transfer rights.</p> <p>To protect and promote the shareholder's right to vote, the Company launched its internally-developed online voting portal to allow its shareholders to participate remotely and cast their vote in absentia during the Company's 2020 ASM.</p> <p>Links/reference are as follows:</p> <p>i. Amended By-Laws (2020), p.1-2, Section 5- Vote, available at: https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 51, Voting Right, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	

		<p>iii. Definitive Information Statement (20-IS) p.7: Item 4. Voting Securities and Principal Holders Thereof available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	
<p>3. Board has an effective, secure, and efficient voting system.</p> <p><i>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</i></p>	Compliant	<p>The Board has an effective, secure, and efficient voting system. To facilitate the Board’s decision, matters submitted their approval and the proposed language of the Board resolutions are uploaded to a secured online portal (Diligent Boardbooks) within five days from the date of the Board meeting. Once uploaded to the online portal, the Directors can review and are given the option to cast their votes online.</p> <p>The required number of votes to approve a corporate action is are found in the following:</p> <p>i. Amended By-Laws (2020) – p.1, Quorum, available at: https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>ii. Board Charter, p.8, Board Meetings, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Charter.pdf</p>	
<p>4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.</p>	Compliant	<p>The Company’s Revised Manual mandates that all shareholders should be treated equally or without discrimination. The Company abides by the requirements of the Revised Corporation Code regarding the protection of the rights of minority shareholders, including corporate actions requiring supermajority votes (2/3 of outstanding capital stock).</p> <p>To protect and promote the voting right of every shareholder, without discrimination, the Company</p>	

		<p>launched its internally-developed online voting portal to allow its shareholders to participate remotely and cast their vote <i>in absentia</i> during the Company's 2020 ASM.</p> <p>Link/reference is as follows:</p> <p>i. Amended By-Laws (2020) – p. 1, Quorum, available at: https://aboitizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 49, Voting Right, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Definitive Information Statement (20-IS) p. 7: Item 4. Voting Securities and Principal Holders Thereof available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	
<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p> <p><i>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</i></p>	<p>Compliant</p>	<p>The Company's Amended By-Laws allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p> <p>At any ASM or special stockholders meeting, stockholders in attendance are given the opportunity to raise and discuss matters outside of the disclosed Agenda in addition to those already indicated therein.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Amended By-Laws (2020), p. 1: Section 2. Special Meeting, available at: https://aboitizpower.com/wp-</p>	

		<p>content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 52, Shareholder’s Benefit – Right to Information, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Minutes of the 2020 Annual Stockholders Meeting, p.13, Other Business and Adjournment, available at: https://abotizpower.com/wp-content/uploads/AP-Minutes-2020-04.27.20-Annual-Stockholders-Meeting-FINAL-DRAFT.pdf</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p> <p><i>Provide information or link/reference to the policies on treatment of minority shareholders</i></p>	Compliant	<p>Each of the Company’s shareholders has the same rights, regardless of how many shares they own.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Amended By-Laws (2020) – p. 1-2, Vote, available at: https://abotizpower.com/wp-content/uploads/BL-ABOITIZ-POWER-CORPORATION-Amended-10.01.2020-for-website.pdf</p> <p>ii. Amended Manual on Corporate Governance, p. 51, Voting Right, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Definitive Information Statement (20-IS) p.7: Item 4. Voting Securities and Principal Holders Thereof available at: https://abotizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	
<p>7. Company has a transparent and specific</p>	Compliant	<p>The Company has a clear and transparent dividend policy.</p>	

<p>dividend policy.</p> <p><i>Provide information on or link/reference to the company's dividend Policy.</i></p> <p><i>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</i></p>		<p>For 2020, the Company declared dividends on March 6, 2020 in the amount of PHP 1.18/share taken out of the unrestricted retained earnings as of December 31, 2019, to all stockholders of record as of the close of business hours on March 20, 2020, payable on April 3, 2020.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. 2020 Cash Dividend Disclosure - https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-03.06.20-Cash-Dividends-Declaration.pdf</p> <p>ii. Amended Manual on Corporate Governance, p.52, Right to Dividends, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Definitive Information Statement (20-IS) p.119: Dividends, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iv. 2020 Annual Report (SEC Form 17-A),p. 76: Dividends, available at: https://aboitizpower.com/wp-content/uploads/AP-SEC-FORM-17-A-2020-Annual-Report-Full-Report-reduced.pdf</p>	
Optional: Recommendation 13.1			
<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<p>During the 2020 ASM, the Company appointed Luis Cañete & Company, an independent accounting firm as the Independent Board of Election Inspectors who witnessed and verified the counting of the votes. The</p>	

