

COVER SHEET

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SEC Registration Number

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(Company's Full Name)

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

Atty. Riva Kristine V. Maala

(Contact Person)

(+632) 8403-6910

(Company Telephone Number)

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Month Day
(Fiscal Year)

2022					
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(Form Type)

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Month Day
(Annual Meeting)

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(Secondary License Type, If Applicable)

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

Total Amount of Borrowings

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File Number

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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **31 DECEMBER 2022**
2. SEC Identification Number **ASO-94-007160** 3. BIR Tax Identification No. **004-450-721-000**
4. Exact name of issuer as specified in its charter **ARTHALAND CORPORATION**
5. **METRO MANILA, PHILIPPINES**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **7/F Arthaland Century Pacific Tower, 5th Avenue corner 30th Street** **1634**
Bonifacio Global City, Taguig City
Address of principal office Postal Code
8. **(+632) 8403-6910**
Issuer's telephone number, including area code
9. **Not Applicable**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
<p>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.</p>			
Recommendation 1.1			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	Compliant	<p>The 2022 Annual Report (Part III, Item 9, letter a) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	Compliant	<p>provides information on the academic qualifications, industry</p>	
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	Compliant	<p>knowledge, professional experience, expertise and relevant trainings of its directors, while the By-laws (Article III, Section 2) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf outlines the qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of their performance.</p>	
Recommendation 1.2			
<p>1. Board is composed of a majority of non-executive directors.</p>	Compliant	<p>Out of 9 members of the Board, there are 4 non-executive directors, 2 executive directors and 3 independent directors. These directors are named and described</p>	

		in the 2022 Annual Report (Part III, Item 9, letter a) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf .	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Manual of Corporate Governance, as revised on 06 May 2020 and amended on 03 May 2023, hereinafter the "Manual of Corporate Governance" (Section 10) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf	
2. Company has an orientation program for first time directors.	Compliant	It is standard practice for Arthaland to conduct an orientation of its first-time directors, officers and employees about the company, its history, vision, mission and values, constitutive and other relevant documents, policies, and everything to do with its business. The Manual of Corporate Governance (Section 10) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf	
3. Company has relevant annual continuing training for all directors.	Compliant	provides that funds shall be allocated for the purpose of conducting training of directors, including an orientation program for first-time directors, and relevant annual continuing training for all directors. In January 2022, the directors	

		completed a training on Anti-Money Laundering/Countering the Financing of Terrorism (AML/CFT) via Zoom® facilitated by AML Consulting PH.	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	The Manual of Corporate Governance (Section 4(B)1(a)) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf provides that the Board shall always ensure it has an appropriate mix of competence and expertise, diversity in age, skills, culture, and knowledge, and that its members remain qualified for their positions individually and collectively, to enable it to fulfill its roles and responsibilities, enable optimal decision-making, and respond to the needs of the organization based on the evolving business environment and strategic direction.	
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.		Provide information on or link/reference to a document containing the company's policy and measurable 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	2022 Annual Report (Part III, Item 9, letter b)	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Not Compliant	https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	The By-laws (Article IV, Section 2) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf allows the same person to hold two or more positions concurrently, except that no one shall act as President and Treasurer or Secretary at the same time. The incumbent Corporate Secretary was assisting, if not performing the functions of, the Compliance Officer since her engagement on 01 October 2012 when she was still the Assistant Corporate Secretary. The Board and Management are looking into the necessity of still hiring a full time Compliance Officer, or having another incumbent officer be appointed as such. Pending the same, the Corporate Secretary oversees the overall compliance of Arthaland and its group of companies, while the heads of the various departments continue to monitor the requisite compliances of the company which are within the scope of their respective responsibilities in the organization.
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		
4. Corporate Secretary attends training/s on corporate governance.	Compliant	The Corporate Secretary attended training programs on (i) Anti-Money Laundering and Counter-Terrorist Financing in January 2022 via Zoom®	

		<p>facilitated by Chartered Institute for Securities and Investment in conjunction with the Securities and Exchange Commission and (ii) SEC Regulations on the Disclosure of Beneficial Ownership Information held on February 2023 via Zoom® facilitated by the Securities and Exchange Commission, AMLA Division.</p> <p>The Corporate Secretary also complies every three years with the continuing legal education mandated for her profession, which includes corporate governance. The last training on this matter that she attended was in March 2023 at the University of the Philippines Law Center.</p>	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.		Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	2022 Annual Report (Part III, Item 9, letter b) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	
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.	Compliant		
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>The Corporate Secretary who also acts as the Compliance Officer, attended the SEC-accredited training programs on (i) Anti-Money Laundering and Counter-Terrorist Financing in January 2022 via Zoom® facilitated by Chartered Institute for Securities and Investment in conjunction with the Securities and Exchange Commission, and (ii) SEC Regulations on the Disclosure of Beneficial Ownership Information held on February 2023 via Zoom® facilitated by the Securities and Exchange Commission, AMLA Division.</p> <p>The Corporate Secretary also complies every three years with the continuing legal education mandated for her profession, which includes corporate governance. The last training on this matter that she attended was in March 2023 at the University of the Philippines Law Center.</p>	

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	Manual of Corporate Governance (Section 4(B)1(c)1) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf and the By-laws (Article III, Sections 1, 5 and 8) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
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Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Manual of Corporate Governance (Section 4(B)1(c)1) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	Manual of Corporate Governance (Section 4(B)1(c)1) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf and the By-laws (Article III, Section 1) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf At the beginning of each year, the Board and Management review Arthaland's objectives, both short-, mid- and long term, whether they have been met the past year, and the strategies adopted/implemented, including how closer they are to such objectives or whether the same need to be changed accordingly given the circumstances.	

