

COVER SHEET

094-008811  
S.E.C. Registration Number

ACE ENEXOR, INC.  
Formerly PHINMA PETROLEUM AND  
GEOTHERMAL, INC.

(Company's Full Name)

4TH FLOOR, 6750 OFFICE TOWER  
AYALA AVENUE, MAKATI CITY

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

ALAN ASCALON  
Contact Person  
77306300  
Company Telephone Number

12 31  
Month Day  
Calendar Year

SEC FORM  
I - A C G R  
FORM TYPE

Month Day  
Annual Meeting

Secondary License Type, If Applicable

CFD  
Dept. Requiring this Doc.  
Amended Articles Number/Section

Total Amount of Borrowings  
Total No. of Stockholders Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number LCU

Document I. D. Cashier

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**SEC FORM – I-ACGR**

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

1. For the fiscal year ended **31 December 2019**
2. SEC Identification Number **094008811**
3. BIR Tax Identification No. **004-500-964-000**
4. Exact name of issuer as specified in its charter **ACE ENEXOR, INC.**
5. **Makati City, Philippines**  
Province, Country or other jurisdiction  
of incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. **4th Floor, 6750 Office Tower, Makati City**  
Address of principal office
8. **1226**  
Postal Code
8. **(632) 7730 6300**  
Issuer's telephone number, including area code
9. **PHINMA PETROLEUM AND GEOTHERMAL, INC.; Level 11, PHINMA Plaza, 39 Plaza Drive, Rockwell Center, Makati City; December 31, 2018**  
Former name, former address, and former fiscal year, if changed since last report.

## INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

### **Below are the links to the documents referred to in this report:**

- a. **2019 Annual Report:** <https://enexor.com.ph/ace-enexor-ar-2019/>
- b. **2019 Definitive Information Statement:** <https://enexor.com.ph/wp-content/uploads/2020/03/ACEX-Definitive-Information-Statement-2020-24-March-2020.pdf>
- c. **2019 Definitive Information Statement Annexes A to F:** <https://enexor.com.ph/wp-content/uploads/2020/03/ACEX-Definitive-Information-Statement-2020-Annexes-A-to-F-compressed-1.pdf>
- d. **Corporate Governance (“CG”) Manual:** <https://enexor.com.ph/wp-content/uploads/2019/11/ACEX-Corporate-Governance-Manual-final.pdf>
- e. **Board of Directors Charter:** <https://enexor.com.ph/wp-content/uploads/2019/09/PPG-Board-Charter.pdf>
- f. **Material Related Party Transactions Policy (the “RPT Policy”):** <https://enexor.com.ph/wp-content/uploads/2020/02/PPG-RPT-Policy-effective-22-Oct-2019.pdf>
- g. **Corporate Disclosure Procedure Manual:** <https://enexor.com.ph/wp-content/uploads/2019/11/PPG-Corporate-Disclosure-Procedure-Manual.pdf>
- h. **Charter of the Audit Committee:** <https://enexor.com.ph/governance/board-committees/board-committees/audit-committee/>
- i. **Charter of the Personnel and Compensation Committee:** <https://acenergy.ph/governance/board-committee/board-committees/compensation-committee/>
- j. **Charter of the Corporate Governance and Nomination Committee:** <https://enexor.com.ph/governance/board-committees/board-committees/corporate-governance-and-related-party-transaction-committee/>
- k. **Conflict of Interest Policy:** <https://enexor.com.ph/governance/board-committee/company-policies/conflict-of-interest-policy/>
- l. **Internal Audit Charter:** <https://enexor.com.ph/governance/board-committees/internal-audit-charter/>
- m. **Charter of the Executive Committee:** <https://enexor.com.ph/governance/board-committees/board-committees/executive-committee/>
- n. **Board Risk and Related Party Transactions Committee Charter:** <https://enexor.com.ph/governance/board-committees/board-committees/risk-oversight-committee/>
- o. **Code of Conduct:** <https://enexor.com.ph/governance/board-committees/company-policies/code-of-conduct/>
- p. **Policy on Anti-Fraud:** <https://enexor.com.ph/governance/board-committees/company-policies/policy-on-anti-fraud/>
- q. **Policy on Gift and Gratuities:** <https://enexor.com.ph/governance/board-committees/company-policies/policy-on-gift-and-gratuities/>
- r. **Articles of Incorporation:** [https://enexor.com.ph/wp-content/uploads/2019/11/ACE-Enexor-Inc.-Certificate-of-Filing-of-Amended-Articles-of-Incorporation-11-Nov-2019\\_compressed.pdf](https://enexor.com.ph/wp-content/uploads/2019/11/ACE-Enexor-Inc.-Certificate-of-Filing-of-Amended-Articles-of-Incorporation-11-Nov-2019_compressed.pdf)
- s. **By laws:** <https://enexor.com.ph/wp-content/uploads/2019/11/Certificate-of-Filing-of-Amended-By-Laws-ACE-Enexor-Inc..pdf>
- t. **Policy on Employees Health, Safety and Wellness:** <https://enexor.com.ph/governance/board-committees/company-policies/policy-on-employees-health-safety-and-wellness/>

	COMPLIANT / NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
<b>Principle 1:</b> 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.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Provide information or link/reference to a document containing information on the following:	
2. Board has an appropriate mix of competence and expertise.	Compliant	1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	<p><b><i>The ACEX Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the energy sector.</i></b>  Ref: pg 9-12 &gt; ACEX 2019 Annual Report &gt; Board of Directors</p> <p><b><i>Designation, years appointed and expertise of the Board of Directors</i></b>  Ref: pg 1 to 6 &gt; ACEX 2019 Definitive Information Statement &gt; Directors and Key Officers Annex "A"</p> <p><b><i>Relevant Trainings of Directors</i></b>  Ref: pg 16-17 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Training of Directors</p>	

		<p>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</p> <p><b>Qualification standards for directors to facilitate the selection of potential nominees in the Board.</b>  Ref: pg 5 &gt; ACEX CG Manual &gt; Board of Directors &gt; Qualifications and Disqualifications</p> <p><b>Process and criteria for nominations to the Board</b>  Ref: pg 9 &gt; ACEX 2019 Definitive Information Statement</p>	
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships</p> <p><b>ACEX's Board is composed of a majority of Non-Executive Directors.</b>  Ref: pg 14 &gt; 2019 Annual Report &gt; Corporate Governance &gt; Board Composition</p>	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p><b>ACEX provides in its Board Charter and</b></p>	

		<p><b>Manual on Corporate Governance a policy on training of directors</b>  Ref: pg 7 &gt; ACEX Board of Directors Charter, Section 9</p> <p>Ref: pg 9 &gt; ACEX CG Manual &gt; Training</p> <p><b>Relevant Trainings of Directors</b>  Ref: pg 16-17 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Training of Directors</p> <p><b>Orientation for New Directors</b>  <b>Orientation for new directors were held on 2 October 2019 and 27 November 2019</b></p>	
2. Company has an orientation program for first time directors.	Compliant	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.	
3. Company has relevant annual continuing training for all directors.	Compliant	<p><b>Relevant Trainings of Directors</b>  Ref: pg 16-17 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Training of Directors</p> <p><b>Orientation for New Directors</b>  <b>Orientation for new directors were held on 2 October 2019 and 27 November 2019.</b></p>	

**Recommendation 1.4**

1. Board has a policy on board diversity.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy. Indicate gender composition of the board.</p> <p><b>Board Diversity</b> <i>Ref: pg 4 &gt; ACEX CG Manual &gt; Board of Directors &gt; Diversity</i></p> <p><i>Ref: pg 14 &gt; 2019 Annual Report &gt; Corporate Governance &gt; Board Composition</i></p> <p><b><i>There are two (2) female directors in the Board: Maria Corazon G. Dizon and Ma. Aurora D. Geotina-Garcia.</i></b></p>	
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#### Optional: Recommendation 1.4

1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	<p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p> <p><b>Board Diversity</b>  <i>Ref: pg 4 &gt; ACEX CG Manual &gt; Board of Directors &gt; Diversity</i></p> <p><b>There are two (2) female directors in the Board: Maria Corazon G. Dizon and Ma. Aurora D. Geotina-Garcia.</b></p>	
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#### Recommendation 1.5

1. Board is assisted by a Corporate Secretary.	Compliant	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Non-Compliant	<p><b>The Corporate Secretary, Atty. Dodjie D. Lagazo is the Chief Compliance Officer but is not a member of the Board.</b>  <i>Ref: pg 16&gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Corporate Secretary</i></p>	<p>Atty. Lagazo was elected as both Corporate Secretary and Compliance Officer during the transition period, following AC Energy Inc.'s ("ACEI") acquisition of AC Energy Philippines, Inc. ("ACEPH") (then PHINMA Energy Corporation), the company's parent company, in June 2019, and considering that the company has no commercial operations.</p>



3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<i>Ref: pg 1 to 6 &gt; ACEX 2019 Definitive Information Statement &gt; Directors and Key Officers Annex "A"</i>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p><b><i>The Corporate Secretary attends training/s on corporate governance.</i></b>  <i>Ref: pg 16 &gt; ACEX 2019 Annual Report &gt; Corporate Governance Structure &gt; Corporate Secretary</i></p>	

#### Optional: Recommendation 1.5

1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	<p>Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting</p> <p><b><i>Board materials are distributed to the Board of Directors at least five (5) business days prior to the scheduled meeting.</i></b></p>	
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Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	<p>Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</p> <p><b><i>The Chief Compliance Officer is Atty. Dodjie D. Lagazo, with a rank higher than Senior Vice President and is not a member of the Board.</i></b>  <i>Ref: pg 23 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Chief Compliance Officer</i></p> <p><b><i>Duties and responsibilities of the Compliance Officer</i></b>  <i>Ref: pg 15 &gt; ACEX CG Manual &gt; Compliance Officer</i></p>	
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>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p><b><i>On 9 August 2019, the Compliance Officer attended the Integrated Corporate Governance, Risk Management and Sustainability Summit with the theme “The Board’s Agenda: Sustainability Shapes Corporate Governance and Risk Management”</i></b>  <i>Ref: pg 16-17 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Training of Directors</i></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	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p> <p><b><i>Relevant Resolutions Approved by the Board of Directors from 18 September 2019 until 19 April 2020</i></b>  <i>Ref: ACEX 2020 Information Statement, Annex "C"</i></p> <p><b><i>Report of the Board Committees</i></b>  <i>Ref: pg 17-19, ACEX 2019 Annual Report &gt; Corporate Governance &gt; Board Committees</i></p>	
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**Recommendation 2.2**

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Provide information or link/reference to a document containing information on how the directors performed this	
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<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>function (can include board resolutions, minutes of meeting).</p> <p>Indicate frequency of review of business objective and strategy</p> <p><b><i>The Board oversees the development, review and approval of the company's business objectives and strategy.</i></b>  <i>Ref: pg 9 &gt; ACEX CG Manual &gt; Roles and Responsibilities &gt; The Board, item 1</i></p> <p><b><i>The Board held six (6) meetings in 2019.</i></b>  <i>Ref: pg 20 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Directors' and Board Committee Members' Attendance for the Year Ended 31 December 2019</i></p>	
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## Supplement to Recommendation 2.2