<p><i>Identify the independent party that counted/validated the votes at the ASM, if any.</i></p>		<p>method of counting the votes was done in accordance with the general provisions of the Revised Corporation Code by representatives of the Office of the Corporate Secretary, who served as members of the Election Committee.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Definitive Information Statement (20-IS) p. 37, The Method by which Votes will be Counted, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. AP Disclosure on the Appointment of the Board Election Inspectors - https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-03.06.20-Matters-Approved-by-the-Board-on-March-6-2020.pdf</p>	
Recommendation 13.2			
<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p> <p><i>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</i></p> <p><i>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</i></p> <p><i>Provide link to the Agenda included in the</i></p>	<p>Compliant</p>	<p>To encourage active shareholder participation in the ASM, the Board ensures that the Notice and agenda of the ASM are released at least 28 days before the meeting.</p> <p>For the 2020 ASM, the Notice of the Meeting, along with the rationale for each agenda item was released through the following:</p> <ol style="list-style-type: none"> 1. Company Disclosure to the SEC, PSE, and PDEX on March 6, 2020, or 52 days from April 27, 2020. 2. Uploaded to the Company's Website on March 6, 2020, or 52 days from April 27, 2020. 3. Published in three newspapers of general circulation on March 26, 2020, or 32 days from April 	

<p>company's Information Statement (SEC Form 20-IS)</p>		<p>27, 2020.</p> <p>No approval of remuneration or changes therein were included in the Agenda of the 2020 ASM.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. AP Disclosure of the Notice and Agenda of the ASM - https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-03.06.20-Notice-and-Agenda-of-2020-ASM-1.pdf</p> <p>ii. Definitive Information Statement (20-IS), p.3, Notice and Agenda, available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>iii. Company Website, 2020 ASM Page - https://aboitizpower.com/investor-relations/annual-stockholders-meeting/</p>	
Supplemental to Recommendation 13.2			
<p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p> <p><i>Provide link or reference to the company's notice of Annual Shareholders' Meeting</i></p>	<p>Compliant</p>	<p>The Company's Notice of ASM contains the following information:</p> <p>Links/references are available at Company's website as follows:</p> <p>(a) For the profiles of Directors, see:</p>	
<p>a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)</p>	<p>Compliant</p>	<p>Definitive Information Statement (20-IS) pp.10-15: Item 5. Directors and Executive Officers available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	

<p>b. Auditors seeking appointment/re-appointment</p>	<p>Compliant</p>	<p>(b) For the auditor seeking re-appointment, see:</p> <p>i. Definitive Information Statement (20-IS) p. 3: Notice and Agenda; p. 144: Explanation Of Agenda Items Requiring Stockholders' Approval available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p> <p>ii. AP Disclosure on the Notice and Agenda of the ASM, available at -</p> <ul style="list-style-type: none"> • March 6, 2020 https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-03.06.20-Notice-and-Agenda-of-2020-ASM-1.pdf • March 19, 2020 - https://aboitizpower.com/wp-content/uploads/AP-2020-ASM-Notice-and-Agenda-REVISED.pdf 	
<p>c. Proxy documents</p>	<p>Compliant</p>	<p>(c) A copy of a sample proxy was attached to the 2020 Definitive Information Statements distributed to the stockholders.</p> <p>Samples of the proxy documents, i.e. Individual, Corporate, PCD Participant/Broker, are also available at the Company Website at: https://aboitizpower.com/investor-relations/annual-stockholders-meeting/</p>	
<p>Optional: Recommendation 13.2</p>			
<p>1. Company provides rationale for the agenda items for the annual stockholders meeting</p>	<p>Compliant</p>	<p>The Company provides a rationale for each agenda item for the ASM. Each resolution for approval relates to only one agenda item, with a brief rationale or explanation for its inclusion in the ASM. The Company</p>	

<p><i>Provide link or reference to the rationale for the agenda items</i></p>		<p>does not include any additional and unannounced agenda item in the ASM.</p> <p>In 2020, the Company posted the Notice and Agenda on its website and disclosed the same with the SEC, PSE, and PDEx on March 6, 2020, and updated on March 19, 2020. The Notice and Agenda were also published in 3 newspapers of general circulation on March 26, 2020.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. ASM Notice and Agenda available at:</p> <ul style="list-style-type: none"> • March 6, 2020 https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-03.06.20-Notice-and-Agenda-of-2020-ASM-1.pdf • March 19, 2020 - https://aboitizpower.com/wp-content/uploads/AP-2020-ASM-Notice-and-Agenda-REVISED.pdf <p>ii. Definitive Information Statement (20-IS), p.3 , Notice and Agenda; pp.143-146: Explanation Of Agenda Items Requiring Stockholders' Approval available at: https://aboitizpower.s3-ap-southeast-1.amazonaws.com/2020+AboitizPower+SEC+Form+20-IS+%28Definitive+Information+Statement%29.pdf</p>	
Recommendation 13.3			
<p>1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting</p>	<p>Compliant</p>	<p>Results of the votes taken during the Annual Stockholders' Meeting, as verified by the board of election inspectors, were immediately flashed to the stockholders after the 2020 ASM meeting adjourned.</p>	

