



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **31 DECEMBER 2020**
2. SEC Identification Number **ASO-94-007160** 3. BIR Tax Identification No. **126-004-450-721**
4. Exact name of issuer as specified in its charter **ARTHALAND CORPORATION**
5. **METRO MANILA, PHILIPPINES** (SEC Use Only)
Province, Country or other jurisdiction of incorporation or organization 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. **(+634) 8 403-6910**
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 2020 Annual Report (Part III, Item 9, letter a) https://www.arthaland.com/investor-relations/annual-reports provides information on the academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of its directors, while the By-laws (Article III, Section 2)</p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	Compliant		
<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>while the By-laws (Article III, Section 2) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws 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. The 2020 Annual Report (Part III, Item 9, letter a) https://www.arthaland.com/investor-</p>	

		relations/annual-reports identifies who these directors are.	
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 (Section 10) https://www.arthaland.com/investor-relations/manual-corporate-governance	
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, as revised on 06 May 2020 (Section 10) https://www.arthaland.com/investor-relations/manual-corporate-governance	
3. Company has relevant annual continuing training for all directors.	Compliant	https://www.arthaland.com/investor-relations/manual-corporate-governance 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. Arthaland did not arrange a separate annual continuing training for its directors and officers for 2020 given the pandemic and the government's mandate not to hold face to face	

		gatherings.	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	The Manual of Corporate Governance, as revised on 06 May 2020 (Section 4(B)1(a)) https://www.arthaland.com/investor-relations/manual-corporate-governance 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		

2. Corporate Secretary is a separate individual from the Compliance Officer.	Not Compliant	2020 Annual Report (Part III, Item 9, letter b) https://www.arthaland.com/investor-relations/annual-reports	The By-laws (Article IV, Section 2) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws 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. The Board and Management are looking into the necessity of still hiring a full time Compliance Officer, have 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 the SEC-accredited training programs on (i) the New Code of Corporate Governance for Public Companies and Registered Issuers held on 28 July 2020 via Zoom®, and (ii) the Implementation Best Practices: How to Develop a Data Privacy Management System and	

		Manual, held on 25-26 November 2020 via Zoom®, both of which were facilitated by the Center for Global Best Practices.	
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	2020 Annual Report (Part III, Item 9, letter b) https://www.arthaland.com/investor-relations/annual-reports	
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		The Corporate Secretary who also performs the functions of the Compliance Officer attended the SEC-accredited training programs on (i) the New Code of Corporate Governance for Public Companies and Registered Issuers held on 28 July 2020 via Zoom®, and (ii) the Implementation Best Practices: How to Develop a Data Privacy Management System and Manual, held on 25-26 November 2020 via Zoom®, both of which were facilitated by the Center for Global Best Practices.

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

Recommendation 2.1

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>Manual of Corporate Governance, as revised on 06 May 2020 (Section 4(B)1(c)1) https://www.arthaland.com/investor-relations/manual-corporate-governance and the By-laws (Article III, Sections 1, 5 and 8) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws</p>	
---	------------------	--	--

Recommendation 2.2

<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>Manual of Corporate Governance, as revised on 06 May 2020 (Section 4(B)1(c)1) https://www.arthaland.com/investor-relations/manual-corporate-governance</p>	
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>and the By-laws (Article III, Section 1) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws 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</p>	

		how closer they are to such objectives or whether the same need to be changed accordingly given the circumstances.	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Arthaland's vision, mission and core values are in its website https://www.arthaland.com . Arthaland complies with the Securities and Regulation Code (SRC) on the frequency of reviewing the vision, mission and core values. In fact, 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://www.arthaland.com/investor-relations/minutes-meetings	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment and culture.	Compliant	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 in order to achieve the overall (short-, mid- and long term) objectives of the company and its subsidiaries.	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	2020 Annual Report (Part III, Item 9, letter a)	