Supplement to Recommendation 2.2

<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Compliant</p>	<p>Arthaland's vision, mission and core values are in its website https://arthaland.com/about#BoardOfDirectors. Arthaland complies with the Securities and Regulation Code (SRC) on the frequency of reviewing the vision, mission and core values. Such have been revised in the fourth quarter of 2018 and was presented to the stockholders during the annual meeting on 28 June 2019 as shown in the Minutes of the 2019 Annual Stockholders' Meeting https://arthaland.com/assets/documents/2019-June-28-ASM-Minutes.pdf. Arthaland's vision, mission and core values remain the same to date.</p>	
<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment and culture.</p>	<p>Compliant</p>	<p>Arthaland is fluid in its strategy execution process and is not bound by stringent rules. The Board knows when exactly and whom to delegate certain functions/responsibilities to achieve the overall (short-, mid- and long term) objectives of the company and its subsidiaries.</p>	
<p>Recommendation 2.3</p>			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>2022 Annual Report (Part III, Item 9, letter a) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p>	

1. Board ensures and adopts an effective succession planning program for directors, key officers, and management.	Compliant	Manual of Corporate Governance (Section 4(B)1(c)2(a)) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf vis-a-vis the latest mandate of the Securities and Exchange Commission (SEC)	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		Independent Director Fernan Victor P. Lukban has served Arthaland for nine (9) years cumulatively and will not be re-elected during the 2023 annual stockholders meeting.
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Manual of Corporate Governance (Section 4(B)1(c)2(b)) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf and the By-laws (Article III, Section 10) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Arthaland conducts annual performance evaluation of its employees, including the executive directors, to enable the Board and Management to determine the propriety of increasing or giving additional remuneration vis-à-vis financial and legal considerations.	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.		Provide proof of board approval	

2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.		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.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Manual of Corporate Governance (Sections 4(B)1(c)2(c), 4(B)2(b), and 7(A))	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf and the By-laws (Article III, Section 2)	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	Arthaland makes the deadline for submission of nominations public (through disclosures to the Philippines Stock Exchange [PSE] and SEC) to enable minority shareholders to nominate candidates to the board.	
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.	Not Compliant	There was no assessment made in 2022 on the effectiveness of the Board's processes with respect to the nomination, election or replacement of a director. Notwithstanding, Arthaland is planning on arranging a third-party assessment on the effectiveness of the Board's	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		

		processes overall performance this 2023.	
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.		Identify the professional search firm used or other external sources of candidates	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Manual of Corporate Governance (Section 4(B)1(c)2(d)) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf and Material Related Party Transactions Policy dated 23 October 2019, hereinafter the "Material Related Party Transactions Policy"	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	https://arthaland.com/assets/documents/ALCO-Material-Related-Party-Transactions-Policy-2019.10.25_2022-12-19-051447_srho.pdf	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	The RPTs approved and duly disclosed are the advances made by and among Arthaland's group of companies, all of which are duly reported and disclosed in the 2022 Annual Report (Audited Consolidated Financial Statements, Note 24 and Audited Separate Financial Statements Note 20)	

		https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	<p>The Material Related Party Transactions Policy (Definition of Terms, Material Related Party Transactions)</p> <p>https://arthaland.com/assets/documents/ALCO-Material-Related-Party-Transactions-Policy-2019.10.25_2022-12-19-051447_srho.pdf</p> <p>provides that any related party transaction/s, either individually or in the aggregate over a twelve (12) month period with the same related party, amounting to ten percent (10%) or higher, of Arthaland's total assets based on its latest audited financial statements is considered a material related party transaction (MRPT).</p> <p>To ensure transparency across Arthaland's group of companies, the Board, through the Audit Committee, which is composed of all independent directors, approves all RPTs regardless of thresholds of materiality, and these are disclosed accordingly thereafter.</p>	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of	Compliant	The Material Related Party Transactions Policy (Policies and Guidelines, Section 7)	

<p>related party transactions during shareholders' meetings.</p>		<p>https://arthaland.com/assets/documents/ALCO-Material-Related-Party-Transactions-Policy-2019.10.25_2022-12-19-051447_srho.pdf provides that all individual MRPTs shall be approved by at least two-thirds (2/3) vote of the Board, with at least majority of the independent directors voting to approve the MRPT and in case that a majority of the independent directors' vote is not secured, the MRPT may be ratified by the vote of stockholders representing at least two-thirds (2/3) of the outstanding capital stock. The same board approval is required for aggregate RPT transactions within a twelve (12) month period that breaches the materiality threshold.</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>Compliant</p>	<p>By-laws (Article IV, Section 2) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf</p> <p>The 2022 Annual Report (Part III, Item 9, letter c) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf identifies the members of Management. Their respective appointments were approved by the Board and disclosed accordingly to PSE and SEC.</p>	

2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>Manual of Corporate Governance (Section 4(B)1(c)2(e)) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf and the By-laws (Article IV, Section 7) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf</p> <p>Arthaland conducts annual performance evaluation of its employees, including executive directors, to enable the Board and Management to determine the propriety of increasing or giving additional remuneration vis-à-vis financial and legal considerations.</p>	
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	<p>Manual of Corporate Governance (Section 4(B)1(c)2(f)) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf</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.	Compliant	Arthaland conducts annual performance evaluation of all its employees, including executive directors, to enable the Board and Management to determine the propriety of increasing or giving additional remuneration vis-à-vis financial and legal considerations.	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Manual of Corporate Governance (Section 4(B)1(c)2(g)) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf and the By-laws (Article III, Section 13(a)) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	Manual of Corporate Governance (Section 4(B)1(c)2(h)) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf	
3. Board approves the Internal Audit Charter.	Compliant	Arthaland's Internal Audit Charter https://arthaland.com/assets/documents/Internal-Audit-Charter.pdf was approved by the Board on 21 October 2020.	
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	Arthaland conducted its Risk Management Training for its directors, officers, and employees in October 2022.	
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	Arthaland's Risk Management Framework https://arthaland.com/corporate-governance/enterprise-risk-management approved by the Audit Committee on 19 August 2022 provides the foundations and organizational strategies for designing, implementing, monitoring, reviewing and continually improving the risk management throughout the company.	
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	The By-Laws (Article III, Sections 1-11) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf enumerates the functions and responsibilities of the Board as a whole and the duties of the directors.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	Arthaland's Insider Trading Policy (the "Insider Trading Policy")	

		https://arthaland.com/assets/documents/2022-0504-ALCO-Insider-Trading-Policy.pdf was approved by the Board on 04 May 2022.	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.		Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.	
2. Company discloses the types of decision requiring board of directors' approval.		Indicate the types of decision requiring board of directors' approval and where there are disclosed.	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	By-laws (Article III, Sections 12-13) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
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	Compliant	The By-laws (Article III, Section 13(a)) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf mandates the creation of an Audit Committee.	

