

SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1.	For the fiscal year ended December 31, 2024
2.	SEC Identification Number 9142 3. BIR Tax Identification No. 000-194-408-000
4.	Exact name of issuer as specified in its charter METRO GLOBAL HOLDINGS CORPORATION
5.	Metro Manila, Philippines Province, Country or other jurisdiction of incorporation or organization 6. (SEC Use Only) Industry Classification Code:
7.	Mezzanine Floor, Renaissance Towers, Meralco Avenue Pasig City, Metro Manila, Philippines Address of principal office Postal Code
8.	+632-6336205 Issuer's telephone number, including area code
9.	Not applicable

Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT				
COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION		
The Board's Gove	ernance Responsibilities			

Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.

Recommendation 1.1 Board is composed of directors Compliant Website: www.metroglobalholdings.com with collective working knowledge, experience or expertise that is relevant to • 2017 Revised Manual on Corporate **Governance** Provision 2.2 Board the company's industry/sector. Governance (pages 5-19) Board has an appropriate mix of Compliant competence and expertise. • 2024 Annual Report Part III. Control and Compensation Information, Item 9. Directors Directors remain qualified for their Compliant and Executive Officers of the Registrant positions individually and collectively to (pages 37-39) enable them to fulfill their roles and • 2024 Definitive Information Statement responsibilities and respond to the needs Item 5. (a) Board of Directors (pages 18-21) of the organization. **Recommendation 1.2 Board Composition Annex "1"** Board is composed of a majority Compliant of non-executive directors. 2017 Revised Manual on Corporate Governance Provision 2.2 Board Governance, Section 2.2.2 Composition of the Board of Directors (page 7) • 2024 Annual Report Part III. Control and Compensation Information, Item 9. Directors

		 and Executive Officers of the Registrant (pages 37-39) 2024 Definitive Information Statement Part III. Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant (page 35) 	
Recommendation 1.3 1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Link: 2017 Revised Manual on Corporate Governance - Provision 2.2 Board Governance, Section 2.2.1 Board of Directors (page 5) Note: Board's Charter – Authority, Duties and Responsibilities can be found in the Revised Manual on Corporate Governance	
2. Company has an orientation program for first time directors.	Compliant	Link: 2017 Revised Manual on Corporate Governance - Provision 2.2 Board Governance, Section 2.2.1 Board of Directors (page 5) Note: Board's Charter – Authority, Duties and Responsibilities can be found in the Revised Manual on Corporate Governance	
3. Company has relevant annual continuing training for all directors.	Compliant	SEC Form 17-C Disclosure on Attendance of Directors to 20 December 2024 Corporate Governance Seminar conducted by Center for Global Best Practices	
Recommendation 1.4 1. Board has a policy on board diversity.	Compliant	Link: 2017 Revised Manual on Corporate Governance – Provision 2.2 Board Governance, Section 2.2.2 Composition of Board (page 5-6)	

		Link: Board Diversity Policy Link: MGH Website - Board of Directors In 2024, the Board is composed of eight (8) male directors and one (1) female director, Atty. Alice Odchigue-Bondoc who has over 25 years of legal expertise relevant to the Company's industry.	
Optional: Recommendation 1.4 1. Company has a policy on and discloses measurable objectives for	Compliant	2017 Revised Manual on Corporate Governance	
implementing its board diversity and reports on progress in achieving its objectives.			
Recommendation 1.5			
 Board is assisted by a Corporate Secretary. 	Compliant	Our Corporate Secretary is Atty. Gilbert Raymund T. Reyes while our Compliance Officer is Atty. Alice Odchigue Bondoc. Atty.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	Reyes is not a member of the Board of Directors.	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	Link: 2017 Revised Manual on Corporate Governance – Provision 2.4 The Corporate Secretary (pages 27-28) for the Qualifications, Duties and Functions.	
		2024 Results of the Organizational Meeting of the Board of Directors	
		• 2024 General Information Sheet	

4. Corporate Secretary attends training/s on corporate governance.	Compliant	 2024 Annual Report Part III. Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant (pages 37-39) 2024 Definitive Information Statement Item 5. (b) Other Executive Officers Who Are Not Directors (pages 21-22). Attendance to Seminar on Corporate Governance held on 27 September 2024 by 	
		Corporate Secretary, Atty. Gilbert Reyes	
Optional: Recommendation 1.5			
Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	2017 Revised Manual on Corporate Governance	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Compliance Officer: Atty. Alice O. Bondoc	
		Link: 2017 Revised Manual on Corporate Governance – Section 2.1 Compliance System 2.1 Compliance Officer (pages 3-4) for the Qualifications, Duties and Functions.	

3. Compliance Officer is not a member of the board. 4. Compliance Officer attends	Non- Compliant	Link: Certificate of Attendance on 20	The Company's 2017 Revised Manual on Corporate on Section 2.1.2 directs the Compliance Officer to perform such other duties and responsibilities as may be prescribed by the Board of Directors, consistent with and in accordance with the objectives of this Manual and as may be provided by the Securities and Exchange Commission. The Board has deemed the Compliance Officer remain a director of the Company so that the Compliance Officer is well-aware of the planned business directions of the Company and the reasons thereof. Also, information on corporate affairs which otherwise would only be available to the Directors of the Company is also made readily available to the Compliance Officer who can give immediate advice to the Board on matters that might have compliance issues.
training/s on corporate governance.	Соттріїатт	December 2024 Corporate Governance Seminar of Atty. Alice O. Bondoc	

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and bylaws, 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			
Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Link: 2017 Revised Manual on Corporate Governance – Section 2.2.5 Responsibilities, Duties and Functions of the Board (pages 9-15)	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Link: 2017 Revised Manual on Corporate Governance – Section 2.2.5 Responsibilities, Duties and Functions of the Board (pages 9-15)	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Link: Company's Vision, Mission and Core Values The Vision and Mission are reviewed by the Board regularly to ensure that corporate business directors, strategies, and objectives are consistent and coherent with the Mission and Vision of the Company.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	2017 Revised Manual on Corporate Governance – Section 2.2.5 Responsibilities, Duties and Functions of the Board (pages 9-15)	

Recommendation 2.3			
Board is headed by a competent and qualified Chairperson.	Compliant	 Chairperson: ROBERT JOHN L. SOBREPEÑA Link: MGH Chairperson 2024 Annual Report Part III. Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant (page 37) 2024 Definitive Information Statement 5. (a) Board of Directors (page 18) Corporate Governance Committee Charter 	
Recommendation 2.4			
Board ensures and adopts an effective succession planning program for directors, key officers and management. 1. Board adopts a policy on the retirement for directors and key officers.	Compliant Compliant	Link: Succession Planning Policy Annex "2"	
Recommendation 2.5			
Board aligns the remuneration of key officers and board members with long-term interests of the company. Board adopts a policy specifying the relationship between remuneration and performance. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant Compliant Compliant	Link: 2017 Revised Manual on Corporate Governance – Section 2.2.12 Remuneration of Directors and Officers (page 19) Link: Remuneration Policy see Annex "3" Link: MGH Amended By-Laws [11 September 2024] Article IV, Section 13. Compensation Link: Remuneration Process see Annex "4"	