<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Compliant</p>	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values. Indicate frequency of review of the vision, mission and core values.</p> <p><b><i>The Company shares its parent company's, ACEPH, Vision, Mission and Core Values</i></b>  Ref: ACEPH website &gt; About Us  <a href="https://acenergy.ph/about/">https://acenergy.ph/about/</a></p> <p><b><i>The Board reviews the Vision and Mission annually.</i></b>  Ref: pg 13 &gt; ACES 2019 Annual Report &gt; Corporate Governance &gt; Board Structure and Process &gt; Key Roles and Responsibilities</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>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p><b><i>The Board provides sound written policies and strategic guidelines on key capital expenditures, and periodically evaluates and monitors implementation of such strategies.</i></b>  Ref: pg 9 &gt; ACES CG Manual &gt; Roles and Responsibilities &gt; The Board, item 6.</p>	

Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p><b><i>The Chairman of the Board is Mr. John Eric T. Francia.</i></b>  <i>Ref: pg 9 &gt; ACEX 2019 Annual Report &gt; Board of Directors</i></p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p><b><i>The Board ensures and adopts an effective succession planning program for directors and key officers.</i></b>  <i>Ref: pg 9 &gt; ACEX CG Manual &gt; Roles and Responsibilities &gt; The Board, item 3</i></p> <p><b><i>80-year age limit for directors</i></b>  <i>Ref: pg 5 &gt; ACEX CG Manual &gt; Retirement Age</i></p> <p><b><i>The Succession Policy</i></b>  <a href="https://enexor.com.ph/governance/board-committees/company-policies/board-succession-policy/">https://enexor.com.ph/governance/board-committees/company-policies/board-succession-policy/</a></p>	

Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<p><b><i>The Personnel and Compensation Committee of the Board aligns the remuneration of key officers and board members with the long-term interests of the company.</i></b></p> <p><i>Ref: pg 1 &gt; ACEX Charter of the Personnel and Compensation Committee&gt; Section 2 &gt;Item 2</i></p>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p><b><i>No Director is involved in deciding his or her own remuneration.</i></b></p> <p><i>Ref: pg 14 &gt; ACEX CG Manual &gt; Board of Directors &gt; Remuneration</i></p>	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	<p>Provide proof of board approval</p> <p><b><i>The Board of Directors through the Personnel and Compensation Committee established a formal and transparent procedure for developing and for fixing the remuneration packages of corporate officers and directors.</i></b></p> <p><i>Ref: pg 13 &gt; ACEX CG Manual &gt; Board Committees &gt; Item 1.6</i></p>	

2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	<p>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.</p> <p><b><i>Except for its officers, ACEX currently does not have employees. ACEX as a policy ensures that total remuneration is at par with the market with benefits extended not only to employees but also to immediate family members who are as important as its stakeholders.</i></b></p> <p><i>Ref: pg 9-11 &gt; 2019 Sustainability Report &gt; Employee Management</i></p>	
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#### Recommendation 2.6

1. Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	<p><b><i>1. The Board has a formal and transparent nomination and election policy.</i></b></p> <p><i>Ref: pg 20 &gt; ACEX CG Manual &gt; Shareholders' Rights &gt; Voting Rights</i></p> <p><b><i>2. The Board, through the Corporate Governance and Nomination Committee, determines the</i></b></p>	



4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	<b><i>nomination and election process as disclosed in the company's CG Manual.</i></b> Ref: pg 20 > ACEX CG Manual > Shareholders' Rights > Voting Rights	
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	Provide proof if minority shareholders have a right to nominate candidates to the board	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	<p><b><i>The Directors were all nominated by a minority shareholder at the last Annual Stockholders Meeting.</i></b> Ref: ACEX 2019 Definitive Information Statement &gt; Item 5.a.i. Board of Directors</p> <p><b><i>3. The Board nomination and election policy includes how the company accepted nominations from minority shareholders.</i></b> Ref: pg 20 &gt; ACEX CG Manual &gt; Shareholders' Rights &gt; Voting Rights</p> <p><b><i>Nominations from minority shareholders is discussed in the CG Manual under Shareholders Rights – Voting right</i></b> Ref: pg 20 &gt; ACEX CG Manual &gt; Shareholders' Rights &gt; Voting Rights</p> <p>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p>	

		<p><b>4. The Corporate Governance and Nomination Committee, determines the shortlisting of candidates</b>  Ref: pg 20 &gt; ACEX CG Manual &gt; Shareholders' Rights &gt; Voting Rights</p> <p><b>5. The Board, through the Corporate Governance and Nomination Committee, assess the effectiveness of the Board's processes in the nomination, election or replacement of a director.</b>  Ref: Charter of the Corporate Governance and Nomination Committee</p> <p><b>6. The Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</b>  Ref: pg 4-8 &gt; ACEX CG Manual &gt; Part One: Governance Structure</p>	
<b>Optional: Recommendation to 2.6</b>			
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.	Compliant	<p>Identify the professional search firm used or other external sources of candidates</p> <p><b>Directors, either individually or as a group, in the furtherance of their duties, may take independent professional advice, if necessary, at the Company's expense, which expense shall be reasonable.</b>  Ref: pg 11 &gt; ACEX CG Manual &gt; Roles and Responsibilities &gt; The Board, item 18</p>	

## Recommendation 2.7

1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	<b><i>The Board has an overall responsibility in ensuring that there is a group-wide policy system in governing RPTs and other unusual or infrequently occurring transactions through the Related-Party Transactions Review Committee.</i></b> Ref: pg 10 > ACEX CG Manual > Roles and Responsibilities > The Board, item 11	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<b><i>ACEX's RPT Policy includes appropriate review and approval of material RPTs which guarantee fairness and transparency of the transactions.</i></b> Ref: pg 4 > ACEX RPT Policy > E. Identification, Review and Approval of the Related Party Transactions  <b><i>ACEX's RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile, and complexity of operations.</i></b> Ref: pg 1-3 > ACEX RPT Policy > B. Definition of Terms  Identify transactions that were approved pursuant to the policy.  <b><i>There were no related party transactions in 2019 that required</i></b>	

		<i>review and approval according to the RPT Policy.</i>	
<b>Supplement to Recommendations 2.7</b>			
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>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>Provide information on RPT categories</p> <p><b><i>The RPT Policy clearly defines pre-approved RPTs which are in the nature of normal transactions in the ordinary course of business and RPT transactions that require the review of the committee for endorsement to the Board for approval. The Policy has established thresholds of Php50 Million or 5% of the company's total consolidated assets, whichever is lower (Company Materiality Threshold) and 10% of the company's total consolidated assets, either individually or in aggregate over a 12-month period (SEC-Materiality Threshold).</i></b></p> <p><i>Ref: pg 1-3 &gt; ACEX RPT Policy &gt; B. Definition of Terms</i></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.	Compliant	<p>Provide information on voting system, if any.</p> <p><b>All RPTs and Material RPTs shall be reviewed by the RPT Review Committee and approved by at least</b></p>	

		<p>two-thirds (2/3) vote of the Board of Directors, with at least a majority of the independent directors voting to approve the same. In case that the majority of the independent directors' vote is not secured, the Material RPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock.</p> <p><i>Ref: pg 4 &gt; ACEX RPT Policy, Part E.</i></p>	
<b>Recommendation 2.8</b>			
<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>	Compliant	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p><b><i>The Board is primarily responsible for approving the selection of the President/CEO and other senior officers. Other Senior officers include the heads of other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive)</i></b></p> <p><i>Ref: pg 9 &gt; ACEX CG Manual &gt; Roles and Responsibilities, The Board, item 2.</i></p> <p>Identity the Management team appointed</p> <p><b><i>For 2019, appointed members of the Management Team as approved by the Board is contained in the disclosure of the results of the Annual Stockholders' Meeting (ASM) and Organizational Meeting of the Board on 17 September</i></b></p>	

		<p><b>2019.</b>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=1349db820d9aca0befdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=1349db820d9aca0befdfc15ec263a54d</a></p> <p><b><i>For 2020, appointed members of the Management Team as approved by the Board is contained in the disclosure of the results of the Annual Stockholders' Meeting and Organizational Meeting of the Board on 20 April 2020.</i></b>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=bf5bb0d45ae969f90de8473ceb6d6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=bf5bb0d45ae969f90de8473ceb6d6407</a></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>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p><b><i>The Board conducts an annual performance assessment of its members, the President and CEO, and Management.</i></b>  <i>Ref: pg 13-14 &gt; ACEX CG Manual, Performance Assessment</i></p> <p><b><i>The CEO, Chief Compliance Officer, Chief Audit Executive and Chief Risk Officer all report directly to the Board.</i></b>  <i>Ref: pg 21 &gt; ACEX 2019 Annual Report</i></p>	

		<p>&gt; <i>Corporate Governance &gt; Management Roles and Responsibilities</i></p> <p><i>Ref: pg 15-17 &gt; ACEX CG Manual &gt; Management</i></p>	
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Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	
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	<p><b>The Board establishes Professional Development Program, and a performance management framework to align Management's performance with the standards and criteria set by the Board and Senior Management, formulate and adopt a policy for the Board's and key officers' compensation programs aligned with work required and performance against business plans</b></p> <p><i>Ref: pg 9 &gt; ACEX CG Manual, Roles and Responsibilities, The Board, Items 3-5</i></p> <p><b>ACEX, through its parent company, ACEPH, has a performance-based rewards and recognition system to ensure that the performance of each business group is consistent with ACEX's commitment to its Board and stakeholders.</b></p> <p><i>Ref: ACEPH 2019 Integrated Report, page 38</i></p>	

		<a href="https://acenergy.ph/ac-energy-philippines-ir-2019/">https://acenergy.ph/ac-energy-philippines-ir-2019/</a>	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p><b><i>The Board maintains an internal control system</i></b>  <i>Ref: pg 10 ACEX CG Manual &gt; Roles and Responsibilities &gt; The Board, item 16.5</i></p> <p><b><i>ACEX has a Conflict of Interest Policy which covers all employees and is available on the company website.</i></b></p>	
3. Board approves the Internal Audit Charter.	Compliant	<p>Provide reference or link to the company's Internal Audit Charter</p> <p><b><i>ACEX's Internal Audit Charter</i></b></p>	



Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<p>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p> <p>Provide proof of effectiveness of risk management strategies, if any.</p> <p><b><i>The Board oversees that ACEX has in place a sound ERM framework.</i></b>  <i>Ref: pg 10 &gt; ACEX CG Manual &gt; Roles and Responsibilities &gt; The Board; item 10.</i></p>	
2. The risk management framework guides the board in identifying units/business lines and enterprise- level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	<p><b><i>ACEX, using ACEPH's ERM framework, guides the Board in identifying risk exposures, as well as the effectiveness of risk management strategies.</i></b>  <i>Ref: pg 69-70 &gt; ACEPH 2019 Integrated Report &gt; Risk Management</i>  <a href="https://acenergy.ph/ac-energy-philippines-ir-2019/">https://acenergy.ph/ac-energy-philippines-ir-2019/</a></p>	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Provide link to the company's website where the Board Charter is disclosed.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	<b><i>The Board has a charter that formalizes and clearly states its roles,</i></b>	

3. Board Charter is publicly available and posted on the company's website.	Compliant	<b><i>responsibilities and accountabilities in carrying out its fiduciary role and serves as a guide to the directors in the performance of their functions. It is publicly available on ACEX's website.</i></b> <i>Ref: ACEX Board of Directors Charter</i>	
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	Provide information on or link/reference to a document showing company's insider trading policy.  <b><i>The Board has a clear insider trading policy which also covers key officers of ACEX.</i></b> <i>Ref: ACEX &gt; Corporate Disclosure Procedure Manual, Section 7, page 6</i>	

## Optional: Principle 2

<p>1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</p> <p><b><i>None of the directors in his or her personal capacity has been contracted by ACEX for services other than those provided as a director. ACEX has no other arrangement regarding the remuneration of its directors and officers aside from the compensation as stated in the CG Manual.</i></b></p> <p><i>Ref: pg 17 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Directors Compensation</i></p>	
<p>2. Company discloses the types of decision requiring board of directors' approval.</p>	<p>Compliant</p>	<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <p><b><i>ACEX discloses the list of items that require Board approval under its powers, duties and responsibilities.</i></b></p> <p><i>Ref: pg 9-11 &gt; ACEX CG Manual &gt; Roles and Responsibilities &gt; The Board</i></p> <p><i>Ref: ACEX Board of Directors Charter, Section 4.3, Specific Duties</i></p>	

**Principle 3:** Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

#### 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>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <p><b><i>The ACEX Board established Board Committees to support it in the performance of its functions and in accordance with the By-Laws of the Corporation and to aid in good governance.</i></b>  <i>Ref: pg 12-13 &gt; ACEX CG Manual &gt; Board Committees</i></p>	
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#### Recommendation 3.2

1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p><b><i>The ACEX Board established the Audit Committee to assist fulfill its responsibility for oversight of the company's corporate governance processes with duties as stated in its charter and the CG Manual.</i></b></p>	
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		<p><i>Ref: pg 12 &gt; ACEX CG Manual &gt; Article II Governance &gt; Board Committees &gt; Audit Committee</i></p> <p><b><i>Among the Audit Committee's responsibilities is recommending to the Board the external auditor and the fees that will be endorsed to the stockholders for selection and appointment.</i></b></p> <p><i>Ref: ACEX Audit Committee Charter</i></p>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p> <p><b><i>Effective 17 September 2019, ACEX's Audit Committee was composed of Ma. Aurora D. Geotina-Garcia (Chairperson), Raphael Perpetuo M. Lotilla, and Augusto Cesar D. Bengzon. Ms. Geotina-Garcia and Mr. Lotilla are independent directors.</i></b></p> <p><i>Ref: pg 21 &gt; ACEX 2019 Annual Report &gt; Directors' and Board Committee Members' Attendance for the Year Ended 31 December 2019</i></p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p><b><i>All the members of ACEX's Audit</i></b></p>	

		<p><b>Committee have the background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</b></p> <p><i>Ref: 10-12 &gt; ACEX 2019 Annual Report &gt; Board of Directors</i></p>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p><b>The Chairperson of the Audit Committee, Ms. Ma. Aurora D. Geotina-Garcia, is not the Chairperson of the Board or of any other committee.</b></p> <p><i>Ref: pg 21 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Directors' and Board Committee Members' Attendance for the Year Ended 31 December 2019</i></p>	

#### Supplement to Recommendation 3.2

1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</p> <p><b>ACEX's Audit Committee approved all non- audit services conducted by the external auditor.</b></p> <p><i>Ref: pg 31-32 &gt; ACEX 2019 Annual Report &gt; Report of the Audit Committee to the Board of Directors for the Year Ended 31 December 2019</i></p>	
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2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	<p>Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.</p> <p><b><i>The Audit Committee conducts regular meetings and dialogues with SGV &amp; Co., without anyone from management present. The Committee also reviewed and approved all audit, audit-related, and permitted non-audit services provided by SGV &amp; Co. to company and the related fees for such services. The company also assessed the compatibility of non-audit services with the auditor's roles and responsibilities to ensure that such services will not impair its independence.</i></b></p> <p><i>Ref: pg 31-32 &gt; ACEX 2019 Annual Report &gt; Report of the Audit Committee to the Board of Directors for the Year Ended 31 December 2019</i></p>	
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	Compliant	<p>Indicate the number of Audit Committee meetings during the year and provide proof</p> <p><b><i>ACEX's Audit Committee held five (5) meetings in 2019.</i></b></p>	

2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.</p> <p><b><i>The Audit Committee approves the appointment and removal of the internal auditor.</i></b>  <i>Ref: Charter of the Audit Committee, Chief Audit Executive</i></p>	
<b>Recommendation 3.3</b>			
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	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p><b><i>ACEX's Board established a Corporate Governance and Nomination Committee.</i></b>  <i>Ref: pg 12 &gt; ACEX CG Manual &gt; Board Committees &gt; Corporate Governance and Nomination Committee</i></p>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p><b><i>ACEX's Corporate Governance and Nomination Committee is composed of Raphael Perpetuo M. Lotilla , Ma.</i></b></p>	



		<b><i>Aurora D. Geotina-Garcia, and Alberto A. Lim, all independent Directors</i></b>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.  <b><i>The Chairman of ACEX's Corporate Governance and Nomination Committee is Raphael Perpetuo M. Lotilla, an independent director.</i></b>	
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.  <b><i>The Corporate Governance and Nomination Committee held four (4) meetings in 2019.</i></b> <i>Ref: pg 18 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Board Committees</i>	

#### Recommendation 3.4

1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<p>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions</p> <p><b><i>ACEX's Board established a Board Risk Management and Related Party Transactions Committee.</i></b>  <i>Ref: pg 12 &gt; ACEX CG Manual, Board Committees, item 1.3</i></p>	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship</p> <p><b><i>ACEX's Board Risk Management and Related Party Transactions Committee is composed of Alberto A. Lim, Raphael Perpetuo M. Lotilla, and Jaime Z. Urquijo. Mr. Lim and Mr. Lotilla are independent directors.</i></b>  <i>Ref: pg 21 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Directors' and Board Committee Members' Attendance for the Year Ended 31 December 2019</i></p>	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the BROC</p> <p><b><i>The Chairman of ACEX's Board Risk Management and Related Party</i></b></p>	

		<b>Transactions Committee is Alberto A. Lim who is not the Chairman of the Board or any other committee.</b>	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</p> <p><b>At least one member of the Committee has relevant thorough knowledge and experience on risk and risk management.</b>  Ref: 11-12 &gt; ACEX 2019 Annual Report &gt; Board of Directors</p>	
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p><b>ACEX's Board established a Related Party Transactions Committee.</b>  Ref: pg 12 &gt; ACEX CG Manual, Board Committees, item 1.3</p>	The Board Risk Oversight Committee and the Related Party Transactions Committee are integrated into one committee, but the functions are clearly delineated.

2. RPT Committee is composed of at least three non- executive directors, two of whom should be independent, including the Chairman.	Compliant	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p> <p><b><i>The Committee is composed of Alberto A. Lim, Raphael Perpetuo M. Lotilla, and Jaime Z. Urquijo. Mr. Lim and Mr. Lotilla are independent directors.</i></b></p> <p><i>Ref: pg 21 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Directors' and Board Committee Members' Attendance for the Year Ended 31 December 2019</i></p>	
<b>Recommendation 3.6</b>			
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	<p>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</p>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	<p><b><i>All of ACEX's established committees at the Board level have a charter. All the charters provide standards for evaluating the performance of the committees and are fully disclosed in the ACEX website.</i></b></p> <p><i>Ref: ACEX Website &gt; Corporate Governance &gt; Board Committees_</i>  <a href="https://enexor.com.ph/governance/board-committees/board-committees/">https://enexor.com.ph/governance/board-committees/board-committees/</a></p>	
		ACEX Board Charter	

		<p><i>ACEX Executive Committee Charter</i></p> <p><i>ACEX Audit Committee Charter</i></p> <p><i>ACEX Board Risk and Related Party Transactions Committee Charter</i></p> <p><i>ACEX Corporate Governance and Nomination Committee Charter</i></p> <p><i>ACEX Personnel and Compensation Committee Charter</i></p>	
3. Committee Charters were fully disclosed on the company's website.	Compliant	<p>Provide link to company's website where the Committee Charters are disclosed.</p> <p><b><i>The charters of the committees were fully disclosed on the company's website. See above response for Recommendation 3.6, items 1-2.</i></b></p>	

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

**Recommendation 4.1**

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors</p>	
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		<p>to Board, Committee and shareholders' meetings.</p> <p><b><i>ACEX's Board of Directors attend and actively participate in all meetings, in person or through tele/videoconferencing conducted in accordance with the rules and regulations of the SEC.</i></b></p> <p><i>Ref: pg 19 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Directors' and Board Committee Members' Attendance for the Year Ended 31 December 2019</i></p> <p><i>Ref: pg 12 &gt; ACEX CG Manual &gt; Board of Directors &gt; Conduct of Meetings</i></p>	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p><b><i>Board materials are distributed to ACEX's Board of Directors at least five (5) days in advance of the scheduled meeting to give the directors ample time to review the meeting materials prior to the meeting date.</i></b></p> <p><i>Ref: pg 16 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Board Performance</i></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>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p> <p><b><i>The Board of Directors acts judiciously before deciding on any matter by evaluating the issues, asking relevant questions and seeking clarifications as appropriate.</i></b></p> <p><i>Ref: pg 11 &gt; ACEX CG Manual &gt; Board of Directors &gt; Roles and Responsibilities &gt; Each Director &gt; Item 4</i></p>	
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#### Recommendation 4.2

1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p> <p><b><i>ACEX has a policy on multiple board seats indicating that no independent director shall hold no more than five (5) board seats in any group of PLCs and executive directors shall hold no more than two (2) board seats in listed companies outside the group.</i></b></p> <p><i>Ref: pg 5 &gt; ACEX CG Manual &gt; Board of Directors &gt; Directorship Limits</i></p>	
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#### Recommendation 4.3