processes, and compliance with applicable laws and regulations.		The Audit Committee is responsible for the appointment of the internal auditor as well as the independent external auditor, among other functions. This includes their removal.	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman, is independent.	Compliant	2022 Annual Report (Part III, Items 9(a) and 10(a)) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf The Audit Committee is composed of three (3) independent directors.	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	The qualifications of the members of the Audit Committee are stated in the 2022 Annual Report (Part III, Item 9 (a)) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf .	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	2022 Annual Report (Part III, Items 9(b) and 10(a)) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Under the Manual of Corporate Governance (Section 4(B)2(d)1) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf , the Audit Committee is responsible for the	

		<p>appointment of the independent external auditor, among other functions. Non-audit work may be given to the external auditor, provided that such does not conflict with his/its duties as an independent auditor or pose a threat to his/its independence.</p> <p>In 2022, Arthaland was charged for non-audit work in relation to the public offering of the second tranche of its ASEAN Green Bonds (2022 Annual Report [Part III, Item 8] https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf).</p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	<p>Manual of Corporate Governance (Section 4(B)(1)e) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf and By-laws (Article III, Section 13) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf</p>	
Optional: Recommendation 3.2			
1. Audit Committee meets at least four times during the year.	Compliant	<p>The Audit Committee Charter requires that the committee meets at least four (4) times a year. https://arthaland.com/assets/documents/Audit-Committee-Charter.pdf</p>	

		There were six (6) Audit Committee meetings in 2022.	
2. Audit Committee approves the appointment and removal of the internal auditor.		Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	The Governance and Nomination Committee was organized by the Board on 25 June 2021 https://arthaland.com/assets/documents/2021-Governance-and-Nomination-Committee-Charter.pdf .	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Not Compliant	The Governance and Nomination Committee Charter provides that the Committee shall be composed of at least three (3) Directors, one of whom must be an Independent Director and as far as practicable, majority of the members of the Committee shall be composed of Independent Directors. The Governance and Nomination Committee is presently composed of a non-executive director, as Chairman, and two independent directors https://arthaland.com/assets/documents/ALCO-SEC-17-C-Results-of-2022-ASM-and-Organizational-Board.pdf	

3. Chairman of the Corporate Governance Committee is an independent director.	Not Compliant	The Governance and Nomination Committee is presently composed of a non-executive director, as Chairman, and two independent directors.	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.		Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	
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	The Board, through its Audit and Risk Management Committee, monitors and reviews the appropriateness and effectiveness of the Risk Management Framework and improvement strategies. https://arthaland.com/corporate-governance/enterprise-risk-management	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	The Audit and Risk Management Committee is composed of all independent directors.	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	The Chairman of the Audit and Risk Management Committee is an independent, Mr. Fernan P. Lukban, and he did not chair any other committee. The Chairman of the	

		Board is Mr. Ernest K. Cuyegkeng, a regular but non-executive.	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	2022 Annual Report (Part III, Item 9, letter a) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	The Audit and Risk Management Committee, which is composed of all independent (and non-executive) directors, reviews and approves all RPTs, regardless of materiality, prior to their presentation to and approval of the Board.	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	https://arthaland.com/assets/documents/ALCO-Material-Related-Party-Transactions-Policy-2019.10.25_2022-12-19-051447_srho.pdf	
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	The By-laws (Article III, Sections 12-13) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	outlines the duties and responsibilities of each committee.	

3. Committee Charters were fully disclosed on the company's website.	Compliant	https://arthaland.com/corporate-governance/board-committee-charter	
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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.	Compliant	Manual of Corporate Governance (Section 4(B)1(e)) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Together with the notice of the meeting, the agenda and all meeting materials are sent by the Corporate Secretary to the directors for their review of the matters to be taken up and thereby enable them to participate in the meeting accordingly (Article III, Section 5 of By-laws https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf).	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	The minutes of meetings present substantially the discussion during meetings of the Board and committees.	

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>Compliant</p>	<p>Manual of Corporate Governance (Section 4(B)1 (b)) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf</p> <p>2022 Annual Report (Part III, Item 9, letter a) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p> <p>The Information Statement (pages 79-85) for the 2022 Annual Stockholders' Meeting https://arthaland.com/assets/documents/ALCO.Definitive-20-IS-for-ASM-2022.pdf filed with the SEC and made available to all stockholders also include the Certifications of the Independent Directors on their respective qualifications/affiliations.</p>	
Recommendation 4.3			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Not Compliant</p>		<p>Notification is not always in writing. Each director is professional enough to advise the Chairman of the Board at the very least before accepting a directorship in another company, listed or otherwise, to enable the Board to assess if his present responsibilities and commitment to Arthaland will be affected and if said director can still adequately provide what is expected of him/her. No written notification was received by the Board in 2022.</p>

Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	Arthaland's executive directors, Vice Chairman and President Jaime C. González, and Treasurer and Executive Vice President Cornelio S. Mapa, Jr., are not directors of other listed companies. Their affiliations are stated in the 2022 Annual Report (Part III, Item 9, letter a) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf .	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	The meetings of the Board of Directors for the following year are scheduled on the last meeting of the Board for the current year, usually in December. The Directors agree among themselves their availability to attend meetings for the following year.	
3. Board of directors meet at least six times during the year.	Compliant	Section 3, Article III of the By-laws requires that the Board holds regular meetings at least once every quarter. https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf There were eight (8) Board meetings in 2022.	