		Link: 2024 Annual Report Part III - Control and Compensation Information, Item 10. Executive Compensation (pages 41-43)	
Optional: Recommendation 2.5			
Board approves the remuneration of senior executives.	Compliant	Link: 2017 Revised Manual on Corporate Governance – Section 2.3.3 - Executive Committee/Renumeration Committee (pages 20-21)	
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	Link: 2017 Revised Manual on Corporate Governance – Section 2.2.5 - Responsibilities, Duties and Functions of the Board under item "ii" letter (s) (pages 10,12)	
Recommendation 2.6			
 Board has a formal and transparent board nomination and election policy. Board nomination and election 	Compliant Compliant	Link: 2017 Revised Manual on Corporate Governance - Section 2.3.2 Nomination Committee (page 20)	
policy is disclosed in the company's Manual on Corporate Governance.		- Link: 2017 Revised Manual on Corporate	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	Governance Provision 6.1 Investors' Rights and Protection, Section 6.1.2.4 Voting Rights (pages 35-36)	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	Link: MGH Amended By-Laws [11 September 2024] Article III Board of Directors, Section 2 Qualifications (pages 3-4).	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in	Compliant	Minority shareholders have a right to nominate candidates to the board	

the nomination, election or replacement of a director. 6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	Link: Corporate Governance Committee Charter Provision 5.2 Nomination and Election	
Optional: Recommendation to 2.6 1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Compliant	Link: <u>Guidelines on the Search, Screening and</u> <u>Selection of Directors</u>	
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	Link: Related Party Transactions Policy Annex "5" - provides the summary of outstanding balances as of December 31, 2024 of transactions that have been entered into with related parties in prior years.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	2024 Annual Report Item 17. Related Party Transactions and Balances (page 20)	

3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered de minimis 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	Link: 2024 Annual Report Part III- Control and Compensation Information, Item 12- Certain Relationship and Related Transactions (page 45)	
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	The company follow the voting system stated in the Amended By-Laws Link: MGH Amended By-Laws [11 September 2024] Article 5 – Meeting, Section 6 (page 12)	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Link: • 2017 Revised Manual on Corporate Governance – Section 2.2.5 Responsibilities, Duties and Functions of the Board under item "ii" – Duties and Functions, letter (b) (page 10) • 2024 Results of Organizational Meeting of the Board of Directors	

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	Link: MGH Amended By-Laws [11 September 2024] Article IV – Officers, Section 1. Election/Appointment Link: 2017 Revised Manual on Corporate Governance – Section 2.2.5 - Responsibilities, Duties and Functions of the Board under item "ii" letter (x) (page 12) Link: Annex "6" Annual Board Performance Assessment (BOD Self-Rating Form)	
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	Information on Board's performance management framework for management and personnel is provided in <u>Annex "7"</u>	
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		
Recommendation 2.10			
Board oversees that an appropriate internal control system is in place.	Compliant	Link: 2017 Revised Manual on Corporate Governance – Section 2.2.5 (ii. u.)- Responsibilities, Duties and Function of the	

2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	Board (page 12) and 2.2.10- Internal Control Responsibilities of the Board (page 18)	
3. Board approves the Internal Audit Charter.	Compliant	Link: MGH Internal Audit Charter	
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	Link: 2017 Revised Manual on Corporate Governance – Section 2.2.5 (ii. j.)- Responsibilities, Duties and Function of the Board (page 11)	
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	Risk Management Policy see <u>Annex "8"</u>	
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	Board Charter is found in the Revised Manual on Corporate Governance Link: 2017 Revised Manual on Corporate Governance – Section 2.2. –Board	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	Governance (page 5-19) Link: MGH Internal Audit Charter	
3. Board Charter is publicly available and posted on the company's website.	Compliant		

Additional Recommendation to Principle 2	2		
Board has a clear insider trading policy.	Compliant	Provided in the website under Corporate Governance- Company Policies Link: Insider Trading Policy	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	The Company does not grant loans to Directors.	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	Link: MGH Amended By-Laws [11 September 2024] Article II . Investment of Corporate Funds (page 2)	

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	Link: MGH Board Committees	
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	Compliant	Link: <u>Audit Committee Charter</u> Link: <u>2017 Revised Manual on Corporate</u> <u>Governance</u> Section 2.3.4 - Audit Committee (Page 21)	

compliance with applicable laws and regulations.	Consoliant		
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	Link: MGH Audit Committee Independent directors represent 20% of Board composition per mandate of law • 2024 Definitive Information Statement Item 7 (d) The Audit Committee's Approval Policies and Procedures for the Above Services (page 32) • 2024 Results of Organizational Meeting of the Board of Directors	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Link: MGH Audit Committee	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	Link: MGH Board Committees	
Supplement to Recommendation 3.2			
Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Link: MGH Audit Committee Charter – Under "Authority" There were no non-audit services conducted by the external auditor for the year 2024.	

2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Link: MGH Audit Committee Charter – Under "Authority and External Auditor"	
Optional: Recommendation to 3.2 1. Audit Committee meet at least four times during the year.	Compliant	Link: Attendance Sheet Annex "9" AC meetings were held on April 08, 2024; April 26, 2024; May 13, 2024; and August 12, 2024, November 07, 2024.	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Link: MGH Audit Committee Charter	
Recommendation 3.3 1. Board establishes a Corporate Covernment of Committee Applied to gesist.	Compliant	Corporate Governance Committee Charter	
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.			
the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and	Compliant	Link: Result of the 25 July 2024 ASM and Organizational Meeting Independent directors represent 20% of Board composition per mandate of law.	