<p>publicly available the next working day.</p> <p><i>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</i></p>		<p>Copies of the voting tally sheet, as confirmed by the Independent Board of Election Inspectors, are immediately uploaded to the company's website by the next business day.</p> <p>Links/references are as follows</p> <p>i. 2020 ASM Minutes, posted in the Company's website on April 28, 2020, available at: https://aboitizpower.com/wp-content/uploads/AP-Minutes-2020-04.27.20-Annual-Stockholders-Meeting-FINAL-DRAFT.pdf</p> <p>ii. ASM Quorum and Summary of Resolutions Approved, posted in the Company's website on April 28, 2020, available at: https://aboitizpower.com/wp-content/uploads/AP-ASM-Registration-Votes-as-of-Apr-27-2020.pdf</p> <p>iii. Company Website available at: https://aboitizpower.com/investor-relations/annual-stockholders-meeting/</p>	
<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p> <p><i>Provide link to minutes of meeting in the company website.</i></p> <p><i>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</i></p> <p><i>Indicate also if the voting on resolutions was by poll.</i></p>	<p>Compliant</p>	<p>The Minutes of the 2020 ASM were uploaded to the Company's website on April 28, 2020, one day after the ASM.</p> <p>Results of the votes taken during the 2020 ASM, as verified by the board of election inspectors, were immediately flashed to the stockholders after the adjournment of the ASM. Copies of the voting tally sheet, as confirmed by the Independent Board of Election Inspectors, were uploaded to the company's website on the following day.</p> <p>The stockholders had the opportunity to ask questions.</p>	

<p><i>Include whether there was opportunity to ask question and the answers given, if any</i></p>		<p>Links/references are as follows</p> <p>i. 2020 ASM Minutes, posted in the Company's website on April 28, 2020, available at: https://aboitizpower.com/wp-content/uploads/AP-Minutes-2020-04.27.20-Annual-Stockholders-Meeting-FINAL-DRAFT.pdf</p> <p>ii. ASM Quorum and Summary of Resolutions Approved, posted in the Company's website on April 28, 2020, available at: https://aboitizpower.com/wp-content/uploads/AP-ASM-Registration-Votes-as-of-Apr-27-2020.pdf</p>	
Supplement to Recommendation 13.3			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p> <p><i>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</i></p>	<p>Compliant</p>	<p>The Company's External Auditor attended the 2020 ASM.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. 2020 ASM Minutes - https://aboitizpower.com/wp-content/uploads/AP-Minutes-2020-04.27.20-Annual-Stockholders-Meeting-FINAL-DRAFT.pdf</p>	
Recommendation 13.4			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	<p>Compliant</p>	<p>The Company's Revised Manual authorizes that the Board may adopt the rules and procedures set forth under Republic Act No. 9285, otherwise known as the Alternative Dispute Resolution Act of 2004, as an alternative means to amicably and fairly settle such disputes, conflicts, or differences, in order to ease the tedious process of court litigation.</p>	
<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p> <p><i>Provide details of the alternative dispute resolution made available to resolve intra-</i></p>	<p>Compliant</p>	<p>Links/references are available at Company's website as follows:</p> <p>i. Amended Manual on Corporate Governance, p.6-10</p>	

<p><i>corporate disputes</i></p> <p><i>Provide link/reference to where it is found in the Manual on Corporate Governance</i></p>		<p>Duties and Functions of the Board, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
Recommendation 13.5			
<p>1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.</p> <p><i>Disclose the contact details of the officer/office responsible for investor relations, such as:</i></p> <ol style="list-style-type: none"> <i>1. Name of the person</i> <i>2. Telephone number</i> <i>3. Fax number</i> <i>4. E-mail address</i> 	<p>Compliant</p>	<p>The Company’s Investor Relations Officer ensures constant engagement with its shareholders. The Company’s Governance and Compliance Team also makes itself available to shareholders to address any questions or concerns.</p> <p>In 2020, the Company’s Investor Relations Officer is:</p> <ol style="list-style-type: none"> 1. Name of the person – Francisco Victor “Judd” Salas 2. Telephone number – (632) 8-886-2702/8-886-2423 Fax (632) 8-817-3560 3. Fax number – (632) 8-817-3560 4. E-mail address: ir@aboitiz.com <p>Links/references are available at Company’s website as follows:</p> <p>i. Company Website, available at: https://aboitizpower.com/investor-relations/highlights/https://aboitizpower.com/contact-us/shareholders-online-request/</p>	
<p>2. IRO is present at every shareholder’s meeting.</p> <p><i>Indicate if the IRO was present during the ASM.</i></p>	<p>Compliant</p>	<p>The Company’s Investor Relations Officer, Mr. Francisco “Judd” Salas, attends every shareholders meeting, including the 2020 ASM.</p> <p>Links/references are available at Company’s website as follows:</p> <p>2020 ASM Minutes - https://aboitizpower.com/wp-content/uploads/AP-Minutes-2020-04.27.20-Annual-Stockholders-Meeting-FINAL-DRAFT.pdf</p>	
Supplemental Recommendations to Principle 13			