4. Company requires as minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions	
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	2022 Annual Report (Part III, Item 9, letter a) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	2022 Annual Report (Part III, Item 9, letter a) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.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.	Compliant	Manual of Corporate Governance (Section 4(B)(1)e) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Arthaland complies with the directives of its primary regulators as reflected in the 2022 Annual Report (Part III, Item 9, letter a)	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	

3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant		To date, Arthaland has not retained an independent director in the same capacity after 9 years.
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Mr. Ernest K. Cuyegkeng is the Chairman of the Board, while Mr. Jaime C. González is the Vice Chairman and President.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	By-Laws (Article IV, Section 5) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf The Chairman of the Board of Arthaland is not in any way related to its Vice Chairman and President.	
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.	Not Compliant		In the absence of the Chairman of the Board, the lead director appointed is the Vice Chairman and President as provided in Article IV, Section 5(b) of the By-laws https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf . The Board is given the discretion during its organizational meeting to determine the lead director in the absence of the Chairman of the Board.

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	Manual of Corporate Governance (Section 4(B)(1)e) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf In RPTs of Arthaland, the affected/involved director always abstains from the discussion and voting on the transaction. Such abstention is disclosed in reports submitted to Arthaland's regulators and reflected in the minutes of meetings.	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Not Compliant		All directors, including NEDs, have free access to the external auditor and all executives of Arthaland. It is not necessary to set formal meetings for the purpose and/or minuting the same.
2. The meetings are chaired by the lead independent director.	Not Compliant		
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	The former President and CEO of Arthaland retired on 28 February 2017.	

Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1

1. Board conducts an annual self-assessment of its performance as a whole.	Not Compliant		A Third-Party Board Evaluation was facilitated by the Institute of Corporate Directors beginning 2019 and was concluded in September 2020. The Board has not seen the need to conduct another evaluation for 2022.
2. The Chairman conducts a self-assessment of his performance.	Not Compliant		
3. The individual members conduct a self-assessment of their performance.	Not Compliant		
4. Each committee conducts a self-assessment of its performance.	Not Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Not Compliant		

Recommendation 6.2

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Not Compliant		The Board arranged for an external assessment for 2019, which was concluded in September 2020. Because of the results thereof, the Board is presently working on establishing a system to conduct annual assessment of its performance as a whole or of its individual directors or have another external assessment.
2. The system allows for a feedback mechanism from the shareholders.	Not Compliant		

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	Compliant	Arthaland has a Code of Business Conduct and Ethics (the "Code")	
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professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.		https://arthaland.com/corporate-governance/code-of-business-conduct-and-ethics which provides standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings thereof.	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Upon election, appointment or engagement, first time directors and all employees undergo an orientation which includes a discussion of the Code.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	https://arthaland.com/corporate-governance/code-of-business-conduct-and-ethics	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Arthaland has a strict policy on conflicts of interests (https://arthaland.com/corporate-governance/code-of-business-conduct-and-ethics) which includes penalizing any involvement in offering, paying and receiving bribes. The penalty includes dismissal and filing of criminal charges, as appropriate.	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of	Compliant	The Board, through the heads of each department of Arthaland, are	

compliance with the Code of Business Conduct and Ethics.		responsible in monitoring the compliance by all employees with the Code of Business Conduct and Ethics (the "Code") and other internal policies. This is reflected in the Human Resource (HR) Policies.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	There was no violation of the Code in 2022.	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Not Compliant		The Board has not found the necessity to come out with separate disclosure policies and procedures which will just be a replica of those imposed by the company's regulators. Arthaland complies with the requirements of its regulators.
Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Not Compliant		Annual Reports are made available not later than 105 days from the end of the fiscal year while quarterly/interim reports are filed within 45 days from the end of the reporting period.

<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; crossholdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>2022 Annual Report (Item 6) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p>	
Recommendation 8.2			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>Arthaland's Insider Trading Policy requires, among others, that all directors, principal officers, and employees, as defined therein, report to the Office of the Corporate Secretary their shareholdings in Arthaland within three (3) trading days from dealing in such shares.</p>	
<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>https://arthaland.com/assets/documents/2022-0504-ALCO-Insider-Trading-Policy.pdf.</p> <p>None of the directors dealt with shares of Arthaland in 2022. https://arthaland.com/assets/documents/2022-0504-ALCO-Insider-Trading-Policy.pdf</p>	
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</p>	<p>Compliant</p>	<p>Arthaland complies with the directives of its regulators on disclosures of any dealings in its shares by the directors and officers. There has been no such trading nor any buy-back in 2022.</p>	

of its shares from the market (e.g. share buy-back program).			
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	2022 Annual Report (Part III, Item 9, letter a) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	
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	2022 Annual Report (Part III, Item 9, letters a, b and c) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	
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	2022 Annual Report (Part III, Item 10, letter a) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf and By-laws (Article III, Section 10) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Not Compliant		Under the By-laws (Article IV, Section 7) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf , the Chairman, or such other officer(s) as the Board of Directors may authorize, shall determine the

			compensation of all the officers and employees of the Corporation.
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	<p>Information Statement (Part B, Item 6) for the 2022 Annual Stockholders' Meeting https://arthaland.com/assets/documents/ALCO.Definitive-20-IS-for-ASM-2022.pdf.</p> <p>Only the compensation of the directors was disclosed on an individual basis, those of executive officers are disclosed in total as such is considered confidential in Arthaland, and Management does not have their consent to disclose the same to the public, even to the regulators.</p>	
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>Manual of Corporate Governance (Section 4(B)1(c)2(d)) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf</p>	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<p>Arthaland discloses RPTs, regardless of materiality, as and when they are approved by the Board, and reflects the same in its annual reports https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p>	

Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Prior to the Governance and Nomination Committee deliberating on the qualifications of the nominees to the Board for the succeeding term, all directors are required to make full disclosures of their interests in other companies, including the government.</p> <p>Also, the directors of Arthaland are professional enough to know when there is a conflict of interest on their part, to disclose such conflict to the Board, and to abstain from the deliberation of such particular transaction during meetings. The disclosure and abstention are reflected in the minutes of these meetings.</p>	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.		Provide link or reference where this is disclosed, if any	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p>This is done through https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=172 and SEC Form 17C which are also uploaded to Arthaland's website https://arthaland.com/investor-relations/disclosures.</p>	

<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Compliant</p>	<p>2022 Annual Report https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p> <p>Arthaland secures the services of independent appraisers in evaluating the fairness of the transaction price. The appraiser, including the rules and procedures used, differs every time.</p>	
<p>Supplement to Recommendation 8.6</p>			
<p>1. Company discloses the existence, justification, and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p>	<p>Compliant</p>	<p>Arthaland complies with directives of its primary regulators on the subject and agreements entered into are disclosed accordingly.</p> <p>2022 Annual Report (Part III, Item 11(1)) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p>	
<p>Recommendation 8.7</p>			
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	<p>Compliant</p>	<p>Manual of Corporate Governance (Section 4(B)1) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf</p>	
<p>2. Company's MCG is submitted to the SEC and PSE.</p>	<p>Compliant</p>		
<p>3. Company's MCG is posted on its company website.</p>	<p>Compliant</p>		

Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	<p>Manual of Corporate Governance https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf</p> <p>The latest amendment made to the period within which the External Auditor shall be rotated or changed, i.e. from five (5) years to seven (7), was disclosed on 03 May 2023.</p> <p>https://arthaland.com/assets/documents/ALCO-SEC-17C-Amendment-to-Manual-of-Corporate-Governance.pdf</p>	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		2022 Annual Report and Sustainability Report https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		<p>Arthaland discloses the following non-financial performance indicators in its Sustainability Report:</p> <ol style="list-style-type: none"> 1. energy consumption and reduction thereof 2. water consumption 3. materials used by the organization 4. GHG emissions 5. air pollutants

			<ul style="list-style-type: none"> 6. solid and hazard waste generated 7. effluent volume 8. environmental compliance 9. employment data on hiring, benefits, training and development, diversity and equal opportunity, occupational health and safety 10. supply chain management 11. significant impacts on local communities 12. customer management 13. health and safety 14. marketing and labelling 15. customer privacy, and 16. data security.
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Not compliant		
g. Total remuneration of each member of the board of directors	Compliant		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance,	Compliant	<p>2022 Annual Report (Part IV)</p> <p>https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p>	

identifies and explains reason for each such issue.			
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.	Not Compliant	There was no review of the company's material controls (including operational, financial and compliance controls) and risk management systems conducted in 2022.	
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.	Not Compliant	Arthaland complies with the directives of its primary regulators on what the Annual Report and Annual CG Report should contain, and a statement from the Board of Directors or the Audit Committee on the adequacy of the company's internal controls/risk management systems is not one of them.	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	2022 Annual Report (Part I, Item 1, letter e) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	

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	By-laws (Article III, Section 13(a)) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
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		<p>Audit Committee Charter https://arthaland.com/assets/documents/Audit-Committee-Charter.pdf provides that the appointment, reappointment, removal, and fees of the external auditor should be recommended by the Audit Committee, approved by the Board and ratified by the stockholders. Further, the reasons for the removal or change of the external auditor should be disclosed to the regulators and the public.</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>	Compliant	<p>By-laws (Article III, Section 13(a), and Article V, Section 1) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf</p> <p>Audit Committee Charter https://arthaland.com/assets/documents/Audit-Committee-Charter.pdf</p> <p>While the Board is granted the full authority to appoint the external auditor annually, the same is submitted for ratification of the shareholders during annual meetings.</p>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public</p>	Compliant	<p>Arthaland complies with the directives of its primary regulators. Its external auditor was last changed in 2012 as stated in the 2022 Annual</p>	

<p>through the company website and required disclosures.</p>		<p>Report (Part II, Item 8) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p> <p>Audit Committee Charter https://arthaland.com/assets/documents/Audit-Committee-Charter.pdf</p>	
Supplement to Recommendation 9.1			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>The lead audit partner of its external auditor was changed in 2017.</p> <p>2022 Annual Report (Part II, Item 8) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p> <p>However, Arthaland's Manual of Corporate Governance was amended on 03 May 2023 to extend the period within which the External Auditor shall be rotated or changed from five (5) years to seven (7). https://arthaland.com/assets/documents/ALCO-SEC-17C-Amendment-to-Manual-of-Corporate-Governance.pdf</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external 	<p>Compliant</p>	<p>The Audit Committee Charter https://arthaland.com/assets/documents/Audit-Committee-Charter.pdf outlines the responsibilities, among others, of the Audit Committee.</p>	

iii.	auditor's independence and objectivity; and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.			
2.	Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Audit Committee Charter https://arthaland.com/assets/documents/Audit-Committee-Charter.pdf .	
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	By-laws (Article III, Section 13) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
2.	Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Audit Committee Charter https://arthaland.com/assets/documents/Audit-Committee-Charter.pdf .	
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	2022 Annual Report (Part II, Item 8) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf	
2.	Audit Committee stays alert for any potential conflict of interest situations,	Compliant	The entire organization of Arthaland looks out for potential conflicts of	

