

May 26, 2023

HON. DENNIS B. FUNA
Commissioner
Insurance Commission
1071 United Nations Avenue,
Ermita, Manila




Attention: **Atty. Albert Lawrence A. Vinzon**
Division Manager, Anti-Money Laundering and Corporate Governance

In compliance with Insurance Commission's Circular Letter Nos. 2020-72 (Submission of Annual Corporate Governance Report or ACGR) dated 13 June 2020, we are respectfully submitting two (2) copies of the Company's ACGR for Fiscal Year 2023.

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We hope that you find everything in order.

Very Truly Yours,


Ferdinand Y. Yap
Chairman of the Board
President/CEO

ANNUAL CORPORATE GOVERNANCE REPORT

YAPSTER E-INSURANCE BROKER'S, INC.


(Name of Company)

1. For the fiscal year ended: 2022
2. Certificate Authority Number: IB-01-2022-R
3. Makati, Philippines
Province, Country or other jurisdiction of incorporation or organization
4. 8747 BA Lepanto Paseo de Roxas St 1226
Address of principal office Postal Code
5. (02) 8893-1111
Company's telephone number, including area code
6. https://www.2insureall.com
Company's official website
7. Not Applicable
Former name, former address, and former fiscal year, if changed since last report


CERTIFICATION


The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based authentic records.


Signed in the city of MAKATI on the 22nd of MAY 2023.



MR. FERDINAND YAP
CHAIRMAN OF THE BOARD
Signature over printed name


ATTY. EDEN CALDE
CORPORATE SECRETARY
Signature over printed name


MS. LINDSAY CHUA
INDEPENDENT DIRECTOR
Signature over printed name


MR. FERDINAND YAP
PRESIDENT/CEO
Signature over printed name


MS. MELINDA ESTRELLA
CORPORATE GOVERNANCE
COMPLIANCE OFFICER
Signature over printed name


INDEPENDENT DIRECTOR
Signature over printed name

MAKATI CITY

MAY 25 2023

SUBSCRIBED AND SWORN to before me this _____ day of _____, 2023.

By the following who are personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

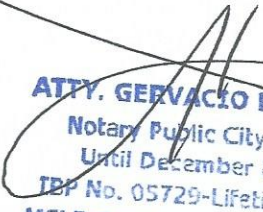
NAME	ID NO.	DATE/PLACE ISSUED
1. Ferdinand Y. Yap	Driver's License No.G01-98-241616	
2. Atty. Eden Calde	Driver's License No.N02-11-017862	
3. Ms. Melinda Estrella	TIN ID No. 302-791-843-000	March 10, 2016/Manila
4. Ms. Lindsay Chua	TIN ID No. 211-424-354-000	March 16, 2017/San Juan

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Book No. 1881V

Series No. 20 29


ATTY. GERARDO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2024
IBP No. 05729-Lifetime Member
MCLE Compliance No. VI-0024312
Appointment No. M-39 (2023-2024)
PTR No. 9563522 Jan. 3, 2023
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg
Bldg. 11 -

RECOMMENDATION	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	The Board has five (5) members with expertise in the field of Insurance, business, marketing, strategy formulation, risk management and one of the member has an expertise with law.	
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 fulfil their roles and responsibilities and respond to the needs of the organization.	COMPLIANT	<p>The Board has diverse and balanced composition consisting of highly qualified directors.</p> <p>Members of the Board of Directors are highly competent individuals with demonstrated excellence in their respective fields. There have been no changes in the personal circumstances of each director that would otherwise disqualify them to remain as Directors.</p> <p>https://www.2insureall.com</p>	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	COMPLIANT	Majority on Board Member are Non-Executive. 4 Non-Executive Directors and 1 Executive Director.	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	COMPLIANT	<p>All directors are also encouraged to participate in continuing education programs at the Company's expense to maintain a current and effective Board.</p> <p>Please see page 2 of Corporate Governance Manual https://www.2insureall.com</p>	