<p>1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group</p> <p><i>Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.</i></p>	<p>Compliant</p>	<p>The Board of Directors has not instituted any anti-takeover measures. The shares of the Company are available for purchase at the Philippine Stock Exchange at prevailing market prices.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. PSE EDGE Website, available at: http://edge.pse.com.ph/companyInformation/form.do?cmpy_id=609</p>	
<p>2. Company has at least thirty percent (30%) public float to increase liquidity in the market.</p> <p><i>Indicate the company's public float.</i></p>	<p>Non-Compliant</p>		<p>With a Public Float of 19.29% as of December 31, 2020, The Company remains compliant with the minimum public float requirements of the Philippine Stock Exchange. The Company regularly monitors its Public Float and is committed to comply with any amendments to Rules on Minimum Public Ownership duly approved by the Exchange.</p> <p>Links/references are available at Company's website as follows:</p> <p>AP Disclosure - Public Ownership Report as of December 31, 2020 - https://abotizpower.com/wp-content/uploads/AP-Public-Ownership-Report-as-of-12.31.20.pdf</p>
<p>Optional: Principle 13</p>			
<p>1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting</p> <p><i>Disclose or provide link/reference to policies</i></p>	<p>Compliant</p>	<p>The Company has an Investor Relations Officer who ensures constant engagement with shareholders.</p> <p>In order to engage the Company's shareholders beyond the ASM, the Company also has a dedicated Shareholder Relations Officer to respond to address</p>	

<p><i>and practices to encourage shareholders' participation beyond ASM</i></p>		<p>any issues and concerns.</p> <p>The details of the Company's Shareholder Relations Officer are as follows:</p> <p>Name: Marinel Mangubat Tel: (632) 8-886-2800 local 21757 Fax: (632)8- 886-2407 Email: marinel.mangubat@aboitiz.com</p> <p>In addition, the Company has a dedicated portals to address or accommodate any shareholder requests,</p> <p>(i) Shareholder Online Request Portal, available at: https://aboitiz.com/contact-us/shareholders-online-request/</p> <p>(ii) Contact Us page, available at: https://aboitiz.com/contact-us</p> <p>Lastly, the Company has an online corporate news portal, the AboitizEyes, which is accessible to the public. Through this online news portal, stakeholders, including individual shareholders can stay updated on the latest updates on the Company and its businesses. AboitizEyes is available at: https://aboitizeyes.aboitiz.com/</p>	
<p>2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.</p> <p><i>Disclose the process and procedure for secure electronic voting in absentia, if any.</i></p>	<p>Compliant</p>	<p>In 2020, the Company launched its secure online voting portal to allow the shareholders to participate and cast their votes remotely or in absentia at any shareholders meeting.</p> <p>On October 1, 2020, the SEC approved the amendments to Article I Sections 4, 5, and 6, of the Company's Amended By-Laws allowing the shareholders to participate remotely and cast their votes in absentia at any shareholders meeting.</p>	

		<p>Links/references are available at Company's website as follows:</p> <p>i. Aboitiz Group Voting Portal, available at: http://www.votingportal.aboitiz.com/</p> <p>ii. Company Website: 2020 ASM - Proxy Forms, available at: https://aboitizpower.com/investor-relations/annual-stockholders-meeting/</p> <p>iii. Disclosure on the Approval of the Amendments to the Company's By-Laws, available at: https://aboitizpower.com/wp-content/uploads/AP-17C-Disclosure-10.05.20-SEC-Approval-of-Amendment-of-By-Laws.pdf</p>	
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Duties to Stakeholders

Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p> <p><i>Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.</i></p>	<p>Compliant</p>	<p>The Company follows a three-step process to identify, understand, and engage its stakeholders to ensure that the Company lives by its mission to create long term value.</p> <p>Key stakeholders include: (i) team leaders and team members who work toward achieving business strategies; (ii) host communities of the companies and business units; (iii) local government units that support and host the Group's businesses; (iv) regulators of the businesses; (v) the suppliers and contractors who are the Company's partners in growth; and (vi) customers whom the Company serves.</p> <p>Links/references are available at Company's website as follows:</p>	
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Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p> <p><i>Identify policies and programs for the protection and fair treatment of company’s stakeholders</i></p>	<p>Compliant</p>	<p>The Group’s purpose statement, “<i>Guided by our core values, we at the Aboitiz Group, drive change for a better world by advancing business and communities and creating long term value for our stakeholders</i>”, shows the importance that the Aboitiz Group puts in its stakeholders. The Company’s business model is anchored on sustainable growth of its businesses with full engagement of their stakeholders. shows the importance that Aboitiz puts in its stakeholders.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Code of Ethics and Business Conduct, p.3, Commitment to our Stakeholders, available at: https://abotizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p> <p>ii. Amended Manual on Corporate Governance, pp. 51-53, Shareholder’s Benefit, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	

Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p> <p><i>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</i></p> <p><i>Provide information on whistleblowing policy, practices and procedures for stakeholders</i></p>	Compliant	<p>The Company's Whistleblowing Policy and portal allows all stakeholder to seek redress for wrongdoings and report unethical practices. The whistleblowing hotline is easily accessible at the Company's website.</p> <p>The Whistleblowing Policy ensures that the whistleblower may file an anonymous report and submit it to any or all of the following officers: Chairman of the Board, President, Chief Executive Officer, Lead Independent Director, Compliance Officer, and Internal Audit Head.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Company's Whistleblowing Hotline - https://aboitizpower.com/contactus/whistleblowing/</p> <p>ii. Contact Us - https://aboitizpower.com/contactus/shareholders-online-request/</p> <p>iii. Whistle-blowing Policy, available at https://aboitizpower.com/wpcontent/uploads/AboitizPower-WhistleblowingPolicy .pdf</p> <p>iv. Shareholder's Online Request Form - https://aboitizpower.com/contact-us/shareholders-online-request/</p>	
Supplement to Recommendation 14.3			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	Compliant	<p>The Company's Revised Manual authorized the Board to establish and maintain an alternative dispute resolution system that can amicably settle disputes, conflicts, or differences between the Company and its shareholders, between shareholders. and between the Company and third parties, including the regulatory</p>	