		https://www.arthaland.com/investor-relations/annual-reports	
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Manual of Corporate Governance, as revised on 06 May 2020 (Section 4(B)1(c)2(a)) https://www.arthaland.com/investor-relations/manual-corporate-governance	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	https://www.arthaland.com/investor-relations/manual-corporate-governance	
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, as revised on 06 May 2020 (Section 4(B)1(c)2(b)) https://www.arthaland.com/investor-relations/manual-corporate-governance	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	and the By-laws (Article III, Section 10) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws	
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, as revised on 06 May 2020 (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://www.arthaland.com/investor-relations/manual-corporate-governance 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://www.arthaland.com/investor-relations/articles-incorporation-and-laws	
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 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.	Compliant	There was no assessment made in 2020 on the effectiveness of the Board's processes and overall performance for 2020 given the effects of the pandemic and the community quarantine implemented by the government.	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		

Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.		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, as revised on 06 May 2020 (Section 4(B)1(c)2(d)) https://www.arthaland.com/investor-relations/manual-corporate-governance	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	and Material Related Party Transactions Policy dated 23 October 2019 https://www.arthaland.com/investor-relations/related-party-transactions-policy	
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 non-interest bearing loans granted by related companies in favor of Arthaland and advances made among Arthaland's group of companies, all of which are duly reported and disclosed in the 2020 Annual Report (Audited Consolidated Financial Statements, Note 24 and Audited Separate Financial Statements Note 19) https://www.arthaland.com/investor-relations/annual-reports .	

Supplement to Recommendations 2.7

<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Compliant</p>	<p>The Material Related Party Transactions Policy dated 23 October 2019 (Definition of Terms, Material Related Party Transactions) https://www.arthaland.com/investor-relations/related-party-transactions-policy 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>	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>The Material Related Party Transactions Policy dated 23 October 2019 (Policies and Guidelines, Section 7) https://www.arthaland.com/investor-relations/related-party-transactions-policy provides that all individual MRPTs shall be approved by at least two-thirds (2/3) vote of the Board,</p>	

		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.	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	By-laws (Article IV, Section 2) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws The 2020 Annual Report (Part III, Item 9, letter c) https://www.arthaland.com/investor-relations/annual-reports identifies the members of Management.	
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	Manual of Corporate Governance, as revised on 06 May 2020 (Section 4(B)1(c)2(e)) https://www.arthaland.com/investor-relations/manual-corporate-governance and the By-laws (Article IV, Section 7) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws	

		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.	
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	Manual of Corporate Governance, as revised on 06 May 2020 (Section 4(B)1(c)2(f)) https://www.arthaland.com/investor-relations/manual-corporate-governance	
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, as revised on 06 May 2020 (Section 4(B)1(c)2(g)) https://www.arthaland.com/investor-relations/manual-corporate-governance	
2. The internal control system includes a mechanism for monitoring and managing	Compliant	and the By-laws (Article III, Section 13(a))	

potential conflict of interest of the Management, members and shareholders.		https://www.arthaland.com/investor-relations/articles-incorporation-and-laws	
3. Board approves the Internal Audit Charter.	Compliant	Arthaland's Internal Audit Charter https://www.arthaland.com/investor-relations/board-committees-charter 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.	Not Compliant		The Board has yet to assess the effectiveness of risk management strategies adopted.
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.	Not Compliant		
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://www.arthaland.com/investor-relations/articles-incorporation-and-laws 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	<p>Insider Trading Policy https://www.arthaland.com/investor-relations/insider-trading-policy</p> <p>The Board complies with the policies provided by its primary regulators on the matter.</p>	
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	<p>By-laws (Article III, Sections 12-13) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws</p>	
Recommendation 3.2			

<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>The By-laws (Article III, Section 13(a)) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws mandates the creation of an Audit Committee.</p> <p>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.</p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Compliant</p>	<p>2020 Annual Report (Part III, Items 9(a) and 10(a)) https://www.arthaland.com/investor-relations/annual-reports</p> <p>The Audit Committee is composed of three (3) independent directors.</p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>2020 Annual Report (Part III, Item 9 letter a) https://www.arthaland.com/investor-relations/annual-reports</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>2020 Annual Report (Part III, Items 9(b) and 10(a)) https://www.arthaland.com/investor-relations/annual-reports</p>	
<p>Supplement to Recommendation 3.2</p>			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Under the Manual of Corporate Governance as revised on 06 May 2020 (Section 4(B)2(d)1) https://www.arthaland.com/investor-relations/annual-reports</p>	