		ADDITIONAL INFORMATION	
2. Company has an orientation program for first time directors.	COMPLIANT	Identify or provide link/reference to a document identifying the directors and the type of their directorships	The Corporate Governance Manual provides that all directors shall attend at least one (1) training per year on topics covering corporate governance, business strategy, economics and finance, and other relevant topics.
3. Company has relevant annual continuing training for all directors.	COMPLIANT	https://www.2insureall.com	The Corporate Governance Manual provides that all directors shall attend at least one (1) training per year on topics covering corporate governance, business strategy, economics and finance, and other relevant topics.
Recommendation 1.4			
1. Board has a policy on board diversity.	COMPLIANT	The Board hereby adopts a board diversity policy to ensure that the Company benefits from a healthy exchange of ideas from a diverse mix of expertise, experience and skills. Corporate Governance Manual	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	COMPLIANT	Provide information on or link/reference to a document containing the company's policy and measureable objectives for implementing board diversity. Provide link or reference to a progress report in achieving its objectives.	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	COMPLIANT	The Company's Corporate Secretary is Atty. Eden Calde. The Corporate Secretary and compliance Officer is separate individual. The Corporate Secretary is one of the member of the Board. (see GIS)	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT		
3. Corporate Secretary is not a member of the Board of Directors.	NON COMPLIANT		
4. Corporate Secretary attends training/s on corporate governance.	NON COMPLIANT		

Recommendation 1.6

1. Board is assisted by a Compliance Officer.	COMPLIANT	Yapster Corporate Governance Manual page 3 – 4 https://www.2insureall.com	The qualifications, duties, and functions of the Compliance Officer are included both in YEIBI's By-Laws and the Corporate Governance Manual.
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	NON COMPLIANT	Since the company is a small firm, the compliance officer with position of Administrative and Accounting role.	
3. Compliance Officer is not a member of the board.	COMPLIANT	She is not a member of the board.	
4. Compliance Officer attends training/s on corporate governance.	NON COMPLIANT	The Compliance Officer need to comply to attend training. And this will be strictly implemented.	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company	
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Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	The Board oversees the development, review and approval of the company's business objectives and strategy.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	COMPLIANT	The Board oversees the development, review and approval of the company's business objectives and strategy Corporate Governance Manual p. 10 https://www2insureall.com	

Supplement to Recommendation 2.2

1. Board has a clearly defined and updated vision, mission and core values.	COMPLIANT	See Vision and Mission of the company https://www2insureall.com	
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2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	COMPLIANT	Corporate Governance Manual – Establishing a Competent Board p. 2 https://www.2insureall.com	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	<p>The President is the Chairman of the Board which is highly competitive.</p> <p>Oversees the operations of the corporation and manages human and financial resources in accordance with the strategic plan;</p> <p>Directs, evaluates and guides the work of the key officers of the corporation; Manages the corporation's resources prudently and ensures a proper balance of the same;</p> <p>Determines the corporation's strategic direction and formulates and implements its strategic plan on the direction of the business;</p> <p>Corporate Governance Manual p. 13</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	See Corporate Governance Manual on Establishing Clear Roles and Responsibilities of the Board p. 5	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	https://www2insure.com	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	See Corporate Governance Manual page 15	
2. Board adopts a policy specifying the relationship between remuneration and performance.	COMPLIANT	https://www.2insureall.com	One of the duties of the Governance Committee, pursuant to its assumption of the functions of the

			Compensation Committee, is to periodically review the remuneration for both directors and key officers. As a family-owned corporation, where majority of the members of
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT		As a family-owned corporation, where majority of the members of the Board of Directors belong to the same family, it is quite improbable to ensure that directors do not have a say on their own remuneration. Nevertheless, the Board is looking into how this recommendation may be complied
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	<p>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. Provide proof if minority shareholders have a right to nominate candidates to the board</p> <p>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p> <p>See Corporate Governance Manual</p>	The rules and procedures governing nomination and election to the Board of Directors and its committees is incorporated in Corporate Governance Manual and in the Governance Committee Charter.
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT		The rules and procedures governing nomination and election to the Board of Directors and its committees is incorporated in Corporate Governance Manual and in the Governance Committee Charter.
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	COMPLIANT		The Corporate Governance Manual and the Governance Committee Charter. Includes the procedures on nominations submitted by minority shareholders.
4. Board nomination and election policy includes how the board shortlists candidates.	COMPLIANT		The Corporate Governance Manual and the Governance Committee Charter includes the procedures on shortlisting of candidates for election as director.
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT		The Corporate Governance Manual and the Governance Committee Charter includes a procedure for a periodic assessment, though self-conducted, of the processes of the said Committee.
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT		The Governance Committee, as part of its process in reviewing nominations, assesses the qualifications all stockholders vying for election, including incumbent directors. For incumbent directors, their performance as a director in the preceding year is considered on whether or not said director was able