<p><i>Provide information on the alternative dispute resolution system established by the company.</i></p>		<p>authorities. To this end, the Company may adopt the rules and procedures set forth under Republic Act No. 9285, otherwise known as the Alternative Dispute Resolution Act of 2004, as an alternative means to amicably and fairly settle such disputes, conflicts, or differences, in order to ease the tedious process of court litigation.</p> <p>Links/references are available at Company’s website as follows:</p> <p>Amended Manual on Corporate Governance, p. 7-11 Duties and Functions of the Board, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
Additional Recommendations to Principle 14			
<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p> <p><i>Disclose any requests for exemption by the company and the reason for the request.</i></p>	Compliant	<p>The Company has not sought any exemption from the application of a law, rule or regulation, especially in connection with corporate governance matters.</p> <p>The Company’s commitment to good corporate governance is a necessary component of what constitutes sound strategic business management.</p> <p>Links/references are available at Company’s website as follows:</p> <p>Code of Ethics and Business Conduct https://aboitizpower.com/wpcontent/uploads/Code-of-Ethics-and-BusinessConduct_AP.pdf</p>	
<p>2. Company respects intellectual property rights.</p> <p><i>Provide specific instances, if any.</i></p>	Compliant	<p>The Company’s Code of Ethics and Business Conduct mandates every team member to respect the intellectual and other property rights owned by the Group, its customers or stakeholders.</p> <p>Link/reference is as follows:</p>	

		<p>Company's Code of Ethics – p.4, Proprietary and Confidential Information available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p>	
Optional: Principle 14			
<p>1. Company discloses its policies and practices that address customers' welfare</p> <p><i>Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.</i></p>	Compliant	<p>The Company's policies on customer welfare are embodied in the Code of Ethics.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Code of Ethics and Business Conduct – pp. 2-3, Commitment to our Stakeholders: Dealing with Clients, Suppliers, Business Partners and the Public available at https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p> <p>ii. Company's Whistleblowing Hotline - https://aboitizpower.com/contactus/whistleblowing/</p> <p>iii. Contact Us - https://aboitizpower.com/contactus/shareholders-online-request/</p> <p>iv. Whistle-blowing Policy, available at https://aboitizpower.com/wpcontent/uploads/AboitizPower-WhistleblowingPolicy .pdf</p> <p>v. Shareholder's Online Request Form - https://aboitizpower.com/contact-us/shareholders-online-request/</p>	
<p>2. Company discloses its policies and practices that address</p>	Compliant	<p>The Company's Code of Ethics provides guidance on supplier/contractor selection process. The Code is</p>	

<p>supplier/contractor selection procedures</p> <p><i>Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.</i></p>		<p>disclosed in the Company's website.</p> <p>Links/references are available at Company's website as follows:</p> <p>Code of Ethics and Business Conduct – p. 2-3, Commitment to our Stakeholders: Dealing with Clients, Suppliers, Business Partners and the Public, available at: https://aboitizpower.com/wpcontent/uploads/Code-of-Ethics-and-BusinessConduct_AP.pdf</p>	
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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

<p>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.</p> <p><i>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</i></p>	<p>Compliant</p>	<p>One of the strategic pillars of the Company - Build Human Capital – is a recognition of the important role that employees or “team members” as they are referred to, play in the realization of the Company’s goals. The Company recognizes that attracting, optimizing, and retaining top caliber professionals is crucial to the Company’s success. Because of this, there are a number of policies and programs developed to ensure that team members are actively engaged and invested in the Company’s success. These include activities that address an individuals’ needs – to give back, to grow, to belong, and to contribute.</p> <p>Each employee of the Company is expected to align his/her individual objectives to the strategic objectives of the Company to enable him/her to contribute to the Company's goals through specific initiatives.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Code of Ethics and Business Conduct – pp. 2-3, Commitment to our Stakeholders: Dealing with Clients, Suppliers, Business Partners and the Public https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p. 139: Key Dialogue Channels for Stakeholders, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Supplement to Recommendation 15.1			
<p>1. Company has a reward/compensation policy that accounts for the performance</p>	<p>Compliant</p>	<p>The Company rewards its team members with annual merit increase and productivity bonuses, depending</p>	

<p>of the company beyond short-term financial measures.</p> <p><i>Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</i></p>		<p>on the performance of the Company and the individual. The Company offers not only statutory benefits but also additional internal benefit programs to enhance the quality of life of its employees.</p> <p>The Company has a well-developed performance scorecard, which includes financial and non-financial targets, and to which different business groups, business units, departments and individual's annual plans are developed and aligned to. These plans, which are all aligned to support the Company's mission, are presented to management every September and to the Board every November. These signed-off plans are then regularly reviewed on all levels.</p> <p>Links/references are available at Company's website as follows:</p> <p>Aboitiz 2020 Consolidated Annual and Sustainability Report, pp. 160-162: Talent Retention, available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p> <p><i>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</i></p>	<p>Compliant</p>	<p>The Company has a number of policies and programs to address the health, safety and welfare of the employees which are aligned with government mandates.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.56, Talent Management, available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	