Optional: Recommendation 3.3.			
Corporate Governance Committee meet at least twice during the year.	Compliant	Link: Attendance Sheet <u>Annex 23</u> Link: Minutes of Corporate Governance Committee Meetings in 2024 <u>Annex 24</u>	
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	Board Risk Oversight Committee Charter	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.3.6 - Board Risk Oversight Committee (BROC) (pages 24-25) Board Risk Oversight Committee Charter	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	Link: MGH Board Committees 2024 Results of Organizational Meeting of the Board of Directors	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.3.6 - Board Risk Oversight Committee (BROC) (pages 24-25)	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	Link: Related Party Transactions Review Committee Charter	

2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.3.7–Related Transactions Committee (pages 25-27) 2024 Results of Organizational Meeting of the Board of Directors
Recommendation 3.6		
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.3–Board Committees (Pages 19-27) Corporate Governance Committee Charter
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	MGH Audit Committee Charter Board Risk Oversight Committee Charter Related Party Transaction Review Committee Charter
3. Committee Charters were fully disclosed on the company's website.	Compliant	 Corporate Governance Committee Charter MGH Audit Committee Charter Board Risk Oversight Committee Charter Related Party Transaction Review Committee Charter

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	Link: 2017 Revised Manual on Corporate Governance Section 2.2.6 Specific Duties and Responsibilities of a Director (ii) (page 14)	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Prior to meetings of the Board and Committee, copies of presentation materials and minutes of previous meeting are provided by management at least 5 business days before the meeting of board and committee.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.2.6 Specific Duties and Responsibilities of a Director (iii) (page 14)	
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	Link: 2017 Revised Manual on Corporate Governance Section 2.2.3 – Multiple Board Seats (page 8) See Annex "10" (i) for the information on the directorships of the company's directors in both listed and non-listed companies	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.2.6 Specific Duties and Responsibilities of a Director (i) (pages 13-14)	
Optional: Principle 4			
Company does not have any executive directors who serve in more	Compliant	See Annex "10" (ii) for the information on the directorships of the company's directors in both listed and non-listed companies	

than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant		While the Board meetings were not formally scheduled on specific dates at the start of the year, the Board customarily holds quarterly Board meetings for the approvals of the quarterly financial reports, regular Board meetings related to the holding of its Annual Shareholders' Meeting and organizational meeting immediately after.
3. Board of directors meet at least six times during the year.	Compliant	Summary of the Board Meetings held in January up to December 31, 2024 and the Attendance of the Directors to such meetings see Annex "25"	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non- compliant		The By-Laws of the Company require only a majority of the members of the Board present to constitute a quorum.
Principle 5: The board should endeavor to	evercise an ohi	ective and independent judgment on all corpora	te affairs
•		denive and independent judgment of all corpora	ic diffalls
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board,	Compliant	Independent directors represent 20% of Board composition per mandate of law	
whichever is higher.		SEC FORM 17-C Results of 2024 Organizational Meeting of the Board of Directors.pdf	

Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.2.2 Composition of the Board of Directors (page 5-8)	
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	Link: 2017 Revised Manual on Corporate Governance Section 6.1 Investors' Rights and Protection and 6.1.2 Voting Rights (page 35- 36)	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.2.2 Composition of the Board of Directors, item 11 (page 7)	
The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.2.2 Composition of the Board of Directors, item 11 (page 7)	
2. 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	Link: 2017 Revised Manual on Corporate Governance Section 2.2.2 Composition of the Board of Directors, item 11 (page 7)	
Recommendation 5.4			
The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Non- compliant	Mr. Robert John Sobrepena is the Chairman of the Board and CEO of the Company.	Notwithstanding that the Chairman and CEO are one and the same person, there is a lead independent director to ensure that the Board gets the benefit of independent view. The Company also has a President who handles the administration and direction of the day-to-day

2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.2.4 The Chair and Chief Executive Officer (pages 8-9) MGH Amended By-Laws [11 September 2024] Article IV – Officers, Section 2. Chairman of the Board & Section 4. President	business of the Company and who ensures that the Board gets the benefit of independent views in formulating, evaluating and assessing the effectiveness of the policies of the Company I-ACGR 2024 and Manual on Corporate Governance indicates that the corporation designated a lead director among the independent directors who does not reflect the role of the President.
Recommendation 5.5 1. If the Chairman of the Board is not	Compliant	The Board has designated its Independent	
an independent director, the board designates a lead director among the independent directors.	Сотірііаті	Director, Mr. Francisco Gonzales as "Lead Director" to ensure that the Board gets the benefit of independent views. His functions as lead director include, among others, the following: 1. Serve as an intermediary between the Chairman and the other directors when necessary; 2. Convene and chairs meeting of the non-executive directors; and 3. Contribute to the performance evaluation of the Chairman, as required.	

		Link: 2017 Revised Manual on Corporate Governance Section 2.2.2 Composition of the Board of Director, item 11 (page 8)	
Recommendation 5.6 1. Directors with material interest in a	Compliant	Link: 2017 Revised Manual on Corporate	
transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	·	Governance Section 2.2.6 Specific Duties and Responsibilities of a Director (i) (pages 13-14)	
Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.2.6 Specific Duties and Responsibilities of a Director (vii) (pages 13-14) Link: 2017 Revised Manual on Corporate Governance Section 2.2.2 Composition of the	
		Board of Directors, item 11 (page 8)	
		The meetings are chaired by Francisco C. Gonzalez, an Independent Director.	
2. The meetings are chaired by the lead independent director.			
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Non- Compliant	Robert John Sobrepena has been the CEO of the Company for the past 2 years.	

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

Recommendation 6.1			
Board conducts an annual self- assessment of its performance as a whole.	Compliant	See Annex "6"	
2. The Chairman conducts a selfassessment of his performance.	Compliant	See Annex "26"	
3. The individual members conduct a self-assessment of their performance	Compliant	See Annex "27"	
4. Each committee conducts a self-assessment of its performance.	Compliant	See <u>Annex "11"</u>	
5. Every three years, the assessments are supported by an external facilitator.	Compliant	Certification of Third-Party Board Evaluation for 2021 from Good Governance Advocates and Practitioners of the Philippines, Inc. issued on 22 April 2022 See <u>Annex "12"</u>	
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	See <u>Annex "13"</u>	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		

Principle 7: Members of the Board are dut	y-bound to apply hi	gh ethical standards, taking into account the in	iterests of all stakeholders.
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Link: <u>Code of Business Conduct and Ethic</u> s	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Link: Code of Business Conduct and Ethics The corporation requires continuous management attention at all corporate levels to assure compliance with the spirit and letter of this policy.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Link: Code of Business Conduct and Ethics	
Supplement to Recommendation 7.1	Canadianak		
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	Link: <u>Code of Business Conduct and Ethics</u>	

Pagammandalian 7.2			
Recommendation 7.2 1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Link: Code of Business Conduct and Ethics The Board of Directors of the Company supervise the compliance of this Code by the Senior Management of the Company, and authorize the President of the Company to be responsible for the implementation of this Code and observe the compliance hereof. The Company's management evaluates the adequacy and effectiveness of this Manual periodically and amend this Manual according to the evaluation result or as required by the Board of Directors. It is the strict policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct. Link: 2017 Revised Manual on Corporate Governance – Section 2.2.5 Responsibilities, Duties and Functions of the Board, (ii) [z] page 12 All executives, officers, staff and employees of MGH, employed regardless of status of employment in the company are required to comply with the Code of Business Conduct and Ethics.	