1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p><b><i>Pursuant to the ACEX CG Manual, all directors are required to notify the Board before accepting a directorship in another company.</i></b></p> <p><i>Ref: pg 12 &gt; ACEX CG Manual &gt; Board of Directors &gt; Roles and Responsibilities &gt; Each Director &gt; item 11</i></p>	
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#### 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	<b><i>Mr. John Eric T. Francia and Ms. Maria Corazon G. Dizon are the only executive directors, and neither served in more than two (2) boards of listed companies outside of the group</i></b> Ref: pg 9 > ACEX 2019 Annual Report > Board of Directors	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	<b><i>ACEX schedules the Board of Directors' meetings before the start of the financial year and are held at least once every quarter.</i></b> Ref: pg 19 > ACEX 2019 Annual Report > Corporate Governance > Directors' and Board Committee Members' Attendance for the Year Ended 31 December 2019	
3. Board of directors meet at least six times during the year.	Compliant	Indicate the number of board meetings during the year and provide proof  <b><i>The Board held six (6) meetings in 2019: three (3) regular, two (2) special, and one (1) organizational.</i></b> Ref: pg 16 > ACEX 2019 Annual Report > Corporate Governance > Board Performance	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	Indicate the required minimum quorum for board decisions  <b><i>Two-thirds (2/3) of the number of ACEX directors shall constitute a</i></b>	

		<b>quorum.</b> <i>Ref: pg 12 &gt; ACEX CG Manual &gt; Board of Directors &gt; Conduct of Meetings</i>	
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
<b>Recommendation 5.1</b>			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	Provide information or link/reference to a document containing information on the number of independent directors in the board  <b><i>As of 17 September 2019, the Board had 3 independent directors, constituting one-third (1/3) of its composition.</i></b> <i>Ref: Results of the 2019 Annual Stockholders' Meeting, 17 September 2019</i> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=913d35b6d4caaf84efdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=913d35b6d4caaf84efdfc15ec263a54d</a>  <b><i>As of 20 April 2020, the Board has 3 independent directors, constituting one-third (1/3) of its composition.</i></b> <i>Ref: Results of the 2020 Annual Stockholders' Meeting, 20 April 2020</i> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=39f86c27c5604c830de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=39f86c27c5604c830de8473cebbd6407</a>	

## Recommendation 5.2

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p><b><i>ACEX's independent directors possess all the qualifications and none of the disqualifications to hold the position.</i></b> <i>Ref: pg 11-12 &gt; ACEX 2019 Annual Report &gt; Board of Directors</i></p> <p><i>ACEX 2019 Definitive Information Statement, Certification of Independent Directors</i> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=be274e679c5f8a1befdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=be274e679c5f8a1befdfc15ec263a54d</a></p>	
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## 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	<p>Provide link/reference to a document containing information that directors are not constrained to vote independently.</p> <p>Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p> <p><b><i>ACEX has a governance policy on conflict of interest to ensure that the personal interest of directors and officers should never prevail over the interest of the company, so that they may not directly or</i></b></p>	
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		<p><b><i>indirectly derive any personal profit or advantage by reason of their position in the company and must promote the common interest of all shareholders and the company without regard to their own personal and selfish interests.</i></b></p> <p><i>Ref: pg 29 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Conflict of Interest Policy</i></p>	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p><b><i>An independent director, after serving nine (9) years, shall be perpetually barred from being elected as such in the company, without prejudice to being elected as non-independent director in the company and as an independent director in other companies outside of the business conglomerate, where applicable, under the same conditions provided for in the rules and regulations of the SEC.</i></b></p> <p><i>Ref: pg 8 &gt; ACEX CG Manual &gt; Term Limit of Independent Directors</i></p>	

2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director</p> <p><b><i>See response to previous Item</i></b></p>	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	<p>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p> <p><b><i>ACEX's CG Manual only allows for independent directors to serve a maximum term of nine (9) years. In the event that an independent director shall be retained beyond this, ACEX's Board will have to provide meritorious justification and seek shareholders' approval during the ASM.</i></b></p> <p><b><i>See response to previous item</i></b></p>	

#### Recommendation 5.4

1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non-Compliant	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p> <p><b><i>ACEX's Chairman of the Board and Chief Executive Officer is John Eric T. Francia.</i></b></p>	<p>Mr. Francia was elected as both Chairman of the Board and Chief Executive Officer during the transition period, following ACEI's acquisition of ACEPH (then PHINMA Energy Corporation), the company's parent company, in June 2019, and considering that the company is not yet in commercial operations.</p>
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p> <p><b><i>ACEX's Chairman of the Board and CEO have clearly defined responsibilities.</i></b></p> <p><i>Ref: pg 6 &gt; ACEX CG Manual, The Chairman of the Board</i>  <i>pg 15-16, ACEX CG Manual, Chief Executive Officer</i>  <i>pg 16, President</i></p> <p><i>Ref: pg 14-15 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Board Structure and Processes</i></p>	

**Recommendation 5.5**

1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.

Compliant

Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.

Indicate if Chairman is independent.

***On 17 September 2019, Ms. Ma. Aurora D. Geotina-Garcia was appointed as lead independent director.***

***Roles and responsibilities of the Lead Independent Director***

***Ref: pg 8 > ACEX CG Manual > Lead Independent Director***

**Recommendation 5.6**

1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.

Compliant

Provide proof of abstention, if this was the case

***There have been no cases of directors with material interest in a transaction affecting the company and ACEX's directors and key management personnel are required to abstain and/or inhibit themselves from participating in discussions on a particular agenda item where they are conflicted.***

***ACEX has a governance policy on conflict of interest to ensure that the personal interest of directors and officers should never prevail over the interest of the***

		<p><b>company, so that they may not directly or indirectly derive any personal profit or advantage by reason of their position in the company and must promote the common interest of all shareholders and the company without regard to their own personal and selfish interests.</b></p> <p><i>Ref: pg 29 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Conflict of Interest Policy</i></p>	
<b>Recommendation 5.7</b>			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	<p>Provide proof and details of said meeting, if any.</p> <p>Provide information on the frequency and attendees of meetings.</p>	
2. The meetings are chaired by the lead independent director.	Compliant	<p><b>ACEX's independent directors met last 2 October 2019 and 27 November 2019 without any executive director.</b></p> <p><i>Ref: pg 8 &gt; ACEX CG Manual, Lead Independent Director, item 2.</i></p>	
<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	<p>Provide name/s of company CEO for the past 2 years</p> <p><b><i>The Company's CEO for the past two (2) years was Francisco L. Viray. He is no longer a director of the Company.</i></b></p>	



**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	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	<p>In June 2019, ACEPH (the Company's parent company) was purchased from the former majority owners (PHINMA Corporation and PHINMA, Inc.) by ACEI, a subsidiary of the Ayala Corporation.</p> <p>The former owners, who composed the board of directors for the majority of the year 2019, were not able to conduct a performance assessment for the year. The new directors, most of whom took over only on 17 September 2019, were not able to conduct a Performance Evaluation for 2019 due to the short period of time that they have been directors and considering that they still at the time did not have sufficient experience of the business of the company and knowledge of each other to be able to arrive at an accurate assessment of the performance of the Board, the officers and the directors.</p>
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	<p><b><i>The ACEX Board shall undergo a formal assessment process annually where each Director will complete a questionnaire relating to the role, composition, processes, practices and behavior of the Board, its members, the Chairman, and the Committees. xxx</i></b></p> <p><i>Ref: pg 13-14 &gt; ACEX CG Manual, Performance Assessment</i></p>	
4. Each committee conducts a self-assessment of its performance.	Not Compliant	<p><b><i>The ACEX Audit Committee conducted its 2019 performance assessment during its Q1 2020 meeting.</i></b></p> <p><i>Ref: pg 31 &gt; ACEX 2019 Annual Report &gt; Report of the Audit Committee for the Year Ended 31 December 2019</i></p>	
5. Every three years, the assessments are supported by an external facilitator.	Not Compliant	Identify the external facilitator and provide proof of use of an external facilitator- <b><i>none</i></b>	

## Recommendation 6.2

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p><b><i>ACEX's Board has an internal self-rating system for the annual performance self-assessment of the Chairman of the Board, the individual Directors, the board committees, the CEO, President and COO and other key management officials in accordance with the process and criteria laid down in the Board Charter, and in line with the company's plans and objectives. One of the tools used is the self-assessment exercise. Responses to the questionnaires are confidential and provided to the Compliance Officer, who shall report the aggregated results to the Board during the meeting immediately following the end of the assessment process. The performance evaluation is conducted by an independent third-party consultant every three years.</i></b></p> <p><b><i>ACEX's Board allows for a feedback mechanism from shareholders during the Q&amp;A session of the Annual Stockholders' Meeting.</i></b></p> <p><i>Ref: pg 8-9 &gt; Minutes of the 2019 Annual Stockholders' Meeting, Item 10, Other Matters</i></p>	

		<a href="https://enexor.com.ph/wp-content/uploads/2020/04/ACEX-Minutes-of-the-2020-Annual-Stockholders-Meeting.pdf">https://enexor.com.ph/wp-content/uploads/2020/04/ACEX-Minutes-of-the-2020-Annual-Stockholders-Meeting.pdf</a>  <b>ACEX has a Contact Us section and published the emails of the respective contact persons on the website for shareholders and the public.</b> ACEX Website > Contact Us link on Header <a href="https://enexor.com.ph/contact/">https://enexor.com.ph/contact/</a>	
<b>Principle 7:</b> Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
<b>Recommendation 7.1</b>			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Provide information on or link/reference to the company's Code of Business Conduct and Ethics.  <b>ACEX's Board has a Code of Conduct and Ethics.</b>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Provide information on or discuss how the Company disseminated the Code to its Board, senior management and employees.  <b>The Code is properly disseminated to the Board through the company's on-boarding process and the conduct of an eight (8)-hour orientation program on the company's Governance Codes and</b>	

		<p><b>Policies (among others) and other duties subjects needed in the performance of their duties and responsibilities.</b>  Ref: pg 16 &gt; ACEX 2019 Annual Report, Training of Directors</p> <p><b>The company currently has no employees.</b></p>	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<p>Provide a link to the Company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p> <p><b>ACEX's Code of Conduct is available to the public through the company website.</b></p>	
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery</p> <p><b>ACEX has policies on Anti-Fraud and Gifts and Gratuities</b>  Ref: page 29 &gt; ACEX 2019 Annual Report, Policy on Antifraud; Policy on Gift and Gratuities</p>	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	
2. Board ensures the proper and efficient implementation and monitoring of	Compliant	Indicate who are required to comply with	

compliance with company internal policies.		<p>the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p><b><i>ACEX has an established investigation Committee process to look into reported violations of company policies, rules, and regulations. All reports are treated in confidence and discussed with the Audit Committee who monitors the resolution and closure of all reports.</i></b></p> <p><i>Ref: pg 29-30 &gt; ACEX 2019 Annual Report, Whistleblower Policy</i></p>	
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p>Provide information on or link/reference to the Company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p><b><i>Management, through the Investor Relations Team, ensures that information requirements of the investing public and minority shareholders are fully disclosed to the securities' regulators on time and are accessible both through the Company's website and through the PSE.</i></b></p> <p><i>Ref: pg 27 &gt; ACEX 2019 Annual Report, Shareholder and Investor Relations</i></p>	