			to fulfil its duties accordingly, as defined in the Corporate Governance Manual.
COMPANY NAME: YAPSTER EINSURANCE BROKERS INC. (YEIBI)			
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>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</p> <p>Identify transactions that were approved pursuant to the policy.</p>	The Board approved the Related-Party Transactions (RPT) The Policy covers: a. capture a broader spectrum of transactions, covering not only those that give rise to credit and/or counterparty risks but also those that could pose significant risk exposure or potential abuse to Yapster eInsurance Brokers Inc and its stakeholders; and, b. cover the identification, prevention, and management of potential or actual conflicts of interest which may arise on the day-to-day operations of YEIBI. The Board has adopted group-wide policies on related party transactions (RPTs) and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality. The policy should encompass all entities within the group, taking into account their size, structure, risk profile and complexity of operations.
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT		The RPT Policy provides that all RPTs are subject for review and approval by the RPT Committee
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT		The RPT Policy covers all departments, branches, and extension offices of YEIBI, as well as all companies with interlocking interests. See Corporate Governance Manual
Recommendation 2.8			

1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management. Identity the Management team appointed	The Corporate Governance Manual provides that the Board has the responsibility to approve the appointment of members of Management. The current list of Management is available on the General Information Sheet. https://www.2insureall.com
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management. Provide information on the assessment process and indicate frequency of assessment of performance.	The Corporate Governance Manual outlines the appraisal procedures for members of Management, which provides the Board the responsibility to assess the performance of key officers, including the CEO, CRO, CO, and CAE. https://www.2insureall.com
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel. <i>See Employee Performance Appraisal Policy</i>	The Company has a Performance Management and Appraisal System focuses both on tangible results and competencies, which also applies to members of Management. The Board through the Human Resources Department adopts an annual performance appraisal for all employees. It serves as a feedback mechanism and is issued as a reference for regularization, merit increases, salary adjustments, promotions, or training needs
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		The Company has a Performance Management and Appraisal System focuses both on tangible results and competencies. The Board through the Human Resources Department adopts an annual performance appraisal for all employees. It serves as a feedback mechanism and is issued as a reference for regularization, merit increases, salary adjustments, promotions, or training needs.
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal	The Corporate Governance Manual provides that the Board of Directors shall oversee that an appropriate internal control system is in place. See Corporate Governance Manual

2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	control system is in place and what is included in the internal control system	The Corporate Governance Manual provides that the internal control system in place includes setting up a mechanism for monitoring and managing potential conflicts of interest of Management, Board Members, and Shareholders.
3. Board approves the Internal Audit Charter.	COMPLIANT	Provide reference or link to the company’s Internal Audit Charter	YEIBI has long established an Internal Audit Department to help the Board and Executive Management to protect the assets, reputation, and sustainability of the Company by providing an independent and objective assurance and consulting activity that is guided by a philosophy of adding value to improve the operations of the organization.
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	<p>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.</p> <p>Provide proof of effectiveness of risk management strategies, if any.</p>	<p>The Corporate provides a disclosure of its risk management framework on its Annual Reports, the latest Statement therein states:</p> <p>YEIBI implements an Enterprise Risk Management Program which serves as the framework for both Management and staff to manage and mitigate the organization’s key risks. As a Broker who thrives in the very existence of risk, YEIBI deems it important that not only should the organization be made up-to-date of the risks prevalent in its operations, but also be able to timely measure whether such risks are still well within its risk appetite.</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.	COMPLIANT		<p>In support of this initiative, and to verify the soundness of the internal controls established to manage these identified risks, a periodic review (at least once a year) is conducted by Internal Audit to validate if the risk management systems implemented to combat said key risks are both apt and sufficient.</p>
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	COMPLIANT	Provide link to the company’s website where the Board Charter is disclosed.	The roles, responsibilities and accountabilities of the Board in carrying out its fiduciary role are formalized and clearly stated in the Corporate Governance Manual.
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		The roles, responsibilities and accountabilities of the Board in carrying out its fiduciary role are formalized and clearly stated in the Corporate Governance Manual.