2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 7 Monitoring and Assessment & Section 8 Penalties (page 39)	
		sure and Transparency	
Principle 8: The company should establish practices and regulatory expectations.	corporate disclosure	policies and procedures that are practical and	d in accordance with best
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	Link: 2017 Revised Manual on Corporate Governance - Section 2.2.5 Responsibilities, Duties and Functions of the Board [bb] (page 13)	

Supplement to Recommendations 8.1			
1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.	Compliant	In accordance with the implementing Rules and Regulations of the Securities Regulation Code, the Company discloses its audited financial statements as part of the annual report within 105 days after the end of the fiscal year. The Company filed on 15 April 2025 its audited financial statements for the year ending 31 December 2024 as part of its Annual Report. Link: 2024 Annual Report The 2024 Quarterly reports were disclosed and published within 45 days from reporting period. Links: 2024 Q1 Quarterly Report 2024 Q2 Quarterly Report 2024 Q3 Quarterly Report 2024 Q3 Quarterly Report 2024 Q3 Quarterly Report	
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	The Annual Report discloses the degree of ownership concentration, particularly the security ownership of certain beneficial owners and management. Link: 2024 Annual Report Item 5: Market for Registrants Common Equity and Related Stockholders Matters (page 18) The Company upholds and protects the rights of minority shareholders. Link: 2017 Revised Manual on Corporate Governance Sec. 6.1 Investors Right and Protection (page 35)	

Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.2.6 Specific Duties and Responsibilities of a Director, item (viii) (page 15)	
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		
Supplement to Recommendation 8.2			
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	Shareholdings of Directors in the Company Links: Top 100 Shareholders as of December 31, 2024 see Annex "22" List of Top 100 Stockholders (Common Shares) disclosed in the PSE EDGE Company's Conglomerate Map	
Recommendation 8.3 1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Link: 2024 Annual Report "Item 9. Directors and Executive Officers of the Registrant - Section (A) Executive Officers of the Registrant" (pages 37-39)	

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	Link: 2024 Annual Report "Item 9. Directors and Executive Officers of the Registrant - Section (A) Executive Officers of the Registrant" (pages 37-39)	
Recommendation 8.4			
Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Link: MGH Remuneration Charter MGH Amended By-Laws [11 September 2024] Article III - Board of Directors, Section 8. Compensation (page 6) 2017 Revised Manual on Corporate Governance - Section 2.2.5 Responsibilities, Duties and Functions of the Board (ii) [s] (page 12), and Section 2.3.3 Executive Compensation/Remuneration Committee (pages 20-21)	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	Link: MGH Remuneration Charter MGH Amended By-Laws [11 September 2024] Article IV – Officers, Section 13. Compensation (page 11) 2017 Revised Manual on Corporate Governance – Sec. 2.2.5 Responsibilities, Duties and Functions of the Board, (ii)Duties and Functions, letter [s] (page 12) and Section 2.3.3 Executive Compensation/Remuneration Committee (pages 20-21)	

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	Link: 2024 Annual Report Part III- Control and Compensation Information, Item 10. Executive Compensation (pages 41-44)	
Recommendation 8.5 1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Link: <u>Company Policies-MGHC Material Related Party Transactions Policy</u> Link: <u>2017 Revised Manual on Corporate</u> <u>Governance</u> Section 2.2.5 Responsibilities, Duties and Functions of the Board, ii. Duties and Functions (k) &(I) (page 11)	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Information on RPTs of the Company can be found in Notes 3 & 17 of the Audited Financial Statements. Link: 2024 Annual Report Item 17. Related party transactions and balances (pages 20-22)	
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Link: Code of Business Conduct and Ethics	

Principle: Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Information on RPTs of the Company can be found in Notes 3 & 17 of the Audited Financial Statements. Link: 2024 Annual Report Item 17. Related party transactions and balances (pages 20-22)	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	2017 Revised Manual on Corporate Governance—Section 2.2.5 Responsibilities, Duties and Functions of the Board, ii. Duties and Functions [bb] [cc] (page 13)	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	These major decisions have to be approved by the Board of Directors and stockholders, as necessary. Link: 2024 Annual Report Item 1 – Business Development, Expansion of the Company's Primary Purpose (page 1)	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	Link: 2017 Revised Manual on Corporate Governance Link: 2024 Annual Report Item 1. Business (page 1)	

Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Link: 2017 Revised Manual on Corporate Governance	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance	Compliant	PSE Edge: MGH Manual on Corporate Governance	
practices.		SEC: 2017 Revised Manual on Corporate Governance	
Optional: Principle 8			
Does the company's Annual Report disclose the following information:	Compliant	Link: 2024 Annual Report Please refer to "Item 1. Business	
a. Corporate Objectives		Development" and "Item 6. Management's Discussion and Analysis or	
b. Financial performance indicator		Plan of Operations"	
c. Non-financial performance indicators		Please refer to "Item 6. Management's Discussion and Analysis or Plan of Operation	
d. Dividend Policy		 "Management Discussions and Analysis of Financial Condition and Results of Operations" 	
		Please refer to "Item 6. Management's Discussion and Analysis or Plan of Operation – "Other Matters"	

	T		
		Please refer to "Item 5. Market for Registrants Common Equity and Related Stockholders Matters, Section (3) Dividends"	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	Please refer to "Item 9. Directors and Executive Officers of the Registrant; Section (A) Executive Officers of the Registrant"	
f. Attendance details of each director in all directors' meetings held during the year	Compliant	See Annex "25"	
g. Total remuneration of each member of the board of directors	Compliant	Please refer to "Item 10. Executive Compensation"	
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	CEO Robert John L. Sobrepena and Independent Director Francisco Gonzales attested the company's full compliance with SEC Code of Corporate Governance last July 28, 2014. For the 2017 Code of Corporate Governance, the CEO and Compliance Officer attested to the company's compliance. Per SEC Memorandum Circular No. 5, Series of 2013, the Corporate Governance Section in the Annual Report is deleted but the Company is instead directed to file an Annual Corporate Governance Report.	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including	Compliant	The management gathers all material information before committing funds. The BOD reviews and approves policies of managing liquidity and credit risks.	