		<p>content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>ii. Code of Ethics and Business Conduct, p. 2, Commitment to Each Other: Dealing with Team Members, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p>	
<p>3. Company has policies and practices on training and development of its employees.</p> <p><i>Disclose and provide information on policies and practices on training and development of employees.</i></p> <p><i>Include information on any training conducted or attended.</i></p>	<p>Compliant</p>	<p>The Company’s philosophy in talent development is based on the individual needs of the team members. The Company requires all employees to prepare individual development plans every year. These plans set out concrete activities for the employees where they are able to secure education, exposure and experience to address gaps in the competencies required for their respective positions.</p> <p>To complement the team member’s individual development plans, the Company has a refreshed learning program called the Aboitiz Academy which entails a blended learning combination of formal classroom training, on-the-job training coaching and mentoring and e-learning. The Aboitiz Academy has core programs which are mandatory and should be taken by the team members depending on their level and years of service with the Company.</p> <p>In addition to the core programs, the Company also offers elective programs consisting of business, finance and management programs. The Company also partners with online learning platforms such as LinkedIn Learning, and ExecOnline a to provide practical and higher-level training programs for the team members.</p> <p>Links/references are available at Company’s website</p>	

		as follows: Aboitiz 2020 Consolidated Annual and Sustainability Report , p.156: Talent Management, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf	
Recommendation 15.2			
<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p> <p><i>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</i></p>	Compliant	<p>The Company's policy on anti-bribery and corruption is included in its Code of Ethics.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Company's Code of Ethics, p. 3, Bribery and Corruption – https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, – p.180-183: Key Company Policies, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>iii. Company Website: Anti-Corruption Policy, available at: https://aboitizpower.com/corporate-governance/policies-and-protocols/the-companys-anti-corruption-policy/</p>	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	Compliant	<p>The Company's HR Team is responsible for disseminating the contents of the Code to existing and new Directors, Corporate Officers, and employees through the new hires' orientation, onboarding</p>	

<p><i>Identify how the board disseminated the policy and program to employees across the organization</i></p>		<p>sessions, and other training, and by making the Code and other policies available in the Company portal for easy access.</p> <p>The Company's Code was part of the Aboitiz Academy Core Program as a mandatory course to be taken by all team members on an annual basis. An e-learning course on the Code was developed and launched to promote self-paced and self-driven learning. After taking the course, team members are required to renew their personal commitment to the Code.</p> <p>All team members are mandated to review and renew their personal commitment to the Code of Ethics on an annual basis.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Code of Ethics and Business Conduct, p.6, Enforcement and Administration of the Code, available at: https://abotizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p> <p>ii. Amended Manual on Corporate Governance, pp. 48-49, Communication Process, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
Supplement to Recommendation 15.2			
<p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p> <p><i>Identify or provide link/reference to the</i></p>	<p>Compliant</p>	<p>The Company's policy on anti-bribery and corruption is found in the Code of Ethics, which (contains the penalties for violations. The Board of Directors approved the Whistleblowing Policy in 2017, which allows any person to report any wrongdoing through the internal portal, AGORA 2.0, or even through the</p>	

<p><i>company policy and procedures on penalizing employees involved in corrupt practices.</i></p> <p><i>Include any finding of violations of the company policy.</i></p>		<p>dedicated Whistleblowing Portal available at the Company's website.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Code of Ethics p. 7, Consequences of Violating the Code, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Code-of-Ethics-and-Business-Conduct-1.pdf</p> <p>ii. Aboitiz 2020 Consolidated Annual and Sustainability Report, p.180-183: Key Company Policies, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p>	
Recommendation 15.3			
<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p> <p><i>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</i></p> <p><i>Indicate if the framework includes procedures to protect the employees from retaliation.</i></p> <p><i>Provide contact details to report any illegal or unethical behavior.</i></p>	<p>Compliant</p>	<p>The Board of Directors approved the Whistleblowing Policy in 2017, which allows employees to report any concerns about illegal or unethical practices, without fear of retaliation through the internal portal, AGORA 2.0 and even through the Company website. The Whistleblowing Policy ensures that the whistleblower may file an anonymous report and submit it to any or all of the following officers: Chairman of the Board, President, Chief Executive Officer, Lead Independent Director, Compliance Officer, and Internal Audit Head.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Whistleblowing Policy, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Whistleblowing-Policy .pdf</p>	

		<p>ii. Whistleblowing Hotline – https://aboitizpower.com/contact-us/whistleblowing/</p> <p>iii. Please see Annex “B” (Screenshot of Whistleblowing Portal)</p>	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	Compliant	<p>Under the Whistleblowing Policy, the whistleblower has the option to file his report to any, or all of the following: Lead Independent Director, Chairman of the Board, President and CEO, Compliance Officer, or Internal Audit Head.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Whistleblowing Policy, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Whistleblowing-Policy_.pdf</p> <p>ii. Whistleblowing Hotline - https://aboitizpower.com/contact-us/whistleblowing/</p> <p>iii. Please see Annex “B” (Screenshot of Whistleblowing Portal)</p>	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p> <p><i>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</i></p>	Compliant	<p>The Board of Directors, through the ESCG Committee, supervises and ensures the enforcement of the Company’s whistleblowing policy and procedures. A summary of the reports received via the whistleblowing portal is part of the regular agenda of the ESCG Committee meetings.</p> <p>The Board of Directors, through the Audit Committee also oversees and periodically reviews the whistleblowing procedures in place.</p> <p>Links/references are available at Company’s website</p>	