3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		See Corporate Governance Manual https://www.2insureall.com
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	Provide information or link/reference to a document containing information on all the board committees established by the company.	YEIBI has its different Committee. Executive Committee Audit Committee Governance Committee Each committee has its own charters, all of which are incorporated on the Corporate Governance Manual.
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	Provide information or link/reference to a document containing information on the Audit Committee, including its functions. Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.	Audit Committee monitors and evaluates the adequacy and effectiveness of the corporation's internal control system, integrity of financial reporting, and security of physical and information assets Corporate Governance Manual p.6
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.	Audit Committee are non-executive directors Eric Rodillas, Consultant Diana Yap Melinda Estrella (Compliance Officer)
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	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.	The Audit Members has a background knowledge in accounting, auditing and finance. As one of them are CPA.(Mr. Eric Rodillas).
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Audit Committee	That is separate individual. The Chairman of the Board is the President of YEIBI Mr. Ferdinand Yap.
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance	COMPLIANT	Provide information or reference to a document containing information on the	The functions of the Governance Committee are included on its Charter, which has been incorporated on the Corporate Governance Manual. These include

responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.		Corporate Governance Committee, including its functions Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	the combined functions previously assigned to the Nomination Committee and the Compensation Committee. Further, said Charter provides that it has the responsibility to screen and appraise the qualifications of current and would-be directors. See Corporate Governance Manual
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	COMPLIANT	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.	The Audit Committee composed of CPA, and 2 with finance accounting experience.
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.	See website https://www.2insureall.com for the chairman of Corporate Governance Committee.
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	The functions of the Risk Management and Oversight Committee are included on its Charter, which has been incorporated on the Corporate Governance Manual.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	COMPLIANT	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	The Risk Management and Oversight Committee are composed of the following: Ferdinand Yap Atty. Eden Calde Diana Yap
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the BROC	Mr. Ferdinand Yap is neither the Chairman of the Board nor of any other committee.
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.	Her Profile is available in Website.

Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	NON COMPLIANT	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.	To appoint the RPT Committee and amend the Corporate Governance Manual.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	NO COMPLIANT	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.	To appoint the RPT Committee and amend the Corporate Governance Manual.
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	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.	All the Board Committees have their own charters, all of which were made reference and incorporated on the Corporate Governance Manual.
2. Committee Charters provide standards for evaluating the performance of the Committees.	NON COMPLIANT		To amend Corporate Governance Manual
3. Committee Charters were fully disclosed on the company's website.	NON COMPLIANT	Provide link to company's website where the Committee Charters are disclosed.	To amend company website
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p>	Minutes of Meeting disclose to Annual Report

2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT		Each Members handed them a materials.
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p>	<p>The Company has a policy on multiple board seats for nonexecutive directors.</p> <p>Corporate Governance Manual</p>
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	COMPLIANT	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.	<p>The Company requires directors to notify the Board before accepting a directorship in another company.</p> <p>Corporate Governance Manual</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 directors or such number as to constitute one-third of the board, whichever is higher.	COMPLIANT	Provide information or link/reference to a document containing information on the number of independent directors in the board	<p>YEIBI has currently (4) Independent Directors. See General Information Sheet</p> <p>https://www.2insureall.com</p>
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	COMPLIANT	Provide information or link/reference to a document containing information on the qualifications of the independent directors.	One of the responsibilities of the Board is to ensure that the Independent Directors possess the necessary qualifications and none of the disqualifications. The qualifications of Independent Directors will include the company website.
Recommendation 5.3			

1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	COMPLIANT	Provide information or link/reference to a document showing the years IDs have served as such.	The said Directors were serve for 9 years. Corporate Governance Manual
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	NON COMPLIANT	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director	The majority of the Directors are Family Members. There is no term limit.
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.	NON COMPLIANT	Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.	The Board will provide meritorious justification. This is to discuss with the Board.
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	NON COMPLIANT	Identify the company's Chairman of the Board and Chief Executive Officer	This is same individual as this is a Family Business.
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	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. Identify the relationship of Chairman and CEO.	His responsibilities disclosed the company website. https://www.2insureall.com
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	COMPLIANT	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any. Indicate if Chairman is independent.	His responsibilities disclosed the company website. https://www.2insureall.com
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	COMPLIANT	Provide proof of abstention, if this was the case	The Corporate Governance Manual provides that: "The Directors are required to conduct fair business transactions with the Company and ensure that personal interest does not bias Board decisions. To date, there was no transaction involving a material interest that in need of the Directors' abstention."

Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	COMPLIANT	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	They have separate meetings as External Auditors meets with Audit Committee.
2. The meetings are chaired by the lead independent director.	COMPLIANT		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.		Provide name/s of company CEO for the past 2 years	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	NON COMPLIANT	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	The Board is guided by the Corporate Governance Manual in the conduct of a self-assessment for the whole Board, the Chairman, its Members, and each individual Committees
2. The Chairman conducts a self-assessment of his performance.	NON COMPLIANT		
3. The individual members conduct a self-assessment of their performance.	NN COMPLIANT		
4. Each committee conducts a self-assessment of its performance.	NON COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	NON COMPLIANT	Identify the external facilitator and provide proof of use of an external facilitator.	The Corporate Governance Manual now mandates that an external facilitator conduct the assessment every three (3) years. YEIBI is now actively seeking for proposals from possible providers for the said service, and will have it conducted within 1-2 years
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	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	The Governance Committee Charter provides this as one of the responsibilities of the Governance Committee. Corporate Governance Manual

		and committees, including a feedback mechanism from shareholders	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT		A feedback mechanism is already in place, which is also for oversight of the Governance Committee. Corporate Governance Manual
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	Provide information on or link/reference to the company's Code of Business Conduct and Ethics.	The Board has approved the most recent version of YEIBI Code of Business Conduct and Ethics
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.	The Code of Business Conduct and Ethics is available on the Company's website.
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.	The Code of Business Conduct and Ethics is available on the Company's website.
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	The Board has tasked the Human Resources Department to follow and monitor the adherence and conduct of employees under the set of implementing rules on the Code.
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT	Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance. Code of Business Ethics https://www.2insureall.com	The Human Resources Department shall be the center of monitoring activities and all employees' information and actions taken are coursed through the Department concerned
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other	COMPLIANT	Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made	The policy on disclosure and transparency is provided under the Corporate Governance Manual

stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.		available to shareholders and other stockholders	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	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.	All the information pertaining to the director's profile is disclosed on the company's website and on the Annual Reports.
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	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.	All the information pertaining to the director's profile is disclosed on the company's website and on the Annual Report
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	COMPLIANT	Disclose or provide link/reference to the company policy and practice for setting board remuneration	"The Company ensures that the remuneration package for Officers and Board of Directors is consistent with the Company's culture, strategy, and control environment. Remuneration is maintained at a level that is sufficient to attract and retain the Officers and Directors who are essential to the success of the Company."
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	COMPLIANT	Disclose or provide link/reference to the company policy and practice for determining executive remuneration	"The Company ensures that the remuneration package for Officers and Board of Directors is consistent with the Company's culture, strategy, and control environment. Remuneration is maintained at a level that is sufficient to attract and retain the Officers and Directors who are essential to the success of the Company."
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	NON COMPLIANT	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	By virtue of the Data Privacy Act of 2012, YEIBI does not disclose individual remuneration of directors and that of executives, including the CEO. Nevertheless, YEIBI discloses on aggregate the total compensation given to directors per year on its Annual Report and on its Financial Statements.