operational, financial and compliance controls) and risk management systems.			
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	In order to meet the effectiveness of the Internal Control System and to consider them effective and adequate the Audit Committee perform the following duties and responsibilities: 1. Monitor and evaluate the adequacy and effectiveness of the company's internal control system, including information technology security and control. 2. Understand the scope of internal and external auditor's review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses. 3. Review with management and the chief audit executive the charter, plans, activities, staffing, and organizational structure of the internal audit function. 4. Ensure there are no unjustified restrictions or limitations, and review and concur in the appointment, replacement, or dismissal of the chief audit executive. 5. Review the effectiveness of the internal audit function, including compliance with Standards for the Professional Practice of Internal Auditing. 6. On a regular basis, meet separately with the chief audit executive to discuss any	

		matters that the committee or internal audit believes should be discussed privately.	
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	The company's Risk currently facing is attached as Annex "14"	

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1				
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Annex "15" Audit Committee Process		
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	The Board approved the appointment of Isla Lipana & Co. as the Company's independent external auditor for the year 2023 to 2024 which appointment was ratified during the annual stockholders meeting held on July 25, 2024, where the Company received total votes in person and by proxy of 91.26% stockholders entitled to vote. Link: Result of the 25 July 2024 ASM and Organizational Meeting Please refer to Number 2.4		

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	Link: Audit Committee Charter "Authority" Annex "15" 2024 Audit Committee Process	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Link: <u>Audit Committee Charter</u>	
Recommendation 9.2			
 Audit Committee Charter includes the Audit Committee's responsibility on: assessing the integrity and independence of external auditors; exercising effective oversight to review and monitor the external auditor's independence and objectivity; and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	Compliant	Link: Audit Committee Charter	
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	Link: <u>Audit Committee Charter</u>	
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand	Compliant	Link: <u>Audit Committee Charter</u>	

complex related party transactions, its counterparties, and valuations of such transactions.			
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Link: <u>Audit Committee Charter</u>	
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	There were no non-audit services conducted by the external auditor for 2022	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be	Compliant	Link: Audit Committee Charter "Authority"	
viewed as impairing the external auditor's objectivity.		Link: Policies on Non-Audit Services See <u>Annex "16"</u>	
Supplement to Recommendation 9.3	Canadiant	A	
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Audit Fees paid for 2024 amounted to Php680,000.00 exclusive of 12%VAT and out-of-the-pocket expenses. There were no non-audit services conducted by the external auditor for 2024	

Additional Recommendation to Principle 9			
Company's external auditor is duly accredited by the SEC under Group A category	Compliant	Name of Audit Engagement Partner: Dennis M. Malco	
A category.		2. Accreditation number: Partner – 126035-SEC Firm –0142-SEC	
		3. Date Accredited: Partner – April 12, 2021 Firm – December 22, 2020	
		4. Expiry date of accreditation: Partner – audit of 2021 - 2025 financial statements Firm – audit of 2020 - 2025 financial statements	
		5. Name, address, contact number of the audit firm: Isla Lipana & Co. 29/F AIA Tower, 8767 Paseo de Roxas, Makati City 1226 Philippines Tel. No. +63 (2) 8845 2728 dennis.malco@pwc.com	
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	The firm Isla Lipana & Co. agrees to be subjected to SOAR.	

	Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1				
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.2.5 Responsibilities, Duties and Functions of the Board, ii. Duties and Functions [dd] (page 13)		
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Link: <u>2024 Annual Report</u> Part V-Exhibits & Schedules – (2) 2024 Sustainability Report		
• • • • • • • • • • • • • • • • • • • •	•	and cost-efficient communication channel for a g by investors, stakeholders and other intereste	•	
Company has media and	Compliant	MGH Website		
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.		PSE Edge Portal-MGH		
communication to ensure the timely and accurate dissemination of public, material and relevant information to its		PSE Edge Portal-MGH		

a. Financial statements/reports(latest quarterly)			
(latest quarterly)			
b. Materials provided in briefings to			
analysts and media			
c. Notice of ASM and/or SSM			
d. Minutes of ASM and/or SSM			
e. Company's Articles of			
Incorporation and By-Laws			
f. Downloadable annual report			
Additional Recommendation to Principle 1			
Company complies with SEC- Company complies with SEC	Compliant	MGH Website	
prescribed website template.			
		m and Risk Management Framework	
Principle 12: To ensure the integrity, transp and effective internal control system and		governance in the conduct of its affairs, the congement framework.	mpany should have a strong
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	Internal audit performs in accordance with its charter, which is consistent with the Standards and code of ethics	
		Regular communication and reporting of audit observation and recommendation to senior management.	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	The Company used COSO framework for Enterprise Risk Management	
		Risk Management Policy see Annex "8"	

		The company's Risk currently facing is attached as Annex "14" Periodic review is being done.	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	Link: Code of Business Conduct and Ethics	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified,	Compliant	MGH IT Disaster Recovery Plan: MGHC IT Disaster Recovery Plan Links 2024 Applied Report - Part V Exhibits 8	
managed and reported to the board.		Link: <u>2024 Annual Report</u> – Part V-Exhibits & Schedules – (2) 2024 Sustainability Report	
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	Internal Audit function is in-house. CAE from parent company is seconded to this company.	

Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Ms. Solita S. Alcantara Link: 2017 Revised Manual on Corporate Governance Section 2.6.2 Internal Auditor, item 2.6.2.3 (page 32)	
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	Link: <u>Internal Audit Charter</u>	
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	Ms. Solita S. Alcantara	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 2.3.6 Board Risk Oversight Committee (pages 24-25) Link: Board Risk Oversight Committee	
Supplement to Recommendation 12.4			
Company seeks external technical support in risk management when such competence is not available internally	-Compliant	Link: 2017 Revised Manual on Corporate Governance	

Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	The company's Chief Risk Officer (CRO) is Atty. Ferdinand T. Santos Information about the CRO is contained in the Annual Report Link: 2024 Annual Report "Item 9. Directors and Executive Officers of the Registrant - Section (A) Executive Officers of the Registrant" (page 37)	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	CRO is company's President, so he has adequate authority, stature, resources and support to fulfill his responsibilities.	
Additional Recommendation to Principle 1	12		
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Annex "17" for the CEO, AC Chairman and CAE's attestation	
	Cultivating a Syne	rgic 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			
Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Link: 2017 Revised Manual on Corporate Governance – Section 6 - Shareholders Benefits (pages 35-39)	

2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Link: 2017 Revised Manual on Corporate Governance Section 6 - Shareholders Benefit (pages 35-39)	
Supplement to Recommendation 13.1			
Company's common share has one vote for one share.	Compliant	MGH Amended By-Laws [11 September 2024] Article V – Meetings, Section 6 (page 12)	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	MGH Amended By-Laws [11 September 2024] Article V – Meetings, Section 6 and Section 7 (page 12)	
3. Board has an effective, secure, and efficient voting system.	Compliant	MGH Amended By-Laws [11 September 2024] Article V – Meetings, Section 7 (page 12)	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	MGH Amended By-Laws [11 September 2024] Article V – Meetings, Section 4 (page 11)	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	MGH Amended By-Laws [11 September 2024] Article V – Meetings, Section 2	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	MGH Amended By-Laws [11 September 2024] Article V – Meetings, Section 4 (page 11)	