## Supplement to Recommendations 8.1

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p><b><i>ACEX publicly discloses its consolidated financial statements within 60 days from the end of the fiscal year while interim quarterly reports are submitted within 45 days from the end of the reporting period.</i></b></p> <p><i>Ref: ACEX Audited Financial Statements as of year ended December 31, 2019 &gt; PSE Edge Website &gt; ACEX &gt; Company Disclosures</i></p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=c48061e4f80f8ebd0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=c48061e4f80f8ebd0de8473cebbd6407</a> as amended by <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=4f642c96e5c1a3f80de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=4f642c96e5c1a3f80de8473cebbd6407</a> and <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=fdc1097ad30414970de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=fdc1097ad30414970de8473cebbd6407</a></p> <p><i>Ref: ACEX SEC 17Q 1Q 2019 &gt; PSE Edge Website &gt; ACEX &gt; Company Disclosures &gt; Quarterly Report</i></p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=3935f655c5eb17db0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=3935f655c5eb17db0de8473cebbd6407</a> as amended by <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=0824c7b3e27223990de8473ce">https://edge.pse.com.ph/openDiscViewer.do?edge_no=0824c7b3e27223990de8473ce</a></p>	
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		<a href="#">bbd6407</a>	
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.	Compliant	<p>Provide link or reference to the Company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> <li>1. principal risks to minority shareholders associated with the identity of the Company's controlling shareholders;</li> <li>2. cross-holdings among Company affiliates; and</li> <li>3. any imbalances between the controlling shareholders' voting power and overall equity position in the Company.</li> </ol> <p><b>ACEX discloses the shareholdings of controlling shareholders.</b>  Ref: pg 24 &gt; ACEX 2019 Annual Report &gt; Ownership Structure</p> <p>Annual Reports (SEC Form17-A)  <a href="https://edge.pse.com.ph/openDiscView.r.do?edge_no=c48061e4f80f8ebd0de8473cebbd6407">https://edge.pse.com.ph/openDiscView.r.do?edge_no=c48061e4f80f8ebd0de8473cebbd6407</a> as amended by  <a href="https://edge.pse.com.ph/openDiscView.r.do?edge_no=4f642c96e5c1a3f80de8473cebbd6407">https://edge.pse.com.ph/openDiscView.r.do?edge_no=4f642c96e5c1a3f80de8473cebbd6407</a> and  <a href="https://edge.pse.com.ph/openDiscView.r.do?edge_no=fdc1097ad30414970de8473cebbd6407">https://edge.pse.com.ph/openDiscView.r.do?edge_no=fdc1097ad30414970de8473cebbd6407</a></p> <p><b>ACEX upholds and protects the rights of minority shareholders.</b>  Ref: pg 19-21 &gt; ACEX CG Manual &gt;</p>	

		<i>Part Three: Promotion of Shareholders' Rights</i>	
<b>Recommendation 8.2</b>			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Provide information on or link/reference to the Company's policy requiring directors and officers to disclose their dealings in the Company's shares.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Indicate actual dealings of directors involving the Company's shares including their nature, number/percentage and date of transaction.</p> <p><b><i>All ACEX directors and officers are required to disclose/report to the company's Compliance Unit any dealings in the company's shares within twenty-four (24) hours from transaction date.</i></b></p> <p><i>Ref: pg 6 &gt; ACEX Corporate Disclosure Manual &gt; Transactions of Directors and Principal Officers</i></p>	
<b>Supplement to Recommendation 8.2</b>			
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).	Compliant	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p>Provide link or reference to the Company's Conglomerate Map.</p> <p><b><i>ACEX discloses the trading of the Company's shares by directors, officers and controlling shareholders.</i></b></p> <p><i>Ref:</i>  <a href="https://enexor.com.ph/governance/disclos">https://enexor.com.ph/governance/disclos</a> </p>	



		<p><a href="#">ures/</a></p> <p><b>ACEX discloses the shareholdings of its directors, management and top 100 shareholders.</b></p> <p>Ref: PSE Edge Website &gt; ACEX &gt; Company Disclosures &gt; PSE Disclosure Form 17-12 List of Top 100 Stockholders  <a href="https://edge.pse.com.ph/openDiscView.er.do?edge_no=b829058777ae42fd0de8473cebbd6407">https://edge.pse.com.ph/openDiscView.er.do?edge_no=b829058777ae42fd0de8473cebbd6407</a></p> <p>Ref: PSE Edge Website &gt; ACEX &gt; Company Disclosures &gt; PSE Disclosure Form POR-1 ACEX Public Ownership Report as of June 20, 2020  <a href="https://edge.pse.com.ph/openDiscView.er.do?edge_no=cd1b282e951d26300de8473cebbd6407">https://edge.pse.com.ph/openDiscView.er.do?edge_no=cd1b282e951d26300de8473cebbd6407</a></p>	
<b>Recommendation 8.3</b>			
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	<p>Provide link or reference to the directors' academic qualifications, share ownership in the Company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p><b>ACEX fully discloses the profile of its directors.</b></p> <p>Ref: pg 9-12 &gt; ACEX 2019 Annual Report &gt; Board of Directors Profiles</p>	

2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the Company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p><b><i>ACEX fully discloses the profile of its key executives.</i></b>  <i>Ref: ACEX 2019 Definitive Information Statement &gt; Annex "A"</i></p>	
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	<p>Disclose or provide link/reference to the Company policy and practice for setting board remuneration</p> <p><b><i>ACEX provides a clear disclosure on Board remuneration.</i></b>  <i>Ref: Article IV, Section 12, By laws</i></p> <p><i>Ref: page 13 &gt; ACEX CG Manual &gt; Board Committees &gt; 1.6 Personnel and Compensation Committee &gt;</i></p> <p><i>Ref: page 17 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Director Compensation; Independent Directors' Remuneration</i></p>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Disclose or provide link/reference to the Company policy and practice for determining executive remuneration	

		<p><b>ACEX has policies and procedures in place for setting executive remuneration.</b></p> <p>Ref: page 13 &gt; ACEX CG Manual &gt; Board Committees &gt; 1.6 Personnel and Compensation Committee &gt;</p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p> <p><b>Board of Directors 2019</b></p> <p><b>Gross Remuneration</b></p> <p>Ref: page 17 &gt; ACEX 2019 Annual Report &gt; Corporate Governance &gt; Director Compensation; Independent Directors' Remuneration</p> <p><b>ACEX discloses on its Definitive Information Statement the remuneration of its top five most highly compensated executives, including the CEO.</b></p> <p>Ref: ACEX 2019 Definitive Information Statement &gt; Item 6 &gt; Compensation of Directors and Executive Officers</p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=167e9b4e5028512e0de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=167e9b4e5028512e0de8473cebbd6407</a></p>	

## Recommendation 8.5

<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Disclose or provide reference/link to Company's RPT policies</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p><b>ACEX discloses its RPT Policy on its website.</b>  <i>Ref: ACEX Website</i></p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> <li>1. name of the related counterparty;</li> <li>2. relationship with the party;</li> <li>3. transaction date;</li> <li>4. type/nature of transaction;</li> <li>5. amount or contract price;</li> <li>6. terms of the transaction;</li> <li>7. rationale for entering into the transaction;</li> <li>8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</li> <li>9. other terms and conditions</li> </ol> <p><b>ACEX discloses the material and significant RPTs reviewed and approved during the year.</b>  <i>Ref: pg 12-14 &gt; ACEX 2019 Definitive Information Statement</i></p>	

Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p><b><i>ACEX requires its directors to disclose their interests.</i></b>  <i>Ref: pg 3 &gt; Conflict of Interest Policy</i></p> <p><b><i>Prior to entering into a Material RPT, directors are required to fully and timely disclose to the Board Risk Management and RPT Committee any and all material facts related to the Material RPT as well as any direct or indirect financial interest in any matter that may affect or is affecting the company. The director and the committee shall also make this disclosure at the board meeting where the Material RPT will be presented for approval and before the completion or execution of the Material RPT.</i></b>  <i>Ref: pg 4 &gt; ACEX RPT Policy &gt; F. Disclosure Requirement of Material RPTs</i></p> <p><b><i>ACEX has a governance policy on conflict of interest to ensure that the personal interest of directors and officers should never prevail over the interest of the company, so that they may not directly or indirectly derive any personal profit or</i></b></p>	

		<i>advantage by reason of their position in the company and must promote the common interest of all shareholders and the company without regard to their own personal and selfish interests.</i>	
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	<p>Provide link or reference where this is disclosed, if any</p> <p><b><i>ACEX ensures that all RPTs are conducted on an arms' length basis, at fair prices, and will inure to the best interest of the Company.</i></b></p> <p><i>Ref: pg 1 &gt; ACEX RPT Policy &gt; A. Introduction</i></p>	
<b>Recommendation 8.6</b>			
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>Provide link or reference where this is disclosed</p> <p><b><i>ACEX Disclosures</i></b></p> <p><i>Ref: ACEX Website &gt; Governance &gt; Disclosures</i></p> <p><a href="https://enexor.com.ph/governance/disclosures/">https://enexor.com.ph/governance/disclosures/</a></p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	<p>Identify independent party appointed to evaluate the fairness of the transaction price</p> <p>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p> <p><b><i>The Company shall appoint an external</i></b></p>	

		<b><i>independent party to evaluate the fairness of the terms of SEC Defined Material RPTs.</i></b> <i>Ref: pg 5 &gt; ACEX RPT Policy &gt; H. Guidelines in Ensuring Arm's Length Terms</i>	
<b>Supplement to Recommendation 8.6</b>			
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	Provide link or reference where these are disclosed.  <b><i>All material transactions/information are disclosed on the IR website.</i></b> <i>Ref: ACEX Website &gt; Governance &gt; Disclosures</i> <a href="https://enexor.com.ph/governance/disclosures/">https://enexor.com.ph/governance/disclosures/</a>	
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Provide link to the Company's website where the Manual on Corporate Governance is posted.  <b><i>ACEX's corporate governance policies, programs and procedures are contained in its Corporate Governance Manual. It is submitted to the SEC and PSE and is posted on the website.</i></b> <i>Ref: ACEX Website &gt; Governance &gt; Corporate Governance Manual</i>	
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.		Provide proof of submission. <b>ACEX's proof of submission of the CG Manual to the PSE.</b> <a href="https://enexor.com.ph/wp-content/uploads/2019/11/ACEX-Corporate-Governance-Manual-final.pdf">https://enexor.com.ph/wp-content/uploads/2019/11/ACEX-Corporate-Governance-Manual-final.pdf</a>	
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### Optional: Principle 8

1. Does the company's Annual Report disclose the following information:	Compliant	Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives	Compliant	<b>ACEX 2019 Annual Report</b>       <b>Corporate Objectives</b> <i>Ref: pg 4 and 13</i>  <b>Financial and non-financial performance indicators</b> <i>Ref: pg 5-6</i>  <b>Dividend Declaration</b> <i>No dividends declared</i>  <b>Biographical Details</b> <i>Ref: pg 9-12</i>  <b>Attendance of each director</b> <i>Ref: pg 19</i>  <b>Remuneration</b>	
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant		
f. Attendance details of each director in all directors' meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		