		<p>relations/manual-corporate-governance, the Audit Committee is responsible for the 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 2019, Arthaland was charged for non-audit work in relation to the public offering of its Preferred Series C shares and for the shelf registration of its fixed rate ASEAN Green Bonds which was approved in January 2020 (2020 Annual Report [Part III, Item 8] https://www.arthaland.com/investor-relations/annual-reports).</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, as revised on 06 May 2020 (Section 4(B)(1)e) https://www.arthaland.com/investor-relations/manual-corporate-governance and By-laws (Article III, Section 13) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws</p>	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	There were five (5) Audit Committee meetings in 2020	

		https://www.arthaland.com/sites/default/files/2021%200127%20ALCO%20Board%20Attendance%202020.pdf .	
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 Nomination and Governance Committee was organized by the Board on 25 June 2021 https://www.arthaland.com/investor-relations/board-committees-charter .	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Not Compliant	The Nomination and Governance 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 Nomination and Governance Committee is presently composed of a non-executive director, as Chairman, and two independent directors. https://www.arthaland.com/sites/default/files/2021%200625%20ALCO%20SEC%2017C%20%28Results%20of%2020	

		21%20ASM%20and%20Organizational%20Board%29.pdf	
3. Chairman of the Corporate Governance Committee is an independent director.	Not Compliant	The Nomination and Governance 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.	Not Compliant		The Board, through the Audit Committee, continues to oversee Arthaland's risk functions and responsibilities. While a Risk Management Committee was created in 2020, it has yet to come out with its own charter and an enterprise risk management program.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Not Compliant		The Board, through the Audit Committee which is composed of independent directors, oversees Arthaland's risk functions and responsibilities.
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Not Compliant		
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Not Compliant		

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.	Not Compliant		The Audit Committee, which is composed of 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.	Not Compliant		
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.	Not Compliant		The By-laws (Article III, Sections 12-13) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws outlines the duties and responsibilities of each committee.
2. Committee Charters provide standards for evaluating the performance of the Committees.	Not Compliant		While a Risk Management Committee was created in 2020, it has yet to come out with its own charter and an enterprise risk management program.
3. Committee Charters were fully disclosed on the company's website.	Not Compliant		
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	Compliant	Manual of Corporate Governance, as revised on 06 May 2020 (Section 4(B)1(e)) https://www.arthaland.com/investor-	

<p>conducted in accordance with the rules and regulations of the Commission.</p>		<p>relations/manual-corporate-governance</p> <p>A disclosure is filed with the SEC in January every year (https://www.arthaland.com/sites/default/files/2021%200127%20ALCO%20Board%20Attendance%202020.pdf) on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>Together with the notice of the meeting, the agenda and all meeting materials are sent by the Corporate Secretary (Article III, Section 5 of By-laws https://www.arthaland.com/investor-relations/articles-incorporation-and-laws) to the directors for their review of the matters to be taken up and thereby enable them to participate in the meeting accordingly.</p>	
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p>The minutes of meetings present substantially the discussion during meetings of the Board and committees.</p>	
Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's</p>	<p>Compliant</p>	<p>Manual of Corporate Governance, as revised on 06 May 2020 (Section 4(B)1(b)) https://www.arthaland.com/investor-relations/manual-corporate-governance</p>	

<p>proposals/views, and oversee the long-term strategy of the company.</p>		<p>2020 Annual Report (Part III, Item 9, letter a) https://www.arthaland.com/investor-relations/annual-reports</p> <p>The Information Statement (pages 68-74) https://www.arthaland.com/investor-relations/information-statement filed with the SEC and distributed 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 2020.</p>
Optional: Principle 4			
<p>1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.</p>			