7. Company has a transparent and specific dividend policy.	Compliant	MGH Amended By-Laws [11 September 2024] Article VIII – Distribution of Profits, Section 2 (page 15)	
Optional: Recommendation 13.1			
Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	Incumbent External Auditors	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	Disclosure and Release of Notice of ASM to Shareholders The Company disclosed to the PSE the Company's SEC Form 20-IS Definitive Information Statement (DIS) on 26 June 2024 The Company likewise posted on 22 February 2024 at the Company's website the Notice of Annual Shareholder's Meeting, which stated the date, time and place of meeting, including the rationale and explanation for each item in the agenda that requires shareholders' approval, which posting date is more than 28 days prior to 25 July 2024, the date of actual meeting. The ASM was announced months before the actual date of the meeting and was posted to PSE Edge on 26 June 2024. Link: Notice of 2024 Annual Stockholders Meeting Link: 2024 Definitive Information Statement	

Supplemental to Recommendation 13.2		
Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	Link: 2024 Definitive Information Statement
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Link: 2024 Definitive Information Statement Item No. 5- Directors and Executive Officers of Registrant
b. Auditors seeking appointment/reappointment	Compliant	Link: 2024 Definitive Information Statement Please refer to page 1
c. Proxy documents	Compliant	Link : <u>2024 Definitive Information Statement</u> Please refer to page 5
Optional: Recommendation 13.2		
Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Link: 2024 Definitive Information Statement Please refer to page 3
Recommendation 13.3		
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Link: Result of the 25 July 2024 ASM and Organizational Meeting
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	Link: Result of the 25 July 2024 ASM and Organizational Meeting

Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	In addition to the members of the Board of Directors, the Corporate Secretary, representatives from Isla Lipana & Co. were also present during the annual stockholders' meeting to answer shareholders' questions.	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intracorporate disputes in an amicable and effective manner.	Compliant	2017 Revised Manual on Corporate Governance Section 6.1 Investors' Rights and Protection, item 6.1.9 (page 38)	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	2017 Revised Manual on Corporate Governance- Section 2.2.5 Responsibilities, Duties and Functions of the Board, (ii) Duties and Functions [n] (page 11)	
Recommendation 13.5			
Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Investor Relations Officer is: MR. RAFAEL R. PEREZ DE TAGLE, Jr. Telephone: +632-706-1867 Fax: +632-706-1867 E-mail address: rperezdetagle@gmail.com	
2. IRO is present at every shareholder's meeting.	Compliant	Link: Result of the 25 July 2024 ASM and Organizational Meeting	
Supplemental Recommendations to Princi	ple 13		
Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.	Compliant	Link: MGH Amended By-Laws [11 September 2024] Article V – Meetings, Section 5. Proxy (page 12)	

2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant		The Company's public float is currently at 10.67% but the Company plans to increase the public float following the recent increase in capital stock of the Company thus, enabling the Company to be in a position to offer new shares to the public.	
Optional: Principle 13				
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	Link: 2017 Revised Manual on Corporate Governance - Section 2.2.5 Responsibilities, Duties and Functions of the Board, (ii) Duties and Functions (pages 11-13)		
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	Link: Notice of 2024 Annual Stockholders Meeting 2024 Definitive Information Statement Annex C - Requirements and Procedure for Registration, Participation and Voting in Absentia		
	Du	ties 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	2017 Revised Manual on Corporate Governance—Section 2.2.5 Responsibilities, Duties and Functions of the Board, (ii) Duties and Functions [g] & [h] (page 10)		

Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	2017 Revised Manual on Corporate Governance—Section 2.4 – The Corporate Secretary, item 2.4.4 (d) (page 28)	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Stakeholders can voice their concerns and/or complaints for possible violation of their rights to the Investor Relations Officer, with following contact details: MR. RAFAEL PEREZ DE TAGLE, Jr. Telephone: +632-706-1867 Fax: +632-706-1867 E-mail address: rperezdetagle@gmail.com Relative to Company's Policies – Whistle-Blowing Policy	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	2017 Revised Manual on Corporate Governance- Section 2.2.5 Responsibilities, Duties and Functions of the Board, (ii) Duties and Functions [n] (page 11) See Annex "18"	
Additional Recommendations to Principle	14		
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific	Compliant	There is no instance that MGH sought any exemption for application of any law, rule or regulation for the year 2024 especially when it refers to corporate governance issue.	

steps being taken to finally comply with			
the applicable law, rule or regulation.			
2. Company respects intellectual	Compliant	Link: Code of Business Conduct and Ethics	
property rights.		- Confidential and Proprietary Information	
Optional: Principle 14			
 Company discloses its policies and practices that address customers' welfare. 	Non-compliant		The Company is a holding company and has no direct business operations that entails direct interaction with customers.
2. Company discloses its policies and practices that address supplier/contractor selection procedures.	Compliant	Link: Code of Business Conduct and Ethics	
Principle 15: A mechanism for employee and participate in its corporate governar Recommendation 15.1	•	be developed to create a symbiotic environme	ent, realize the company's goals
1. Board establishes policies,	Compliant	Link: Code of Business Conduct and Ethics	
programs and procedures that			
encourage employees to actively			
participate in the realization of the company's goals and in its governance.			
company s godis and in its governance.			
Supplement to Recommendation 15.1			
Supplement to Recommendation 15.1 1. Company has a	Compliant	The management of MGHC is currently	
Supplement to Recommendation 15.1 1. Company has a reward/compensation policy that	Compliant	being undertaken by the executive officers	
Supplement to Recommendation 15.1 1. Company has a reward/compensation policy that accounts for the performance of the	Compliant	being undertaken by the executive officers and employees of the parent company,	
Supplement to Recommendation 15.1 1. Company has a reward/compensation policy that	Compliant	being undertaken by the executive officers	

		MGHC has 12 employees as of December 31, 2024 (2023 - 11 employees) See Annex "19" for the Reward/ Compensation Policy	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	The management of MGHC is currently being undertaken by the executive officers and employees of the parent company, FEMI, which officers and employees are seconded by the Company.	
		MGHC has 12 employees as of December 31, 2024 (2023 - 11 employees)	
		The health of every employee shall be maintained at its highest level: 1. With existing health plan coverage, 2. With emergency medicine kit complete with emergency medicines, 3. With company nurse to address employees' health needs; assessment and, or referral of employee/s health condition in the workplace. 4. Employees are required to consult a Physician if sick leave is more than two days and a medical certificate/ clearance is required before resumption to work. 5. Pre-employment physical examination to newly hired employees. 6. Annual Physical examination to all regular employees	
		Data relating to health, safety and welfare of its employees. 1. Annual vaccination program with Influenza virus is maintained 2. Monthly purchase of first aid.	