<p>given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.</p>		<p>interests in all aspects thereof. Such is not left to the responsibility of the Audit Committee alone. Any possible conflict is immediately elevated, even up to the level of the Board when necessary.</p>	
Supplement to Recommendation 9.3			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	<p>Compliant</p>	<p>The external auditor's fees are based on the estimated time that would be spent on an engagement and Arthaland is charged on the experience level of the professional staff members who will be assigned to work on the engagement and generally, on the complexity of the issues involved and the work to be performed, as well as the special skills required to complete the work.</p> <p>Audit and non-audit fees paid by Arthaland are always disclosed in its annual reports.</p> <p>2022 Annual Report (Part II, Item 8) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.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>Compliant</p>	<p>Arthaland's external auditor is:</p> <ol style="list-style-type: none"> 1. Reyes, Tacandong & Co. 2. SEC Accreditation No.: 97380-SEC Group A 3. Date accredited: 08 April 2021 	

		<p>4. Valid for Financial Periods 2020 to 2024</p> <p>5. 26/F Citibank Tower 8741 Paseo de Roxas, Makati City 1226 +632.8982.9100</p>	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	Arthaland's external auditor has not been subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	<p>Arthaland submitted its Sustainability Report together with its 2022 Annual Report.</p> <p>2022 Annual Report (Part V, Item 14) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	<p>Arthaland submitted its Sustainability Report together with its 2022 Annual Report.</p> <p>2022 Annual Report (Part V, Item 14) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf</p>	

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

Recommendation 11.1

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	Arthaland communicates to its primary regulators through submissions of reports, its website and as appropriate, through media briefings and press conferences.	
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Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:	Compliant	https://arthaland.com/investor-relations/disclosures	
a. Financial statements/reports (latest quarterly)	Compliant	https://arthaland.com/investor-relations/articles-of-incorporation	
b. Materials provided in briefings to analysts and media	Compliant	https://arthaland.com/investor-relations/stockholders-meeting	
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		

Additional Recommendation to Principle 11

1. Company complies with SEC-prescribed website template.	Compliant	https://arthaland.com/	
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Internal Control System and Risk Management Framework

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

Recommendation 12.1

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p>The Board, with the assistance of the Audit Committee and the Internal Audit and Risk Department, oversees very closely Arthaland's internal control system.</p> <p>The position of internal auditor was filled in August 2020 by Mr. Joseph R. Feliciano. He became Arthaland's Internal Audit and Risk Management Officer on 15 December 2021.</p> <p>The Board approved the Internal Audit Charter on 21 October 2020 https://arthaland.com/assets/documents/Internal-Audit-Charter.pdf while the Risk Management Framework https://arthaland.com/corporate-governance/enterprise-risk-management was approved by the Audit and Risk Committee on 19 August 2022.</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>Arthaland conducted its Risk Management Training for its officers and employees in October 2022.</p> <p>Arthaland's Risk Management Framework https://arthaland.com/corporate-governance/enterprise-risk-</p>	

		management was approved by the Audit and Risk Committee on 19 August 2022.	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	The Corporate Secretary, who is also the Compliance Officer, oversees the overall compliance of Arthaland and its group of companies, while the heads of the various departments monitor the requisite compliances of the company which are within the scope of their respective responsibilities in the organization. Manual of Corporate Governance, as revised on 06 May 2020 (Section 10) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.		Provide information on IT governance process	
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	Compliant	Arthaland has an Internal Audit Department headed by Internal Audit and Risk Management Officer Joseph R. Feliciano.	

value and improve the company's operations.		https://arthaland.com/assets/documents/ALCO.GIS-2020-amended-2020-0626.pdf	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	The Internal Auditor was appointed on 05 August 2020 https://arthaland.com/assets/documents/ALCO.GIS-2020-amended-2020-0626.pdf	
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	By-laws (Article V, Section 3) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
3. In case of a fully outsourced internal audit activity, qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	In the event the internal audit function will be outsourced subsequently, Arthaland will identify qualified independent executive/s or senior management personnel who will manage the matter.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	The Board, through the Audit and Risk Committee, monitors and reviews the appropriateness and effectiveness of the Risk Management Framework and improvement strategies, whereas the Internal Audit and Risk Management Department owns, promotes, and drives the effective implementation of the Risk	

		<p>Management Framework for all functions across the company.</p> <p>https://arthaland.com/corporate-governance/enterprise-risk-management</p>	
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p>The Board, through the Audit and Risk Management Committee, monitors and reviews the appropriateness and effectiveness of the Risk Management Framework and improvement strategies, whereas the Internal Audit and Risk Management Department owns, promotes, and drives the effective implementation of the Risk Management Framework for all functions across the company.</p> <p>https://arthaland.com/corporate-governance/enterprise-risk-management</p>	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	<p>On 15 December 2021, the Head of Internal Audit was appointed as Arthaland's Risk Management Officer concurrently. He holds a rank of Vice President.</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<p>https://arthaland.com/assets/documents/ALCO-SEC-17C-Series-B-Delisting-Risk-Officer-and-Deputy-CFO.pdf</p>	

Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Not Compliant		Whether Arthaland has a sound internal audit, control and compliance system in place and working effectively is not attested to in writing, but the same is overseen by the Board and Management, through the Audit and Risk Committee Chair and the President.
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Manual of Corporate Governance (Section 7) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Arthaland provides the shareholders' rights mandated by law, and these are enumerated in its Manual of Corporate Governance (Section 7) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	By-laws (Article II, Section 4) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	

2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	By-laws (Article II, Section 4) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
3. Board has an effective, secure, and efficient voting system.	Compliant		
4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	Arthaland complies with the provisions of the Revised Corporation Code of the Philippines on matters requiring the vote of more than majority.	
5. Board allows shareholders to call a special shareholders’ meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	<p>Article II, Section 6 of the By-laws states that a special meeting of the stockholders may be called upon written demand to the Corporate Secretary by stockholders owning such minimum percentage of outstanding capital stock as may be provided by applicable law or regulations and submit proposals for consideration.</p> <p>https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf</p> <p>The threshold percentage set by SEC Memorandum Circular No. 07, Series of 2021 is shareholders holding at least 10% or more of the outstanding capital stock.</p>	