		<i>Ref: pg 17</i>	
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	<p>Provide link or reference to where this is contained in the Annual Report</p> <p><b><i>Statement confirming the company's full compliance with the Code of Corporate Governance</i></b>  <i>Ref: page 13 &gt; ACEX 2019 Annual Report &gt; Corporate Governance</i></p>	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	<p>Provide link or reference to where this is contained in the Annual Report</p> <p><b><i>Board of Directors Statement</i></b>  <i>Ref: pg 31-32 &gt; ACEX 2019 Annual Report &gt; Report of the Audit Committee to the Board of Directors for the Year Ended 31 December 2019</i></p>	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	<p><b><i>Board of Directors Statement</i></b>  <i>Ref: pg 31-32 &gt; ACEX 2019 Annual Report &gt; Report of the Audit Committee to the Board of Directors for the Year Ended 31 December 2019</i></p>	

5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Ref: pg 1-9 > ACEX 2019 Sustainability Report	
<b>Principle 9:</b> 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.			
<b>Recommendation 9.1</b>			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	<p>Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the Company's external auditor.</p> <p><b><i>The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal and fees of the external auditor.</i></b></p> <p><i>ACEX Audit Committee Charter, Item E. 5. Oversight on External Audit</i></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.	Compliant	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p><b><i>The Board, through the Audit Committee, recommends to the stockholders a duly accredited external auditor who shall undertake an independent audit and shall provide an objective assurance on the preparation and presentation of ACEX's financial</i></b></p>	

		<b>statements.</b> <i>Ref: page 19 &gt; ACEX CG Manual &gt; II. External Audit</i>	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	Provide information on or link/reference to a document containing the Company's reason for removal or change of external auditor.  <b><i>Since its incorporation, ACEX has not removed nor changed its external auditor.</i></b>	
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<b><i>The Partner-in-charge is rotated every five (5) years or earlier.</i></b> <i>Ref: pg 19 &gt; ACEX Corporate Governance Manual &gt; II. External Audit</i>	

Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>	Compliant	Provide link/reference to the Company's Audit Committee Charter  <b><i>ACEX's Audit Committee Charter</i></b> <i>Ref: ACEX Website &gt; Governance &gt; Board Committees &gt; Internal Audit Charter</i>	
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	Provide link/reference to the Company's Audit Committee Charter  <b><i>Refer to response provided in Recommendation 9.2, item 1.</i></b>	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Provide link/reference to the Company's Audit Committee Charter  <b><i>Refer to response provided in Recommendation 9.2, item 1.</i></b>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Provide link/reference to the company's Audit Committee Charter  <b><i>Refer to response provided in Recommendation 9.2, item 1.</i></b>	

**Recommendation 9.3**

1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Disclose the nature of non-audit services performed by the external auditor, if any.  <b><i>ACEX discloses the nature of non-audit services performed by the external auditor in the Annual Report.</i></b> <i>Ref: page 22 &gt; ACEX 2019 Annual Report &gt; External Auditors</i>	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Provide link or reference to guidelines or policies on non-audit services  <b><i>Guidelines on Non-Audit Services</i></b> <i>Ref: Charter of the Audit Committee &gt; D. External Audit, item 5.</i>	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Provide information on audit and non-audit fees paid.  <b><i>ACEX discloses the nature of non-audit services performed by the external auditor in the Annual Report and fees paid for non-audit services do not outweigh the audit services.</i></b> <i>Ref: page 22 &gt; ACEX 2019 Annual Report &gt; External Auditors</i>	

### Additional Recommendation to Principle 9

1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Provide information on Company's external auditor, such as:</p> <ol style="list-style-type: none"> <li>1. Name of the audit engagement partner;</li> <li>2. Accreditation number;</li> <li>3. Date Accredited;</li> <li>4. Expiry date of accreditation; and</li> <li>5. Name, address, contact number of the audit firm.</li> </ol> <p><b>Audit Engagement Partner:</b> Benjamin N. Villacorte <b>SEC Accreditation number:</b> No. 1539-AR-1 (Group A), <b>Date Accredited:</b> 26 March 2019 <b>Expiry:</b> 25 March 2022 <b>Name, address, contact number of audit firm:</b> SyCip Gorres Velayo &amp; Co. 6760 Ayala Avenue 1226 Makati City Philippines Tel (632) 8910307 Website <a href="https://www.ey.com/ph/en/home">https://www.ey.com/ph/en/home</a></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	<p>Provide information on the following:</p> <ol style="list-style-type: none"> <li>1. Date it was subjected to SOAR inspection, if subjected;</li> <li>2. Name of the Audit firm; and</li> <li>3. Members of the engagement team inspected by the SEC.</li> </ol> <p><b>SGV &amp; Co. agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program. The inspection was</b></p>	

		<i>done from 12 to 28 November 2018.</i>	
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
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>Disclose or provide link on the Company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p>The Management shall make proper disclosure of the Company's management of the material economic, environmental, social and governance aspects of its businesses and activities using the GRI Standards by the Global Reporting Initiative.</p> <p><i>Ref: pg 23 &gt; ACEX CG Manual &gt; V. Sustainability and Social Responsibility</i></p> <p><i>Ref: ACEX 2019 Sustainability Report</i></p>	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p> <p><b><i>GRI Standards by the Global Reporting Initiative.</i></b></p> <p><b><i>ACEX Sustainability Report</i></b></p> <p><a href="https://enexor.com.ph/ace-enexor-ar-2019/">https://enexor.com.ph/ace-enexor-ar-2019/</a></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	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.</p> <p><b><i>ACEX holds press conferences, reports quarterly and annual performance, and provides news updates via its website.</i></b></p>	
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**Supplemental to Principle 11**

1. Company has a website disclosing up-to-date information on the following:	Compliant	Provide link to company website	
a. Financial statements/reports (latest quarterly)	Compliant	<p><b><i>ACEX Website</i></b>  <a href="https://enexor.com.ph/">https://enexor.com.ph/</a></p>	
b. Materials provided in briefings to analysts and media	Compliant	<p><b><i>Financial Statements</i></b>  <a href="https://enexor.com.ph/governance/disclosures/">https://enexor.com.ph/governance/disclosures/</a></p> <p><i>Ref: Corporate Governance &gt; Disclosures &gt; Annual and Quarterly Reports</i></p>	
c. Downloadable annual report	Compliant	<p><b><i>Downloadable Annual Report</i></b>  <a href="https://enexor.com.ph/ace-enexor-ar-2019/">https://enexor.com.ph/ace-enexor-ar-2019/</a></p>	
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant	<p><b><i>Notice of ASM</i></b>  <a href="https://enexor.com.ph/wp-content/uploads/2019/09/03_PPG2019IS-Notice-and-Agenda-ASM-17-Sept-">https://enexor.com.ph/wp-content/uploads/2019/09/03_PPG2019IS-Notice-and-Agenda-ASM-17-Sept-</a></p>	
f. Company's Articles of Incorporation and By-Laws	Compliant		



		<a href="#">2019.pdf</a>  <b>Minutes of ASM</b> <a href="https://enexor.com.ph/wp-content/uploads/2020/07/PPG-Minutes-of-ASM-17-Sep-2019.pdf">https://enexor.com.ph/wp-content/uploads/2020/07/PPG-Minutes-of-ASM-17-Sep-2019.pdf</a>  <b>Articles of Incorporation and By-laws</b> <a href="https://enexor.com.ph/wp-content/uploads/2019/11/ACE-Enexor-Inc.-Certificate-of-Filing-of-Amended-Articles-of-Incorporation-11-Nov-2019_compressed.pdf">https://enexor.com.ph/wp-content/uploads/2019/11/ACE-Enexor-Inc.-Certificate-of-Filing-of-Amended-Articles-of-Incorporation-11-Nov-2019_compressed.pdf</a>  <a href="https://enexor.com.ph/wp-content/uploads/2019/11/Certificate-of-Filing-of-Amended-By-Laws-ACE-Enexor-Inc..pdf">https://enexor.com.ph/wp-content/uploads/2019/11/Certificate-of-Filing-of-Amended-By-Laws-ACE-Enexor-Inc..pdf</a>	
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Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	<b>ACEX Website</b> <a href="https://enexor.com.ph/">https://enexor.com.ph/</a>	

## Internal Control System and Risk Management Framework

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

### Recommendation 12.1

1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	<p>List quality service programs for the internal audit functions. Indicate frequency of review of the internal control system</p> <p><b><i>ACEX has an adequate and effective internal control system.</i></b> <i>Ref: Charter of the Audit Committee &gt; Item C -- Internal Audit</i></p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> <li>1. Company's risk management procedures and processes</li> <li>2. Key risks the company is currently facing</li> <li>3. How the company manages the key risks</li> </ol> <p>Indicate frequency of review of the enterprise risk management framework.</p> <p><b><i>ACEX has an adequate and effective risk management framework.</i></b> <i>Ref: pg 2 &gt; 2019 ACEX Sustainability Report &gt; Economic</i></p> <p><i>Ref: Charter of the Risk Oversight</i></p>	

		<p>Committee</p> <p><a href="https://enexor.com.ph/governance/board-committees/board-committees/risk-oversight-committee/">https://enexor.com.ph/governance/board-committees/board-committees/risk-oversight-committee/</a></p>	
<b>Supplement to Recommendations 12.1</b>			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	Compliant	<p>Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations. Indicate frequency of review.</p> <p><b><i>ACEX has a formal compliance system in place, reviewed annually by the Board.</i></b></p> <p><i>Ref: ACEX CG Manual</i></p>	
<b>Optional: Recommendation 12.1</b>			
<p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p>	Compliant	<p><b><i>The IT department has policies and procedures in place to address issues on disruption, cyber-security and disaster recovery. These include putting in place hardware and software infrastructure to improve IT security, IT security awareness training for employees, periodic vulnerability testing, offsite backup data center, and reviews by IT security consultant. IT security and disruption issues are reported to senior management and critical issues and incidents, if any, will be reported to the Audit Committee.</i></b></p>	

**Recommendation 12.2**

1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.  <b><i>Internal audit is in-house with specific responsibilities on Independent Audit.</i></b> <i>Ref: ACEX Internal Audit Charter</i>	
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**Recommendation 12.3**

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.  <b><i>ACEX has a qualified Chief Audit Executive Mr. Henry Gomez, Jr., appointed by the Board.</i></b> <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=72f2e3c57d989ea7efdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=72f2e3c57d989ea7efdfc15ec263a54d</a>	
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	<i>Ref: ACEX Internal Audit Charter</i>	

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>Identify qualified independent executive or senior management personnel, if applicable.</p> <p><b><i>ACEX's internal audit function is done 100% internally. However, in the event that the audit function should be outsourced, ACEX has a qualified senior management personnel who can oversee the activity. The CAE can assume this function if needed.</i></b></p>	
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#### Recommendation 12.4