2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of directors meet at least six times during the year.		There were nine (9) Board meetings in 2020 https://www.arthaland.com/sites/default/files/2021%200127%20ALCO%20Board%20Attendance%202020.pdf .	
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	2020 Annual Report (Part III, Item 9, letter a) https://www.arthaland.com/investor-relations/annual-reports	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	2020 Annual Report (Part III, Item 9, letter a) https://www.arthaland.com/investor-relations/annual-reports	
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, as revised on 06 May 2020 (Section 4(B)(1)e) https://www.arthaland.com/investor-relations/manual-corporate-governance	

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 2020 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://www.arthaland.com/investor-relations/annual-reports .	
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. Gonzalez 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://www.arthaland.com/investor-relations/articles-incorporation-and-laws 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	Not Compliant		In the absence of the Chairman of the Board, the lead director appointed is the Vice Chairman and President as provided

designates a lead director among the independent directors.			in Article IV, Section 5(b) of the By-laws https://www.arthaland.com/investor-relations/articles-incorporation-and-laws . 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, as revised on 06 May 2020 (Section 4(B)(1)e) https://www.arthaland.com/investor-relations/manual-corporate-governance 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.	Compliant	A Third Party Board Evaluation was facilitated by the Institute of Corporate Directors beginning 2019 and was concluded in September 2020.	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	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 has not found it necessary in the past to establish any system to determine, nor to do an annual assessment of, its performance as a whole or of its individual directors, but has arranged for an external assessment for 2019, which as above stated, was concluded in September 2020. An assessment will once again be conducted in 2021.
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

<p>1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>	<p>Compliant</p>	<p>Arthaland has a Code of Business Conduct and Ethics https://www.arthaland.com/investor-relations/code-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.</p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Compliant</p>	<p>Upon election, appointment or engagement, first time directors and all employees undergo an orientation which includes a discussion of the Code.</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>Compliant</p>	<p>https://www.arthaland.com/investor-relations/code-business-conduct-and-ethics</p>	

Supplement to Recommendation 7.1

<p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p>	<p>Compliant</p>	<p>Arthaland has a strict policy on conflicts of interests (https://www.arthaland.com/investor-relations/conflict-interest-policy) which includes penalizing any involvement in offering, paying and receiving bribes. The penalty includes dismissal and filing of criminal charges, as appropriate.</p>	
---	------------------	---	--

Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	The Board, through the heads of each department of Arthaland, are responsible in monitoring the compliance by all employees with the Code of Business Conduct and Ethics and other internal policies. This is reflected in the Human Resource (HR) Policies. There was no violation of the Code in 2020.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		
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		Arthaland complies with the requirements of its regulators. 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.
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; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>2020 Annual Report (Item 6) https://www.arthaland.com/investor-relations/annual-reports</p>	
<p>Recommendation 8.2</p>			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	<p>Compliant</p>	<p>Arthaland complies with the directives of its regulators on disclosures of any dealings in its shares by the directors and officers.</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>None of the directors dealt with shares of Arthaland in 2020. https://www.arthaland.com/investor-relations/sec-form-23-ab</p>	
<p>Supplement to Recommendation 8.2</p>			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Compliant</p>	<p>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 2020.</p>	
<p>Recommendation 8.3</p>			
<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any</p>	<p>Compliant</p>	<p>2020 Annual Report (Part III, Item 9, letter a) https://www.arthaland.com/investor-relations/annual-reports</p>	

potential conflicts of interest that might affect their judgment.			
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	2020 Annual Report (Part III, Item 9, letters a, b and c) https://www.arthaland.com/investor-relations/annual-reports	
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	2020 Annual Report (Part III, Item 10, letter a) https://www.arthaland.com/investor-relations/annual-reports and By-laws (Article III, Section 10) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws	
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://www.arthaland.com/investor-relations/articles-incorporation-and-laws , 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	Information Statement (Part B, Item 6) https://www.arthaland.com/investor-relations/information-statement . 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.	
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	Manual of Corporate Governance, as revised on 06 May 2020 (Section 4(B)1(c)2(d)) https://www.arthaland.com/investor-relations/manual-corporate-governance The directors of Arthaland are professional enough to know when there is a conflict of interest on their part and to abstain from the deliberation of that particular transaction.	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Arthaland discloses RPTs, regardless of materiality, as and when they are approved by the Board and reflects the same in its annual reports https://www.arthaland.com/investor-relations/annual-reports .	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Prior to the Nomination Committee (renamed Governance and Nomination Committee in June 2021) deliberating on the qualifications of	