Recommendation 8.5

1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	COMPLIANT	<p>Disclose or provide reference/link to company's RPT policies</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p>	The Company discloses these RPTs on its Audited Financial Statements.
2. Company discloses material or significant RPTs reviewed and approved during the year.	COMPLIANT	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. 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 9. other terms and conditions 	The Company discloses these RPTs on its Audited Financial Statement

Recommendation 8.7

1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Provide link to the company's website where the Manual on Corporate Governance is posted.	The Corporate Governance Manual of YEIBI is available on its website. Corporate Governance Manual
2. Company's MCG is submitted to the SEC and PSE.	NON-COMPLIANT		The Corporate Governance Manual of YEIBI is available on its website Corporate Governance Manual

3. Company's MCG is posted on its company website.	COMPLIANT		The Corporate Governance Manual of YEIBI is available on its website Corporate Governance Manual
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	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.	The process of approving and recommending the appointment, reappointment, removal and fees of the company's external auditor is included on the Audit Committee Charter.
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.	NON COMPLIANT	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.	Fees of External Auditors approved by the Vice President and Operation Managers of the Company.
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.	NON COMPLIANT	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.	The company disclose the reason if the external auditor will remove. As of now, the company was satisfied provided by External Auditor.
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	COMPLIANT	Provide link/reference to the company's Audit Committee Charter	To amend Corporate Governance Manual This is included in the Audit Committee Charter.
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the	COMPLIANT	Provide link/reference to the company's Audit Committee Charter	To amend Corporate Governance Manual This is included in the Audit Committee Charter.

external auditor's suitability and effectiveness on an annual basis.			
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter	To amend Corporate Governance Manual To Include Audit Committee Charter
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter	To amend Corporate Governance Manual To Include Audit Committee Charter
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	Disclose the nature of non-audit services performed by the external auditor, if any.	This is included in the Audit Committee Charter. No non audited services were engaged in 2022.
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	Provide link or reference to guidelines or policies on non-audit services	To amend Corporate Governance Manual To Include Audit Committee Charter.
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	COMPLIANT	Provide information on company's external auditor, such as: 1. Name of the audit engagement partner; 2. Accreditation number; 3. Date Accredited; 4. Expiry date of accreditation; and 5. Name, address, contact number of the audit firm.	To amend Corporate Governance Manual To Include Audit Committee Charter
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			

Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	NON COMPLIANT	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.	The Company has no policy yet for EESG, this is to discuss to the Board.
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	NON COMPLIANT	Provide link to Sustainability Report, if any. Disclose the standards used.	The Company has not produced Sustainability Report, but intends to look into complying with this requirement in 3-5 years.
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	COMPLIANT	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.	The Company publishes most of its materials through its website, its social media accounts, and through print. Company Website: https://www.2insureall.com
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	COMPLIANT	Provide link to company website	Company Website: https://www.2insureall.com
a. Financial statements/reports (latest quarterly)	COMPLIANT		Company Website: https://www.2insureall.com
b. Materials provided in briefings to analysts and media	COMPLIANT		Company Website: https://www.2insureall.com
c. Downloadable annual report	COMPLIANT		Company Website: https://www.2insureall.com
d. Notice of ASM and/or SSM	COMPLIANT		Company Website: https://www.2insureall.com
e. Minutes of ASM and/or SSM	COMPLIANT		Company Website: https://www.2insureall.com
f. Company's Articles of Incorporation and By-Laws	COMPLIANT		Company Website: https://www.2insureall.com

Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	<p>List quality service programs for the internal audit functions.</p> <p>Indicate frequency of review of the internal control system</p>	The Internal Audit function regularly performs audit engagements to test the Company's internal control system. It's claims, policy issuance, cash management is assessed to ensure that internal controls are in place.
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	NON COMPLIANT	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Indicate frequency of review of the enterprise risk management framework.</p>	This is to schedule meeting with the Board to build ERM System.
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	COMPLIANT	Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.	Internal Audit composed of Accounting Officer and Vice President of the Company.
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	The head of the Inter Audit is the Chief Audit Executive. His qualification to be include to Audit Charter.

2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT		
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	NON COMPLIANT	Identify qualified independent executive or senior management personnel, if applicable.	This is not applicable as the Company has an in-house internal audit function.
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.		Provide information on company's risk management function.	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.		Identify source of external technical support, if any.	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).		Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.			
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.		Provide link to CEO and CAE's attestation	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	NON COMPLIANT	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.	Shareholders' rights are enumerated on the Corporate Governance Manual Reference: Corporate Governance Manual
2. Board ensures that basic shareholder rights are disclosed on the company's website.	CON COMPLIANT	Provide link to company's website	The Corporate Governance Manual is uploaded on the Company website.