1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>Provide information on company's risk management function.</p> <p><b><i>ACEX has a separate risk management function.</i></b>  <i>Ref: pg 17 &gt; ACEX CG Manual &gt; Internal Audit and Risk Management</i></p>	
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#### Supplement to Recommendation 12.4

1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	<p><i>Identify source of external technical support, if any.</i></p> <p><b><i>ACEX seeks external technical support in risk management from various consultants and third parties.</i></b></p> <p><b><i>At the group-wide level, the AC Energy Group engaged Deloitte in 2019 for a Risk Identification and Assessment exercise using the Black Swan methodology.</i></b></p>	
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		<p><i>In the past, the group has undertaken a risk engineering survey (including catastrophe analysis) conducted by Aon, Marsh as part of the risk improvement activities.</i></p> <p><i>Moving forward, this type of engagement will form part of the bid process requirement of the renewal of the property insurance of the company's on shore assets.</i></p> <p><i>The company is currently undergoing risk tolerance study by Ernst and Young. In 2018, Aon Singapore was engaged for the risk tolerance and maturity study.</i></p> <p><i>The company contracts third parties to perform assess quantities of petroleum in Service Contract Areas</i></p>	
<b>Recommendation 12.5</b>			
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	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	

		<p><b>Ms. Maria Corazon G. Dizon is the Company's Chief Risk Officer.</b></p> <p><b>Profile of Ms. Dizon</b>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=72f2e3c57d989ea7efdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=72f2e3c57d989ea7efdfc15ec263a54d</a></p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<p><b>The CRO has adequate authority, stature, resources and support to fulfill her responsibilities.</b></p> <p><b>Profile of Ms. Dizon</b>  <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=72f2e3c57d989ea7efdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=72f2e3c57d989ea7efdfc15ec263a54d</a></p>	
<b>Additional Recommendation to Principle 12</b>			
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.	Compliant	<p><b>ACEX CEO, CFO and CAE attestation</b>  Ref: pg 13 &gt; ACEX 2019 Annual Report &gt; Corporate Governance</p> <p><b>Enclosed as Annex "B" hereof is the signed letter by the company's CEO, Compliance Officer, and CAE attesting to the adequate design and continuous effective operation of the company's system of internal controls, risk management, compliance, and governance processes.</b></p>	

## 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	<p>Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.</p> <p><b><i>Shareholders' rights are disclosed in the CG Manual.</i></b>  <i>Ref: pg 19-20 &gt; ACEX CG Manual &gt; Part Three. Promotion of Shareholders' Rights and Engagement of Stakeholders</i></p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<p>Provide link to company's website</p> <p><b><i>Shareholders' rights are disclosed on the company website.</i></b>  <a href="https://enexor.com.ph/wp-content/uploads/2019/11/ACEX-Corporate-Governance-Manual-final.pdf">https://enexor.com.ph/wp-content/uploads/2019/11/ACEX-Corporate-Governance-Manual-final.pdf</a></p>	

### Supplement to Recommendation 13.1

1. Company's common share has one vote for one share.	Compliant	<p><b><i>Each common share of ACEX entitles the person, in whose name the share is registered in the books of the Corporation, to one vote.</i></b>  <i>Ref: Article II, Section 7, By laws.</i></p>	
2. Board ensures that all shareholders of the same	Compliant	Provide information on all classes of	



class are treated equally with respect to voting rights, subscription rights and transfer rights.		<p>shares, including their voting rights if any.</p> <p><b>ACEX only has one class of shares. Each common share of ACEX entitles the person, in whose name the share is registered in the books of the Corporation, to one vote.</b></p> <p>Ref: pg 20 &gt; ACEX CG Manual, Voting Rights</p> <p>Ref: By laws, Article III, Section 7.</p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p><b>The Board has an effective, secure, and efficient voting system.</b></p> <p>Ref: pg 21 &gt; ACEX 2019 Definitive Information Statement, Voting Procedures</p> <p>Annex "F" Instruction for Voting in the Electronic Voting in Absentia ("EVA") System</p>	
4. Board has an effective shareholder voting mechanism such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	<p>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</p> <p><b>ACEX's Board ensures the protection of minority shareholders. Votes for election of directors are cumulated.</b></p> <p>Ref: pg 20 &gt; ACEX CG Manual &gt; Voting Rights</p>	

<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Compliant</p>	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p><b><i>The minority shareholders shall have the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.</i></b>  <i>Ref: pg 20 &gt; ACEX CG Manual &gt; Right to Information</i></p> <p><b><i>Directors were nominated by a minority shareholder</i></b>  <i>Ref: ACEX 2019 Definitive Information Statement &gt; Item 5a.i. Board of Directors</i></p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Provide information or link/reference to the policies on treatment of minority shareholders</p> <p><b><i>ACEX's Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</i></b>  <i>Ref: pg 19-21 &gt; ACEX CG Manual Part III: Promotion of Shareholders' Rights and Engagement of Stakeholders</i></p>	

7. Company has a transparent and specific dividend policy.	Compliant	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p><b><i>The Company did not declare any dividends for the year due to net loss position</i></b></p>	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p><b><i>SGV &amp; Co. was appointed as the independent party to validate the votes in the 2019 ASM.</i></b></p>	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in</p>	

		<p>the company's Information Statement (SEC Form 20-IS)</p> <p><b>ACEX sent the Notice of Annual Shareholders' Meeting to shareholders on 24 July 2019, fifty-four (54) days before the Annual Stockholders' Meeting on 17 September 2019.</b></p> <p>Ref: 2019 Notice and Agenda of Annual Stockholders' Meeting</p> <p>PSE Edge Disclosure: <a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=374e87899c49f323efdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=374e87899c49f323efdfc15ec263a54d</a></p>	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	<p><b>Link to the Notice of ASM</b></p> <p>Ref: 2019 Notice and Agenda of Annual Stockholders' Meeting and Definitive Information Statement</p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=374e87899c49f323efdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=374e87899c49f323efdfc15ec263a54d</a></p>	
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	Compliant	<p>Provide link or reference to the rationale for the agenda items</p> <p><b>ACEX provides the explanation for the agenda items for the ASM.</b></p> <p>Ref: 2019 Notice and Agenda of Annual Stockholders' Meeting</p> <p>PSE Edge Disclosure:</p>	

		<a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=374e87899c49f323efdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=374e87899c49f323efdfc15ec263a54d</a>	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p><b><i>The results are posted on EDGE on the same day of the ASM.</i></b></p> <p><i>Ref: 2019 Results of the ASM</i></p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=913d35b6d4caaf84efdfc15ec263a54d">https://edge.pse.com.ph/openDiscViewer.do?edge_no=913d35b6d4caaf84efdfc15ec263a54d</a></p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <p><b><i>Minutes of the 2019 ASM was posted on the ACEX website on 24 September 2019, within five (5) business days from the</i></b></p>	

		<p><b>date of the ASM, 17 September 2019.</b>  Ref: <a href="https://enexor.com.ph/wp-content/uploads/2020/07/PPG-Minutes-of-ASM-17-Sep-2019.pdf">https://enexor.com.ph/wp-content/uploads/2020/07/PPG-Minutes-of-ASM-17-Sep-2019.pdf</a></p>	
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p> <p><b><i>The Partner-in-charge, Benjamin Villacorte, and other relevant individuals were present during the ASM.</i></b></p>	
<b>Recommendation 13.4</b>			
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	<p>Provide details of the alternative dispute resolution made available to resolve intra- corporate disputes</p> <p><b><i>The Corporation adopts the rules and procedures set forth under Republic Act No. 9285, otherwise known as the Alternative Dispute Resolution Act of 2004, as an alternative means to settle disputes with a view towards preventing excessive litigation.</i></b>  Ref: pg 39 &gt; ACEX CG Manual &gt; Article VII Stockholders' Rights and Protection of Minority Stockholders' Interests &gt; 1.  Shareholder Rights &gt; 1.7 Alternative Dispute Mechanism for Intra-Corporate Dispute</p>	

2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p> <p><b><i>ACEX has an alternative dispute mechanism in place to resolve intra-corporate disputes in an amicable and effective manner that is included in its CG Manual.</i></b></p> <p><i>Ref: pg 20 &gt; ACEX CG Manual &gt; II. Alternative Dispute Mechanism</i></p>	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> <li>1. Name of the person</li> <li>2. Telephone number</li> <li>3. Fax number</li> <li>4. E-mail address</li> </ol> <p><b><i>Name: Miguel Angelo J. Fernandez</i></b>  <b><i>Tel: +(632) 7-730-6300</i></b>  <b><i>Email: <a href="mailto:investorrelations@acenergy.com.ph">investorrelations@acenergy.com.ph</a></i></b></p>	
2. IRO is present at every shareholder's meeting.	Compliant	<p>Indicate if the IRO was present during the ASM.</p> <p><b><i>The IRO is present at every Annual Shareholders' Meeting.</i></b></p>	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.	

		<p><b><i>ACEX's Board of Directors avoids anti-takeover measures or similar devices that may entrench ineffective management of the existing controlling shareholder group. An example is the observance of one year- term for its directors. Stockholders are given the opportunity to nominate new candidates for directorship during the ASM. Materials provided to stockholders expressly state that ACEX does not solicit proxies.</i></b></p> <p><i>Ref: ACEX 2019 Definitive Information Statement &gt; Item 5 Directors and Executive Officers</i></p>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Not Compliant	<p>Indicate the company's public float.</p> <p><b><i>ACEX's public float is 23.64 % as of 31 December 2019.</i></b></p> <p><a href="https://edge.pse.com.ph/openDiscViewer.do?edge_no=de83e93aac127a390de8473cebbd6407">https://edge.pse.com.ph/openDiscViewer.do?edge_no=de83e93aac127a390de8473cebbd6407</a></p>	Public float decreased due to subscription of ACEI to 2,632,000,000 ACEPH shares to infuse cash into ACEPH to pay off the latter's loan amortizations and other obligations.