		<p>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 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	This is done through http://edge.pse.com.ph/CompanyDisclosures and SEC Form 17C.	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	2020 Annual Report https://www.arthaland.com/investor-relations/annual-reports	

		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.	
Supplement to Recommendation 8.6			
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.	Compliant	Arthaland complies with directives of its primary regulators on the subject. 2020 Annual Report (Part III, Item 11(1)) https://www.arthaland.com/investor-relations/annual-reports	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Manual of Corporate Governance, as revised on 06 May 2020 (Section 4(B)1) https://www.arthaland.com/investor-relations/manual-corporate-governance	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
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	Manual of Corporate Governance, as revised on 06 May 2020 https://www.arthaland.com/investor-relations/manual-corporate-governance	

		The latest Manual was disclosed on 06 May 2020.	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		2020 Annual Report https://www.arthaland.com/investor-relations/annual-reports	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Not compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors meetings held during the year	Not compliant		
g. Total remuneration of each member of the board of directors	Not compliant		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	2020 Annual Report (Part IV) https://www.arthaland.com/investor-relations/annual-reports	

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		
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		
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	2020 Annual Report (Part I, Item 1, letter e) https://www.arthaland.com/investor-relations/annual-reports	

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://www.arthaland.com/investor-relations/articles-incorporation-and-laws Audit Committee Charter https://www.arthaland.com/investor-relations/board-committees-charter provides that the appointment, reappointment, removal, and fees of the external auditor should be recommended by the Audit	
--	-----------	---	--

		<p>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://www.arthaland.com/investor-relations/articles-incorporation-and-laws</p> <p>Audit Committee Charter https://www.arthaland.com/investor-relations/board-committees-charter 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 through the company website and required disclosures.</p>	Compliant	<p>Arthaland complies with the directives of its primary regulators. Its external auditor was last changed in 2012 as stated in the 2020 Annual Report (Part II, Item 8) https://www.arthaland.com/investor-relations/annual-reports.</p> <p>Audit Committee Charter https://www.arthaland.com/investor-relations/board-committees-charter</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>Arthaland complies with the directives of its primary regulators on the subject. The lead audit partner of its external auditor was changed in 2017.</p> <p>2020 Annual Report (Part II, Item 8) https://www.arthaland.com/investor-relations/annual-reports</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 auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	<p>Compliant</p>	<p>Audit Committee Charter https://www.arthaland.com/investor-relations/board-committees-charter outlines the responsibilities, among others, of the Audit Committee.</p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>Compliant</p>	<p>Audit Committee Charter https://www.arthaland.com/investor-relations/board-committees-charter.</p>	
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://www.arthaland.com/investor-relations/articles-incorporation-and-laws	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Audit Committee Charter https://www.arthaland.com/investor-relations/board-committees-charter .	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	2020 Annual Report (Part II, Item 8) https://www.arthaland.com/investor-relations/annual-reports	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	The entire organization of Arthaland looks out for potential conflicts of 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.	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	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	

		<p>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. https://www.arthaland.com/investor-relations/annual-reports</p>	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Arthaland's external auditor is:</p> <ol style="list-style-type: none"> 1. Reyes, Tacandong & Co. 2. SEC Accreditation No.: Partner – No. 1499-AR-1 Group A 3. Information on date accredited is not available 4. Valid until 17 July 2021 5. 26/F Citibank Tower 8741 Paseo de Roxas, Makati City 1226 +632.8982.9100 	
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	<p>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).</p>	
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	Compliant	<p>2020 Annual Report (Part V, Item 14) https://www.arthaland.com/investor-relations/annual-reports</p>	

economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.		Arthaland submitted its Sustainability Report together with its 2020 Annual Report.	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	2020 Annual Report (Part V, Item 14) https://www.arthaland.com/investor-relations/annual-reports Arthaland submitted its Sustainability Report together with its 2020 Annual Report.	