			Reference: Corporate Governance Manual
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	COMPLIANT	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)</p>	This is to upload to the Website Notices of Annual/Special Meetings.
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	NON COMPLIANT	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.	To upload to the company website.
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.	NON COMPLIANT	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p>	To upload to the company website.
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes	<p>The Company has an alternative dispute mechanism in place to resolve intra-corporate disputes in an amicable and effective manner.</p> <p>To amend Corporate Governance Manual</p>

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	Provide link/reference to where it is found in the Manual on Corporate Governance	The Company has an alternative dispute mechanism in place to resolve intra-corporate disputes in an amicable and effective manner disclosed on its Corporate Governance Manual
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	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.	The Corporate Governance Manual provides this pertinent information. Corporate Governance Manual
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	NON COMPLIANT	Identify policies and programs for the protection and fair treatment of company's stakeholders	To produce Information Policy for the same treatment of the Stakeholders.
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	NON COMPLIANT	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. Provide information on whistleblowing policy, practices and procedures for stakeholders	To produce Information Policy for the same treatment of the Stakeholders.
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.	This is disclosed to Company Manual Corporate Governance Manual.
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	NON COMPLIANT	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	The company is small business firm that can't cover additional benefits to the employees.


		employees, at the same time aligns their interests with those of the shareholders.	
2. Company has policies and practices on health, safety and welfare of its employees.	COMPANY	Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.	This is disclosed to Company Manual Corporate Governance Manual.
3. Company has policies and practices on training and development of its employees.	COMPANY	Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.	This is disclosed to Company Manual Corporate Governance Manual.
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	NON COMPLIANT	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption	To amend Code of Conduct
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	NON COMPLIANT	Identify how the board disseminated the policy and program to employees across the organization	To amend Code of Conduct.
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	COMPLIANT	Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees. Indicate if the framework includes procedures to protect the employees from retaliation. Provide contact details to report any illegal or unethical behavior.	This is disclosed to Company Manual
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.			
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	This is disclosed to Company Manual
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			


1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	Provide information or reference to a document containing information on the company's community involvement and environment-related programs.	The CSR programs of the Company are disclosed on its Annual Reports.
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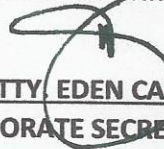
CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based authentic records.

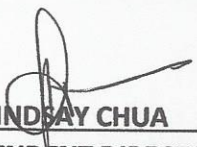
Signed in the city of MAKATI on the 22nd of MAY 2023.

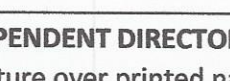

MR. FERDINAND YAP
CHAIRMAN OF THE BOARD
Signature over printed name


MR. FERDINAND YAP
PRESIDENT/CEO
Signature over printed name


ATTY. EDEN CALDE
CORPORATE SECRETARY
Signature over printed name


MS. MELINDA ESTRELLA
CORPORATE GOVERNANCE
COMPLIANCE OFFICER
Signature over printed name


MS. LINDSAY CHUA
INDEPENDENT DIRECTOR
Signature over printed name


MS. MELINDA ESTRELLA
INDEPENDENT DIRECTOR
Signature over printed name

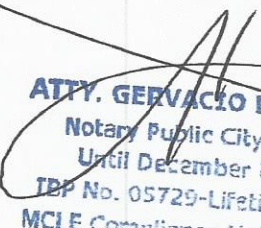
MAKATI CITY

MAY 25 2023

SUBSCRIBED AND SWORN to before me this _____ day of _____, 2023.
By the following who are personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

NAME	ID NO.	DATE/PLACE ISSUED
1. Ferdinand Y. Yap	Driver's License No.G01-98-241616	
2. Atty. Eden Calde	Driver's License No.N02-11-017862	
3. Ms. Melinda Estrella	TIN ID No. 302-791-843-000	March 10, 2016/Manila
4. Ms. Lindsay Chua	TIN ID No. 211-424-354-000	March 16, 2017/San Juan

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ATTY. GERVACIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2024
IBP No. 05729-Lifetime Member
MCLE Compliance No1 VI-0024312
Appointment No. M-39 (2023-2024)
PTR No. 9568522 Jan. 3, 2023
Makati City Roll No. 40091
101 Urban Ave. Campos Rueda Bldg
Bldg. 11