### Optional: Principle 13

<p>1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting</p>	<p>Compliant</p>	<p>Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM</p> <p><b><i>ACEX's CEO, CFO and IRO regularly engage shareholders and analysts through quarterly briefings, one-on-one meetings, conferences and roadshows, conference calls and electronic mail. In addition, contact details of the IRO are readily available on the IR website and the 2019 Annual Report.</i></b></p> <p><i>Ref: pg 27 &gt; 2019 Annual Report &gt; Shareholder and Investor Relations</i></p>	
<p>2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<p>Disclose the process and procedure for secure electronic voting in absentia, if any.</p> <p><b><i>Stockholders who are unable to go to the venue of the ASM may vote electronically in absentia on matters in the agenda upon registration and validation online.</i></b></p> <p><i>Ref: pg 20 &gt; ACEX 2019 Definitive Information Statement, Annex "F" Instructions for Electronic Voting In Absentia</i></p>	

## 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	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.  <b><i>ACEX's stakeholder engagement practices</i></b> <i>Ref: pg 8-11 &gt; ACEX 2019 Sustainability Report &gt; Social</i>	
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### Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Identify policies and programs for the protection and fair treatment of company's stakeholders  <b><i>The Board has clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders. ACEX's stakeholder engagement practices</i></b> <i>Ref: pg 21&gt; ACEX CG Manual &gt; Stakeholder Engagement</i>	
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### 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>Compliant</p>	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p> <p><b>Whistleblowing Contact</b>  <b>Person: Henry T. Gomez, Jr.</b>  <b>Position: Chief Audit Executive</b>  <b>Tel: ((+632) 7-730-6300</b>  <b>Email: <a href="mailto:gomez.ht@acenergy.com.ph">gomez.ht@acenergy.com.ph</a></b></p> <p><b>Whistleblowing Policy:</b>  pg 29-30 &gt; ACEX 2019 Annual Report, Whistleblower Policy</p>	
<b>Supplement to Recommendation 14.3</b>			
<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>Compliant</p>	<p>Provide information on the alternative dispute resolution system established by the company.</p> <p><b>ACEX has an alternative dispute mechanism in place to resolve intra-corporate disputes in an amicable and effective manner.</b>  Ref: pg 20-21 &gt; ACEX CG Manual &gt; II. Alternative Dispute Resolution Mechanism</p>	

#### Additional Recommendations to Principle 14

<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	<p>Compliant</p>	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p><b><i>No such requests were made by the Company.</i></b></p>	
<p>2. Company respects intellectual property rights.</p>	<p>Compliant</p>	<p>Provide specific instances, if any.</p> <p><b><i>ACEX applies for, obtains, registers, leases, licenses or otherwise acquires to hold, use, own, operate, sell, assign and dispose of any trademark, tradename, trade secrets, formulas, patents, inventions, copyrights and processes used in connection with or secured under letters, patents, copyrights, domestic or foreign.</i></b></p> <p><i>Ref: pg 4 &gt; ACEX Articles of Incorporation &gt; Secondary Purpose &gt; Paragraph 6</i></p> <p><b><i>ACEX respects the intellectual property rights of other entities it deals with. For example, ACEX's agreements with third parties contain provisions defining terms of ownership and usage of the relevant marks, customer data and system. The joint venture agreements of ACEX with partners also contain standard clauses on respecting the intellectual property rights of each partner.</i></b></p>	

**Optional: Principle 14**

1. Company discloses its policies and practices that address customers' welfare	Compliant	Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.  <i><b>ACEX's stakeholder engagement practices</b></i> <i>Ref: pg 10 &gt; ACEX 2019 Sustainability Report &gt; Social &gt; Customer Management</i>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.  <i>Ref: pg 10 &gt; ACEX 2019 Sustainability Report &gt; Social &gt; Supply Chain Management</i>	

**Principle 15:** A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

**Recommendation 15.1**

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation. <i>Ref: pg 8-9 &gt; ACEX 2019 Sustainability Report &gt; Social &gt; Employee Management</i>	
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**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	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan	
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		<p>(ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</p> <p><i>Ref: pg 8-9 &gt; ACEX 2019 Sustainability Report &gt; Social &gt; Employee Management</i></p>	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p><b><i>The Company has a policy on Employees Health, Safety and Wellness</i></b></p>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p> <p><b><i>Employee Training and Development</i></b></p> <p><i>Ref: pg 8 to 9 &gt; ACEX 2019 Sustainability Report &gt; Employee Training and Development</i></p>	

## Recommendation 15.2

1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption Ref: <b><i>ACEX has policies on Anti-Fraud as well as Gift and Gratuities</i></b>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Identify how the board disseminated the policy and program to employees across the organization  <b><i>The anti-corruption policies of the company are discussed with the employees as part of the on-boarding program of new employees and in every level-based program as a refresher for tenured employees. In addition, each employee is mandated to submit a disclosure of possible conflicts of interest on an annual basis. The anti-corruption programs and procedures are likewise available on the ACEX website.</i></b>	

## 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	Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices. Include any finding of violations of the company policy.  <b><i>Conflict of Interest Policy</i></b> <a href="https://enexor.com.ph/governance/board-committee/company-policies/conflict-of-interest-policy/">https://enexor.com.ph/governance/board-committee/company-policies/conflict-of-interest-policy/</a>	
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		<p><b>Business Gifts Policy</b>  <a href="https://enexor.com.ph/governance/board-committees/company-policies/policy-on-gift-and-gratuities/">https://enexor.com.ph/governance/board-committees/company-policies/policy-on-gift-and-gratuities/</a></p> <p><b>Anti-Fraud Policy</b>  <a href="https://enexor.com.ph/governance/board-committees/company-policies/policy-on-anti-fraud/">https://enexor.com.ph/governance/board-committees/company-policies/policy-on-anti-fraud/</a></p>	
<b>Recommendation 15.3</b>			
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>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.  Provide contact details to report any illegal or unethical behavior.</p> <p><b>Whistleblowing and Non-retaliation Policy</b></p> <p>Ref: ACEX Website &gt; Contact Us  <a href="https://enexor.com.ph/contact/">https://enexor.com.ph/contact/</a></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><b>The whistleblower may submit a written report directly to the Office of the Compliance Officer, or by email to whistleblower@ayala.com.ph, or through a face-to-face meeting with any of the Disclosure Committee composed of one representative</b></p>	



		<i>each from the Office of the General Counsel, Strategic Human Resources, Internal Audit, and Group Risk Management and Sustainability.</i>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p><b><i>All reports are treated in confidence and discussed with the Audit Committee who monitors the resolution and closure of all reports.</i></b></p>	

<b>Principle 16:</b> 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.			
<b>Recommendation 16.1</b>			
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	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p><i>Ref: pg 8-11 &gt; ACEX 2019 Sustainability Report &gt; Social</i></p>	

**Optional: Principle 16**

1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	<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><b><i>Company has not commenced commercial operations</i></b> Ref: pg 6-7 &gt; ACEX 2019 Sustainability Report, Environment</p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.</p> <p><b><i>Community Involvement and Environment- related programs</i></b> Ref: pg 10-11 &gt; ACEX 2019 Sustainability Report, Relationship with Community</p> <p><b><i>Helping the Community during COVID-19</i></b> Ref: pg. 9 &gt; Minutes of the 2020 Annual Stockholders' Meeting &gt; Item 13. Other Matters <a href="https://enexor.com.ph/wp-content/uploads/2020/04/ACEX-Minutes-of-the-2020-Annual-Stockholders-Meeting.pdf">https://enexor.com.ph/wp-content/uploads/2020/04/ACEX-Minutes-of-the-2020-Annual-Stockholders-Meeting.pdf</a></p>	

**SIGNATURES**

  
**JOHN ERIC T. FRANCIA<sup>1</sup>**

Chairman of the Board  
President and Chief Executive Officer

  
**DODJIE B. LAGAZO<sup>3</sup>**

Corporate Secretary and Compliance Officer

  
**Ma. AURORA D. GEOTINA-GARCIA<sup>2</sup>**

Lead Independent Director

  
**RAPHAEL PERPETUO M. LOTILLA**

Independent Director

  
**ALBERTO A. LIM<sup>4</sup>**

Independent Director

<sup>1</sup> Mr. Francia was elected as President of the Company effective 15 May 2019.

<sup>2</sup> Ms. Geotina-Garcia was elected as Director on 17 September 2019.

<sup>3</sup> Mr. Lagazo was elected as Corporate Secretary and Compliance Officers as of 1 July 2019.

<sup>4</sup> Mr. Lim was elected as Director on 17 September 2019.

**SUBSCRIBED AND SWORN** to before me this AUG 27 2020 in Makati City, affiants exhibiting to me their competent evidence of identity, as follows:

**NAME – ID NO.**

**DATE OF ISSUE**

**PLACE OF ISSUE**

John Eric T. Francia – Passport No. P3923362B

21 November 2019

DFA Manila

Dodjie D. Lagazo – Passport No. EC6815340

20 February 2016

DFA NCR South

Ma. Aurora D. Geotina-Garcia – SCC No. 40360-B

10 October 2012

Quezon City

Raphael Perpetuo M. Lotilla – Passport no.  
P8900211A

26 September 2018

DFA NCR North East

Alberto A. Lim – Driver's License no. N11-08-017156

30 July 2017

LTO

**WITNESS MY HAND AND SEAL** on the day and at the place first above written.

Doc. No.: 36;  
Page No.: 8;  
Book No.: X;  
Series of 2020.



*Jordan Maet T. Chua*  
JORDAN MAET T. CHUA  
Notary Public for the City of Makati  
Commission No. M-67 until December 31, 2020  
Attorneys Roll No. 63561/08 May 2014  
JTS No. MKT #127535/Makati City/07 January 2020  
IRP Lifetime No. 012851  
Compliance No. VI – 0015897 valid until 14 April 2022  
6th Floor, 6750 Office Tower  
Arlado Avenue, Makati City

**ANNEX A**  
**Summary of SEC-Defined Material RPTs**

The company did not enter into any Material RPT which breached the SEC materiality threshold. Accordingly, no advisement reports were submitted in 2019.

**ANNEX B**  
**2019 Attestation of Internal Audit, Control and Compliance Systems**

## 2019 Attestation of Internal Audit, Control and Compliance Systems

ACE Enexor Inc.'s corporate governance system takes into consideration the organizational structure as a whole; led by an effective board and board committees; supported by empowered and accountable management and management committees; and guided by strong core values across all levels with sound policies and effective controls.

- The Board of Directors is responsible in providing governance and overseeing the implementation of adequate internal control mechanisms and risk management process;
- Management has the primary responsibility to design and implement adequate and effective system of internal controls and risk management processes to ensure compliance with laws, rules, and regulations;
- Management is responsible to develop a system to monitor and manage risks;
- SGV & Co., the Corporation's external auditor, is responsible for assessing and expressing an opinion on the conformity of the audited financial statements with Philippine Financial Reporting Standards and the overall quality of the financial reporting process;
- Internal Audit adopts a risk-based audit approach in developing an annual work plan and conducts reviews to assess the adequacy of the Corporation's internal controls;
- The Chief Audit Executive reports functionally to the Audit Committee to ensure independence and objectivity allowing Internal Audit to fulfill its responsibilities; and
- Internal Audit activities conform with the International Standards for the Professional Practice of Internal Auditing and are continuously evaluated through an independent Quality Assessment Review conducted every five years.

Based on the above and the assurance activities provided by the Corporation's internal auditors and its external auditors, we attest that ACE Enexor Inc.'s system of internal controls, risk management, compliance, and governance processes are designed adequately and continue to operate effectively.

  
**John Eric T. Francia**  
President & Chief Executive  
Officer

  
**Dodjie D. Lagazo**  
Corporate Secretary,  
Compliance Officer and  
Head of Legal and  
Regulatory

  
**Henry T. Gomez, Jr.**  
Chief Audit Executive