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.	
---	-----------	---	--

Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:	Compliant	https://www.arthaland.com/investor-relations/general-information	
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		

d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	https://www.arthaland.com/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	<p>The Board, with the assistance of the Audit Committee and the Internal Audit Department, oversees very closely Arthaland's internal control system.</p> <p>The position of internal auditor was filled in August 2020.</p> <p>The Board approved the Internal Audit Charter on 21 October 2020 https://www.arthaland.com/investor-relations/board-committees-charter.</p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Not Compliant		For 2020, the Board, through the Audit Committee, oversees Arthaland's risk functions and responsibilities. The Board created a Risk Management Committee in 2020 but is still working on the

			appropriate framework in the conduct of Arthaland's business.
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://www.arthaland.com/investor-relations/manual-corporate-governance	
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 value and improve the company's operations.	Compliant	Arthaland has an Internal Audit Department.	

Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>A new Internal Auditor was appointed on 05 August 2020 https://www.arthaland.com/sites/default/files/2020%200805%20ALCO%20SEC%2017C%20Appointment%20of%20Internal%20Audit%20Head%20and%20Dividends%20Declaration_0.pdf</p> <p>https://www.arthaland.com/sites/default/files/2020%200805%20ALCO%202020%20GIS%20%28amended%202020%200626%29%20DISTRIBUTION.pdf</p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	<p>By-laws (Article V, Section 3) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws</p>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	<p>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.</p>	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Not Compliant		<p>For 2020, the Board, through the Audit Committee, oversees Arthaland's risk functions and responsibilities.</p>

1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant		For 2020, the Board, through the Audit Committee, oversees Arthaland's risk functions and responsibilities. If external support is necessary, the Board and Management do not hesitate to seek for the same.
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).	Not Compliant		For 2020, the Board, through the Audit Committee, oversees Arthaland's risk functions and responsibilities. Whether it is necessary to engage a Risk Officer is yet to be decided by the Board.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Not Compliant		
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 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, as revised on 06 May 2020 (Section 7) https://www.arthaland.com/investor-relations/manual-corporate-governance	

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, as revised on 06 May 2020 (Section 7) https://www.arthaland.com/investor-relations/manual-corporate-governance	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	By-laws (Article II, Section 4) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws	
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://www.arthaland.com/investor-relations/articles-incorporation-and-laws	
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 which became effective in February 2019 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	The By-laws was amended on 10 December 2020 to ensure compliance with Section 49 of the Revised Corporation Code and	

		<p>Article II, Section 6 now 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 https://www.arthaland.com/investor-relations/articles-incorporation-and-laws where in such demand they may submit proposals for consideration. The By-laws, as amended, thus complies with the threshold percentage of shareholders holding 10% of the outstanding capital stock set by the Securities and Exchange Commission in its Memorandum Circular No. 07, Series of 2021.</p>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>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://www.arthaland.com/investor-relations/articles-incorporation-and-laws).</p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>2020 Annual Report (Part II, Item 5, letter c) https://www.arthaland.com/investor-relations/annual-reports</p>	

		By-laws (Article VII, Section 2) https://www.arthaland.com/investor-relations/articles-incorporation-and-laws	
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://www.arthaland.com/investor-relations/notice-meeting https://www.arthaland.com/investor-relations/information-statement	
Supplemental to Recommendation 13.2			
1. 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) https://www.arthaland.com/investor-relations/information-statement	

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 2020 annual meeting which was held via remote communication, the video recording was made available on the website the next day. For the 2021 annual meeting which was also held via remote communication, the video recording was made available on the website before the end of the day of the meeting itself.	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Not Compliant		For the 2021 annual meeting which was held via remote communication, the 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://www.arthaland.com/investor-relations/minutes-meetings .	