		<p>as follows:</p> <p>i. Whistleblowing Policy, available at: https://aboitizpower.com/wpcontent/uploads/AboitizPower-WhistleblowingPolicy_.pdf</p> <p>ii. Whistleblowing Hotline - https://aboitizpower.com/contactus/whistleblowing/</p> <p>iii. Amended Manual on Corporate Governance, p. 35, Board Audit Committee - Internal Controls, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iv. Amended Manual on Corporate Governance, p. 24: Board Corporate Governance Committee, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p>	
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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><i>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</i></p>	<p>Compliant</p>	<p>The Company's commitment to growing the business together with advancement of the society is evident in its purpose – Advancing Business and Communities. The Company is committed to strike a balance between economic growth and social development, and environmental stewardship in the conduct of its business. To this end, the Company has identified its stakeholders in the communities where its businesses operate to implement programs that promote environmental preservation as well as social and economic development.</p> <p>The Aboitiz Group is pursuing concrete projects to fulfill eight out of the 17 United Nations' Sustainable Development Goals, namely: no poverty, zero hunger,</p>	
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		<p>good health and well-being, quality education, responsible production and consumption, climate change, life below water, and life on land.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp. 110-136: Corporate Social Responsibility, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>ii. See other projects of the Aboitiz Foundation, Inc. at www.aboitizfoundation.org</p> <p>iii. Amended Manual on Corporate Governance, p. 46, Sustainability Policy, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iii. Company Website, Sustainability at Aboitiz and Aboitiz BetterWorld available at: https://aboitizpower.com/sustainability/#!aboitiz-world</p>	
Optional: Principle 16			
<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p> <p><i>Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.</i></p>	Compliant	<p>The Company ensures that its value chain is environmentally friendly and is consistent with promoting sustainable development.</p> <p>The Company's key performance indicators are aligned with the United Nations Sustainable Development Goals. This demonstrates the Company's commitment to contribute to the solutions to poverty reduction, education, climate change, responsible consumption, disaster preparedness, technological</p>	

		<p>innovation, and institutional partnering to achieve these goals.</p> <p>Links/references are available at Company's website as follows:</p> <p>i. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp. 126, Management's Approach, available at: https://s3-ap-southeast-1.amazonaws.com/aboitizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>ii. Environmental, Social, and Corporate Governance Committee Charter, p. 2, Duties and Responsibilities of the Committee, available at: https://aboitizpower.com/wp-content/uploads/AboitizPower-Board-Environmental-Social-and-Corporate-Governance-Committee-Charter.pdf</p> <p>iii. Amended Manual on Corporate Governance, p. 48, Sustainability Policy, available at: https://aboitizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iv. Company Website, Sustainability at Aboitiz and Aboitiz BetterWorld available at:</p> <p>4.1 https://aboitizpower.com/sustainability/#!aboitiz-world</p> <p>4.2 https://aboitizpower.com/sustainability/environment/</p> <p>v. The Company's Programs Related to the Environment are available at: https://aboitizpower.com/sustainability/governance/</p>	
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<p>2. Company exerts effort to interact positively with the communities in which it operates</p> <p><i>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</i></p>	<p>Compliant</p>	<p>The Company exerts effort to interact positively with the communities in which it operates.</p> <p>The Aboitiz Group delivers on its social commitment by providing venues for employee development, minimizing occupational health and safety risks, eliminating hazards to ensure a safe and healthy work environment, and nurturing relationships with stakeholders.</p> <p>Links/references are available at Company’s website as follows:</p> <p>i. Aboitiz 2020 Consolidated Annual and Sustainability Report, pp.112, Corporate Social Responsibility, available at: https://s3-ap-southeast-1.amazonaws.com/abotizcom-uploads/wp-content/uploads/2021/04/19132139/2020-AEV-Annual-and-Sustainability-Report.pdf</p> <p>ii. See other projects of the Aboitiz Foundation, Inc. at www.abotizfoundation.org</p> <p>iii. Amended Manual on Corporate Governance, p. 48, Sustainability Policy, available at: https://abotizpower.com/wp-content/uploads/AP-Amended-CG-Manual-2020-Amendments-signed.pdf</p> <p>iv. Company Website, Sustainability at Aboitiz and Aboitiz BetterWorld, available at:</p> <p>4.1 https://abotizpower.com/sustainability/#!abotiz-world</p> <p>4.2 https://abotizpower.com/er1-94/</p>	
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ANNEX "A"

Sample e-mail to the BODS notifying them that the materials for the 2020 Regular Board Meeting have been uploaded to the Boardbooks

Materials for AboitizPower's Regular Board Meeting on January 28, 2020, 0900H - 1230H Inbox x

Governance & Compliance Communications <governanceandcompliance@aboitiz.com>

Thu, Jan 23, 2020, 4:43 PM

to AP-DIRECTORS, Stephen, Manuel, Liza, Robert, Chris, Joseph, Sandro, Felino, Alex, Anton, Chona, Racquel, Charisse, Timothy, Veronica, Judd, Corporate

Dear Members of the Board:

Please be advised that we have uploaded all the presentation materials to the Diligent Boards for the AboitizPower Regular Board Meeting on January 28, 2020.