3. Company has policies and practices on training and development of its employees.	Compliant	3. An employee is advised to go home or consult immediately a Physician if with presence of any symptoms of a suspected viral illness. 4. Maintains well-ventilated and non-hazardous workplace through daily inspection and maintenance of facilities/supplies. 5. Quarterly Pest Control program of the work place. The management of MGHC is currently being undertaken by the executive officers and employees of the parent company, FEMI, which officers and employees are seconded by FEMI See Annex "20" for the Company's Training and Development Program.	
		, j	
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	Link: <u>Code of Business Conduct and Ethics</u>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	The corporation requires continuous management attention at all corporate levels to assure compliance with the spirit and letter of this policy.	
Supplement to Recommendation 15.2			
Company has clear and stringent policies and procedures on curbing and	Compliant	Company Gift-giving policy is attached as Annex "21"	

penalizing employee involvement in offering, paying and receiving bribes.		No incidents of violations of the company policy found and reported.	
Recommendation 15.3			
1. Board establishes a suitable framework for whistle blowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	Company's Policies – Whistle-Blowing Policy Link: Code of Business Conduct and Ethics	
2. Board establishes a suitable framework for whistle blowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistle blowing concerns.	Compliant	Company's Policies – Whistle-Blowing Policy	
3. Board supervises and ensures the enforcement of the whistle blowing framework.	Compliant	Company's Policies – Whistle-Blowing Policy	

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

Recommendation 16.1			
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	Link: 2024 Corporate Social Responsibility	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Link: 2024 Annual Report – Part V-Exhibits & Schedules – (2) 2024 Sustainability Report	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	Link: 2024 Annual Report – Part V-Exhibits & Schedules – (2) 2024 Sustainability Report	

SUBSCRIBED AND SWORN to before me this exhibited to me their respective valid I.D.'s as follows:

ROBERT JOHN L. SOBREPENA

Chairman of the Board Senior Citizen ID No. 81301 Pasig City issued 04/25/15

FERDINAND T. SANTOS

President Senior Citizen ID No. 75098 Pasig City issued 08/19/14

FRANCISCO GONZALEZ

Independent Director (Lead) Social Security System ID No. 03-1741698-9

JOSE WILFRIDO M. SUAREZ

Independent Director Tax Identification No.

156-395-433

ALICE ODCHIGUE-BONDOC

Chief Compliance Officer Integrated Bar of the Philippines Lifetime ID No. 014624

GILBERT RAYMUND T. REYES

Corporate Secretary Tax Identification No. 106-973-867

NOTARY PUBLIC

Book No.

Series of 2025

RISTIAN H. SORITA

Notary Public for Pasig & Pateros First Floor, Renaissance 1000 Tower D. Meraleo Avenue, Pasig City 1604

Roll of Attorneys No. 52539

Appointment No. 5 (2024-2025) Commission Expires on December 31, 2025 PTR No. 3021157; 01-03-2025; Pasig City

Lifetime IBP No. 010223; 10-17-2011; Pasig City MCLE Compliance No.VIII-0000183

issued on 16 August 2022

Composition of the Board

Director's Name	Type [Executive (ED), Non- Executive (NED) or Independe nt Director (ID)]	If nominee , identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first electe d	Date last elected (if ID, state the number of years served as ID) ¹	Elected when (Annual /Special Meeting)	No. of years served as director
Robert John L. Sobrepeña	ED	FEMI	FEMI	1996	July 25, 2024	Special Meeting	24
Ferdinand T. Santos	ED	FEMI	FEMI	1996	July 25, 2024	Special Meeting	24
Noel M. Cariño	NED	FEMI	FEMI	1996	July 25, 2024	Special Meeting	24
Rafael Perez de Tagle, Jr.	ED	FEMI	FEMI	2000	July 25, 2024	Special Meeting	20
Alice Odchigue-Bondoc	ED	FEMI	FEMI	2004	July 25, 2024	Special Meeting	16
Francisco C. Gonzalez	ID	FEMI	FEMI, no relation	2010	July 25, 2024 (15 as ID, including COVID years)	Special Meeting	15
Jose Wilfrido M. Suarez	ID	FEMI	FEMI, no relation	2022	July 25, 2024 (3 as ID, including COVID years)	Special Meeting	3
Roberto S. Roco	NED	FEMI	FEMI, no relation	2004	July 25, 2024	Special Meeting	16
Jaime M. Cacho	NED	FEMI	FEMI	2018	July 25, 2024	Special Meeting	9

¹ Reckoned from the election immediately following January 2, 2013.



SUCCESSION POLICY

INTRODUCTION:

A change in executive leadership creates uncertainty for all organizations and can be a very challenging time. Therefore, it is the policy of Metro Global Holdings Corp. (MGHC) to be prepared for an eventual permanent change in leadership – either planned or unplanned – to insure the stability and accountability of the organization until new permanent leadership is identified. The Board of Directors shall be responsible for implementing this policy and its related procedures.

POLICY:

It is the policy of the Board of MGHC to assess the leadership needs of the organization. Therefore, ensuring the selection of a qualified and capable; a good fit for the organization's mission, vision, values, goals, and objectives; and who has the necessary competencies for the leadership needs of MGHC.

PROCEDURES:

In the event the Executive Director of MGHC is no longer able to serve in this position (i.e., leaves the position permanently), the Executive Committee of the Board of Directors shall do the following to appoint an Interim Executive Director.

Within 15 business days appoint a Succession Planning Committee, in the event that a permanent change in leadership is required. This committee shall be comprised of at least one member of the Executive Committee and two other members of the Board of Directors and the Head of Human Resources.

The Committee establishes a succession plan that identifies critical executive and management positions, forecasts future vacancies in those positions and identifies potential managers who would fill vacancies. Vacancies will be filled from within or, in

MGHC Succession Policy December 2017 KMBenitez



the event no viable candidate is available, on an "acting" basis while an external recruitment effort is conducted.

It shall be the responsibility of this committee to implement the following preliminary transition plan:

- Communicate with key stakeholders regarding actions taken by the Board in naming an interim successor, appointing a Succession Planning Committee, and implementing the succession policy.
- Consider the need for consulting assistance (i.e., transition management or executive search consultant) based on the circumstances of the transition.
- Review the organization's business plan and conduct a brief assessment of
 organizational strengths, weaknesses, opportunities, and threats to identify
 priority issues that may need to be addressed during the transition process
 and to identify attributes and characteristics that are important to consider in
 the selection of the next permanent leader.
- Establish a time frame and plan for the recruitment and selection process.
- The Head of Human Resources shall apply the MGHC's hiring policy and procedures.
- The Board should use similar procedures in case of an executive transition that simultaneously involves the Executive Director and other key management. In such an instance, the Board may also consider temporarily subcontracting some of the organizational functions from a trained consultant or other organizations.