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 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 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 2020 ASM. https://www.arthaland.com/investor-relations/minutes-meetings	
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 2020 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 between them and the company in creating wealth, growth and sustainability.	Compliant	Arthaland does not have any specific policy or program for any particular stakeholder other than those reflected in its Articles of Incorporation and By-laws https://www.arthaland.com/investor-relations/articles-incorporation-and-laws and Manual of Corporate Governance, as revised on 06 May 2020 https://www.arthaland.com/investor-relations/manual-corporate-governance .	
Recommendation 14.2			

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Arthaland respects all its shareholders and gives them their rights as mandated by the Revised Corporation Code of the Philippines.	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Not Compliant		<p>Anyone 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			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Not Compliant		Arthaland is working on coming out with an alternative dispute resolution system applicable to it.
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 2020.	

2. Company respects intellectual property rights.	Compliant	There is no specific instance this was manifested in 2020 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 actively participate in the realization of the company's goals and in its governance.	Compliant	Arthaland holds CSR activities and enjoins its employees' participation in order to impart on them what Arthaland is really all about.	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Arthaland has an employee stock option plan (ESOP) as discussed in the 2020 Annual Report (Part III, Item 10, letter b) https://www.arthaland.com/investor-relations/annual-reports .	

<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p>Manual of Corporate Governance, as revised on 06 May 2020 (Section 8) https://www.arthaland.com/investor-relations/manual-corporate-governance and Policy on Health Safety and Welfare of Employees https://www.arthaland.com/investor-relations/policy-data-health-safety-welfare-employees</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, as revised on 06 May 2020 (Section 10) https://www.arthaland.com/investor-relations/manual-corporate-governance</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</p>	

		(https://www.arthaland.com/investor-relations/code-business-conduct-and-ethics) which are made known to all employees, especially at the time of their respective engagement.	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Policies on and practices against corruption are reflected in Arthaland's Code of Business Ethics and Conduct (https://www.arthaland.com/investor-relations/code-business-conduct-and-ethics) which are made known to all employees, 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	Arthaland has a strict policy on conflicts of interests which includes penalizing any involvement in offering, paying and receiving bribes. The penalty includes dismissal and filing of criminal charges, as appropriate. There is no finding on this matter for 2020.	
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	Arthaland has in its HR Policies specific policies and procedure on whistleblowing of employees (https://www.arthaland.com/investor-relations/whistle-blowing-policy).	

		Everything is treated with utmost confidentiality in order to protect the affected employees from retaliation. Arthaland's General Counsel, HR Head, and Audit Committee Chair are just among those in the organization whom any employee may approach on issues about unethical behavior of their colleagues.	
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	Arthaland's Audit Committee Chair is among those in the organization whom any employee may approach for unethical behavior without fear of any retaliation from the concerned person, whether director, executive or employee. The Audit Committee reports directly to the Board.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Arthaland's Audit Committee Chair is among those in the organization whom any employee may approach for unethical behavior without fear of any retaliation from the concerned person, whether director, executive or employee. The Audit Committee reports directly to the Board.	

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>Compliant</p>	<p>It is Arthaland's policy to hold CSR activities annually and it enjoins its employees' participation in order to impart to them what Arthaland is really all about. Arthaland does not brag about these events by posting the same on its website but stockholders are informed about these during the presentation of the Management Report during annual meetings. https://www.arthaland.com/investor-relations/minutes-meetings</p>	
---	------------------	---	--

Optional: Principle 16

<p>1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development</p>		<p>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>	
<p>2. Company exerts effort to interact positively with the communities in which it operates</p>		<p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p>	

- 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


JAIME C. GONZALEZ
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 25 JUN 2021 at **Taguig City, Philippines**, affiants exhibiting to me competent evidence of their respective identities as above indicated.

Doc. No. 496
Page No. 101
Book No. 20
Series of **2021**.


GAUDENCIO A. BARBOZA JR.
NOTARY PUBLIC
UNTIL DEC. 31, 2022
PTR NO. A-5063681/1-4-2021/ TAGUIG CITY
IBP NO. 131041/10-22-2020 RSM(FOR YR. 2021
ROLL NO. 41969
MCLE COMP. VI No. 0021812
MARCH 29, 2019
APP No. 38(2021-2022)