6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Arthaland complies with the provisions of the Revised Corporation Code of the Philippines on matters involving minority shareholders, which include appraisal rights (By-laws https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf).	
7. Company has a transparent and specific dividend policy.	Compliant	2022 Annual Report (Part II, Item 5, letter c) https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf By-laws (Article VII, Section 2) https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.		Identify the independent party that counted/validated the votes at the ASM, if any.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	The notice and agenda of annual meetings are disclosed to primary regulators and made public as early as March of each year, while the annual meeting is fixed on the last Friday of June each year.	

		https://arthaland.com/assets/documents/2022-Notice-of-Annual-Stockholders-Meeting.pdf	
Supplemental to Recommendation 13.2			
a. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Information Statement (Part B, Item 5, letter a) for the 2022 Annual Stockholders' Meeting https://arthaland.com/assets/documents/ALCO.Definitive-20-IS-for-ASM-2022.pdf .	
b. Auditors seeking appointment/re-appointment	Compliant		
c. Proxy documents	Compliant		
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting		Provide link or reference to the rationale for the agenda items	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	For the 2022 annual meeting which was held via remote communication, the video recording was made available on the website before the end of the day of the annual meeting itself.	
2. Minutes of the Annual and Special Shareholders' Meetings were available on	Not Compliant		For the 2022 annual meeting which was held via remote communication, the

the company website within five business days from the end of the meeting.			video recording was made available instead on the website before the end of the day of the meeting itself.
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The minutes enumerates the relevant parties present during ASM and SSM https://arthaland.com/investor-relations/stockholders-meeting#DocumentTable17062	
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	There is no specific alternative dispute mechanism available at this time, but the Board is always open to adopting any proposal on the subject so long as the same is in the best interests of Arthaland. To date, there is no intra-corporate dispute within Arthaland.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Not Compliant		There is no specific alternative dispute mechanism available at this time, but the Board is always open to adopting any proposal on the subject so long as the same is in the best interests of Arthaland.
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	The officer/office responsible for investor relations is: 1. Ms. Sheryll P. Verano 2. Phone +632 84036910 3. Fax +632 84036910 4. investor.relations@arthaland.com	

2. IRO is present at every shareholder's meeting.	Compliant	The IRO was present at the 2022 ASM. https://arthaland.com/investor-relations/stockholders-meeting#DocumentTable17062	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.	Compliant	Arthaland respects all its shareholders and gives them their rights as mandated by the Revised Corporation Code of the Philippines.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Not Compliant		The public ownership percentage as of 31 December 2022 is 29.9059%.
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting		Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		Disclose the process and procedure for secure electronic voting in absentia, if any.	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation	Compliant	Arthaland does not have any specific policy or program for any particular stakeholder other than	

<p>between them and the company in creating wealth, growth and sustainability.</p>		<p>those reflected in its Articles of Incorporation and By-laws https://arthaland.com/assets/documents/2020-1210-ALCO-SEC-Amended-By-Laws-original-file.pdf and Manual of Corporate Governance https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf</p>	
Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>Arthaland respects all its shareholders and gives them their rights as mandated by the Revised Corporation Code of the Philippines.</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>Not Compliant</p>		<p>Any one of the Corporate Secretary and the IRO may be contacted by stakeholders to voice their concerns and/or complaints for possible violation of their rights. Contact details are:</p> <p>1. Phone +632 84036910 2. Fax +632 84036910 3. Email investor.relations@arthaland.com</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>	<p>Not Compliant</p>		<p>Arthaland is working on coming out with an alternative dispute resolution system applicable to it.</p>

Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	Arthaland did not request for any such exemption in 2022.	
2. Company respects intellectual property rights.	Compliant	There is no specific instance this was manifested in 2022 but Arthaland is law-abiding.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare		Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures		Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	
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	Compliant	Arthaland holds CSR activities and enjoins its employees' participation	

<p>actively participate in the realization of the company's goals and in its governance.</p>		<p>to impart on them what Arthaland is really all about.</p> <p>https://arthaland.com/corporate-governance/corporate-social-responsibility</p>	
Supplement to Recommendation 15.1			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>Compliant</p>	<p>Arthaland has an employee stock option plan (ESOP) as discussed in the 2022 Annual Report (Part III, Item 10, letter b)</p> <p>https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf.</p>	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p>Manual of Corporate Governance (Section 8) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf</p> <p>Policy on Health Safety and Welfare of Employees https://arthaland.com/assets/documents/Policy-on-Health-Safety-and-Welfare-of-Employees.pdf</p> <p>Arthaland also provides its employees HMO coverage and conducts regular seminars on safety and their welfare.</p>	

<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p>Manual of Corporate Governance (Section 10) https://arthaland.com/assets/documents/2020-Manual-on-Corporate-Governance.pdf</p> <p>Each year, Arthaland sends certain employees to various trainings and seminars relevant to the work they do and for their respective career growth, all of which at the company's expense.</p>	
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>Compliant</p>	<p>Policies on and practices against corruption are reflected in Arthaland's Code of Business Ethics and Conduct (https://arthaland.com/corporate-governance/code-of-business-conduct-and-ethics) which are made known to all employees, especially at the time of their respective engagement.</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>	<p>Compliant</p>	<p>Policies on and practices against corruption are reflected in Arthaland's Code of Business Ethics and Conduct (https://arthaland.com/corporate-governance/code-of-business-conduct-and-ethics) which are made known to all employees,</p>	

		especially at the time of engagement.	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>Arthaland has a strict policy on conflicts of interests which includes penalizing any involvement in offering, paying and receiving bribes.</p> <p>The penalty includes dismissal and filing of criminal charges, as appropriate.</p> <p>https://arthaland.com/assets/documents/Conflict-of-Interest-Policy.pdf</p> <p>There is no finding on this matter for 2022.</p>	
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	<p>https://arthaland.com/assets/documents/Whistleblowing-Policy.pdf</p> <p>Everything is treated with utmost confidentiality to protect the affected employees from retaliation.</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.	Compliant	<p>https://arthaland.com/assets/documents/Whistleblowing-Policy.pdf</p> <p>There are two officers who have access to the email where all allegations or issues received which shall be subsequently reported to the</p>	

		Chairman of the Audit and Risk Committee. For allegations/issues relating to senior management, the matter is escalated directly to the Board of Directors.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	There are two officers who have access to the email where all allegations or issues received which shall be subsequently reported to the Chairman of the Audit and Risk Committee. For allegations/issues relating to senior management, the matter is escalated directly to the Board of Directors.	