The voting feature on agenda items that require your approval, as well as the signed board resolution forms explaining each request, are also available.

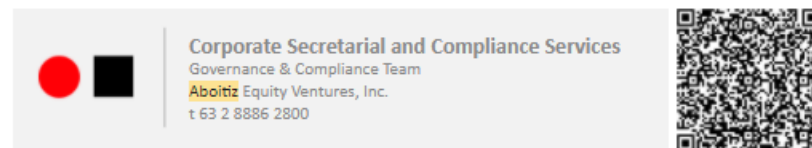
Kindly sync your books for updates. Thank you.

From the Office of the Corporate Secretary

Mailene M. de la Torre



aboitiz 100 YEARS OF ADVANCING BUSINESS AND COMMUNITIES



Corporate Secretarial and Compliance Services
Governance & Compliance Team
Aboitiz Equity Ventures, Inc.
t 63 2 8886 2800

The information contained in this email message is intended for use only by the individual or entity to which it is addressed, and such information may be privileged, confidential and/or proprietary, and protected under applicable laws.

Read about the full Aboitiz Disclaimer (<http://www.aboitiz.com/disclaimer>)

ANNEX "B"

SCREENSHOT OF THE WHISTLEBLOWING HOTLINE/PORTAL

abotizpower.com/contact-us/whistleblowing/

AbotizPower
Integrated Annual Corporate Governance Report
Latest Annual Report

HOME
ABOUT US
OUR BUSINESSES
SUSTAINABILITY & CSR
EIR 94
CORPORATE GOVERNANCE
INVESTOR RELATIONS
MEDIA
CAREERS
CONTACT
SHAREHOLDERS ONLINE REQUEST
WHISTLEBLOWING HOTLINE

Shareholders' Online Request Form
Whistleblowing Hotline

Whistleblowing

REPORT

Which Company? *
Select

Report to? *
Select

Which Department? *
Select

Which Office Location?
Select

What are you reporting? *
Select

TELL US WHAT'S GOING ON

Give us the details. What is going on? How do you know about it? When did it happen? Where did it happen? Who are involved?

Feedback *
Text area

We will forward your report directly to the person(s) you indicated above. Rest assured that your report will be handled appropriately.

SENDER DETAILS (THIS SECTION IS OPTIONAL BUT IF YOU WANT TO RECEIVE UPDATES ON YOUR REPORT, KINDLY PROVIDE US YOUR CO)

Name (Optional)
Text field

Job Title (Optional)
Text field

Company (Optional)
Text field

Department (Optional)
Text field

Email Address (Optional)
Text field

Contact Number (Optional)
Text field

Submit Reset

TACT DETAILS

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Taguig on April 19, 2021.

SIGNATURES



ERRAMON I. ABOITIZ

Chairman of the Board



EMMANUEL V. RUBIO

President/Chief Executive Officer



CARLOS C. EJERCITO

Independent Director



ROMEO L. BERNARDO

Independent Director



ERIC RAMON O. RECTO

Independent Director



MANUEL ALBERTO R. COLAYCO

Corporate Secretary



MA. CONSOLACIO C. MERCADO

Compliance Officer


REPUBLIC OF THE PHILIPPINES)
CITY OF TAGUIG) S.S.

SUBSCRIBED AND SWORN TO before me this April 19, 2021 in Taguig City, Philippines. Affiants, who are personally known to me, presented their respective Community Tax Certificates and passports with the details shown below as follows:

NAME	GOV'T ISSUED ID NO.
ERRAMON I. ABOITIZ Chairman of the Board	P2251997A / 03.11.2017 DFA Manila (2022)
EMMANUEL V. RUBIO CEO/President	P3162364B/ 09.13.2019 DFA Manila (2029)
ROMEO L. BERNARDO Independent Directors	EC5403253/09.20.2015 DFA MANILA (2020)
CARLOS C. EJERCITO Independent Directors	P2801986B/08.17.2019 DFA NCR East (2029)
ERIC RAMON O. RECTO Independent Directors	P1090079B/03.18.2019 DFA NCR East (2029)
MA. CONSOLACION C. MERCADO Compliance Officer	P1059962A/12.01.2016 DFA Manila (2021)
MANUEL ALBERTO R. COLAYCO Corporate Secretary	P0352149A / 09.23.16 NCR Central (2021)

Doc No.207
Page No.43
Book No. XI
Series of 2021.




Atty. Strella Marie G. Saccalan
Notary Public for Taguig City
Notarial Commission No. 99
Until June 30, 2021

NAC Tower, 32nd St. Bonifacio Global City, Taguig City
PTR No. A-5025311, January 6, 2021 Taguig City
IBP OR No. 144348, January 6, 2021
Roll No. 63289
MCLE Compliance No. VI-0011090