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	It is Arthaland's policy to hold CSR activities annually and it enjoins its employees' participation to impart to them what Arthaland is all about. Stockholders are informed about these during the presentation of the Management Report during annual meetings. https://arthaland.com/corporate-governance/corporate-social-responsibility	
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		https://arthaland.com/investor-relations/stockholders-meeting#DocumentTable17062	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	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.	<p>Arthaland works with the general contractors to use sustainable materials and maintain sustainable construction practices by setting the following targets:</p> <ol style="list-style-type: none"> a. At least 10% of the materials' cost must be sustainable by having recycled content, reused materials, bio-based materials, rapidly renewable materials, Forest Stewardship Council (FSC) certified wood, b. At least 10% of the materials' cost must be sourced within 160 kilometers from the project site, and c. 100% of the liquid applied materials (paints, coatings, adhesives, sealants, etc.) per volume must be within the volatile organic compounds limits of the South Coast Air Quality Management District (SCAQMD), a standard for air quality. <p>2022 Annual Report, Sustainability Report, Materials used by organization, pages 14-15 https://arthaland.com/assets/documents/2022-ALCO-Annual-Report.pdf.</p>
2. Company exerts effort to interact positively with the communities in which it operates		Identify or provide link/reference to policies, programs and practices to	

		interact positively with the communities in which it operates.	
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- Nothing follows. -

SIGNATURE PAGE

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed in **Taguig City** on the day indicated below.

ARTHALAND CORPORATION

By:


ERNEST K. CUYEGKENG
Chairman of the Board


JAIMÉ C. GONZÁLEZ
Vice Chairman and President


RIVA KRISTINE V. MAALA
Corporate Secretary and Compliance Officer



FERNAN VICTOR P. LUKBAN
Independent Director


ANDRES B. STA. MARIA
Independent Director


HANS B. SICAT
Independent Director

SUBSCRIBED AND SWORN to before me this on this APR 05 2023 at **Taguig City, Philippines**, affiants exhibiting to me competent evidence of their respective identities as above indicated.

Doc. No. 364
Page No. 74
Book No. 20
Series of 2023.


GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
UNTIL DEC. 31, 2024
PTR # A-5725291 JAN. 03, 2023 Taguig City
IBP NO. 248418/10/08/2022 RSM (FOR YR. 2023)
ROLL NO. 41969
MCLE COMP. VI NO. 0021812
MARCH 29, 2019
APP No. 81 (2023-2024)

From: ICTD Submission <ictdsubmission+canned.response@sec.gov.ph>
Sent: Tuesday, May 30, 2023 11:12 AM
To: ALCO@arthaland.com
Subject: Re: Arthaland Corporation | 2022 I-ACGR

Thank you for reaching out to ictdsubmission@sec.gov.ph. Your submission is subject for Verification and Review of the Quality of the Attached Document only for **Secondary Reports**. Official copy of the submitted document/report with Barcode Page (Confirmation Receipt) will be made available after 7 working days via order from receipt through the SEC Express System at <https://secexpress.ph/>. Or you may call 8737-8888 for further clarifications.

NOTICE

Please be informed that selected reports should be filed through ***ELECTRONIC FILING AND SUBMISSION TOOL (EFAST)***. <https://cifss-ost.sec.gov.ph/user/login> such as: AFS, GIS, GFFS, LCFS, LCIF, FCFS, FCIF, IHFS, BDFS, PHFS etc. ANO, ANHAM, FS-PARENT, FS-CONSOLIDATED, OPC_AO, AFS WITH NSPO FORM 1,2,3 AND 4,5,6, AFS WITH NSPO FORM 1,2,3 (FOUNDATIONS)

Further, pursuant to SEC Memorandum Circular No. 3, series of 2021, scanned copies of the printed reports with wet signature and proper notarization shall be filed in **PORTABLE DOCUMENT FORMAT (PDF)** Secondary Reports such as: **17-A, 17-C, 17-L, 17-Q, ICASR, ICA-QR, ICA-AR, 23-A, 23-B, I-ACGR, ACGR, Monthly Reports, Quarterly Reports, Letters, OPC(ALTERNATE NOMINEE),GIS-G, 52-AR, IHAR,AMLA-CF,NPM,NPAM, BP-FCLC, CHINESEWALL, 39-AR,36-AR, PNFS, MCG, S10/SEC-NTCE-EXEMPT**, through email at

ictdsubmission@sec.gov.ph

FOR **MC28**, please go to SEC website:
<https://apps010.sec.gov.ph>

For your information and guidance.

Thank you and keep safe.

Arthaland Disclosure | 2022 I-ACGR

From: PDEX Disclosure <pdex.disclosure@pds.com.ph>
Sent: Tuesday, May 30, 2023 11:24 AM
To: Margeline C. Hidalgo <mchidalgo@arthaland.com>
Cc: Riva Khristine Maala <rvmaala@arthaland.com>
Subject: Re: [EXTERNAL] Arthaland Disclosure | 2022 I-ACGR

Gentlemen,

This is to acknowledge receipt of the disclosure and its attachment.

Regards,

Issuer Compliance & Disclosure Department
Philippine Dealing & Exchange Corp.
29/F, BDO Equitable Tower,
8751 Paseo de Roxas, Makati City
DL: (632) 8884-4415; 4433
E-mail: pdex.disclosure@pds.com.ph