RESPONSIBILITIES:

It is likewise the responsibility of the Succession Planning Committee to:

- 1. Meet every January. At each meeting, each division head will:
 - a. Present to the Committee a review of the departmental succession plan.
 - Identify key positions and incumbents targeted for succession planning.
 This should include an analysis of planned retirements, potential turnover, etc.

MGHC Succession Policy December 2017 KMBenitez



- Identify individuals who show the potential needed for progression into the targeted positions and leadership within the company.
- d. Outline the actions taken in the previous six months to prepare identified individuals to assume a greater role of responsibility in the future.
- By the end of February each year, the Committee will approve targeted candidates.
- By the end of March each year, the Committee will approve an outline of actions that will be taken in the following six months to prepare individuals to assume a greater role of responsibility in the future.
- The Chairman & CEO will periodically request updates from the Head of Human Resources on the development process for each targeted candidate.

HUMAN RESOURCES DIVISION DECEMBER 2017

MGHC Succession Policy December 2017 KMBenitez



REMUNERATION POLICY

INTRODUCTION:

The Remuneration Policy addresses remuneration on an organization wide basis and is one of the key components of the HR strategy, both of which fully support the overall business strategy. The main functions of the Remuneration Policy, are to: (1) to support the Metro Global Holdings, Corp. (MGHC) strategy by helping to build a competitive, high performance and innovative company that attracts, retains, motivates and rewards high-performing employees; and (2) to promote the achievement of strategic objectives.

REMUNERATION PHILOSOPHY:

Metro Global Holdings, Corp.'s remuneration philosophy is to recruit, motivate, reward and retain employees who believe in, and live by, our culture and values. We endeavor to create a working environment that motivates high performance so that all employees can positively contribute to the strategy, vision, goals and values of the group.

Our philosophy, supported by a robust performance management practice, strives to set our employees' total remuneration package at a competitive level by benchmarking to the market and providing incentives geared to agreed performance outcomes, where appropriate.

KEY PRINCIPLES:

The MGHC Remuneration Policy is based fundamentally on the following principles:

1. The Remuneration Policy is aligned to the overall business strategy, objectives and values of the group.



- The Remuneration policy contains arrangements for ensuring that executive remuneration is fair and responsible in the context of overall company remuneration.
- 3. Salaried employees are rewarded on a total rewards basis, which includes fixed, short- and long-term as well as intangible rewards (in line with market practice).
- 4. The fixed (guaranteed) component of the reward includes a base salary, and benefits that are normally set at market median level.
- 5. Total remuneration (base salary, benefits and allowances & incentives) is targeted in normal market conditions to the relevant competitive market.

REMUNERATION POLICY

STRUCTURE

MGHC's remuneration structure relating to salaried employees (including executive directors and key officers) comprises the following elements: guaranteed remuneration package (fixed or base pay and allowances), variable remuneration (short- term and long-term incentives) and recognition (special bonuses for special projects).

The fixed remuneration is guaranteed and normally paid irrespective of the Company's performance, while the variable remuneration is not guaranteed, and directly linked to and dependent upon certain group, divisional and individual performance levels being achieved.

The guaranteed remuneration package (guaranteed cost-to-company) includes the employee's total annual salary plus any non-cash fringe benefits. Typically these include company car, retirement fund and health insurance, group life and accident insurance, as well as other benefits.



METRO GLOBAL HOLDINGS CORP.

Remuneration Element	Purpose			
Guaranteed Package	 Pays for overall job requirements, accountability, complexity / variety of tasks. Ensures that MGHC attracts and retains talented high-performing people by paying a market-related guaranteed package. 			
Short-term Incentives	 Focuses on attaining results in both the short and medium term, whilst at the same time ensuring the successful execution of the strategic plan. Variable component that rewards contributions to the business plan. Offers the opportunity for Pay-for-Performance to incentivize employees. 			
Long-term Incentives	 Crucial in retaining business critical / key employees. Focuses attention on achieving longer-term strategic imperatives and aligns performance with shareholder thinking and expectations. Rewards sustainable company performance. 			
Recognition	 Supports and reinforces innovation and entrepreneurship. Recognizes employees living the values of the company and contributing towards the company's growth. 			



NON-EXECUTIVE DIRECTORS

Non-executive directors are given per diem per meeting attended and a committee fee (where applicable). This approach of paying a per diem per meeting and per committee fees is in line with emerging best practice at listed companies.

Non-executive directors' fees are benchmarked against the market for companies of a similar size in a similar industry, tabled before the Board for approval, and thereafter proposed to shareholders for approval by special resolution at annual general meetings.

Non-executive directors do not receive any payments linked to Company performance and do not participate in any of the Company's incentive schemes. Non-executive directors are reimbursed for reasonable travel and subsistence expenses in line with the reimbursement policy for employees.

FAIR AND RESPONSIBLE REMUNERATION

MGHC is committed to fair and responsible remuneration across the company.

- Any possible remuneration disparities related will be identified. Any confirmed remuneration disparities will be investigated and addressed as soon as is practical / possible.
- Any unjustifiable differences in the terms and conditions of employment, including remuneration will be identified. Unjustifiable differences in pay and conditions of employment between employees at the same level will be addressed.
- MGHC believes its human resources plans/initiatives are critical in addressing remuneration disparities. This plan includes career mapping for employees across the company; development of employees; various training courses and an extensive employee value proposition, which amongst other provide for enabling/empowering work environment, a culture conducive to personal growth/opportunities.



MARKET POSITION

The Company aims to pay:

- · on the market median (50th percentile) for employees;
- in exceptional cases up to the upper quartile (75th percentile) for certain key jobs where there are premiums due to scarce and/or technical/specialized skills, and/or market pressures;
- in exceptional cases up to the upper quartile (75th percentile) for employees who are outstanding performers on a consistent basis. This is normally a relatively small percentage of the total employees.

MARKET SURVEYS

- In line with general market practice, the company compares itself to companies within its industry (by participating in industry surveys, as well as in general industry surveys).
- The main factor in assessing the influence that external salary levels (market pressures) should be allowed to exercise internally is the extent to which there is competition for the employees in question in the open market. The ability of the company to attract and retain the right caliber of employee is normally evidence of this.
- Discretionary elements of pay beyond benchmarked levels can be included for scarcity, attraction and retention purposes, where appropriate.
- Targeting remuneration to market levels is generally done on the basis of total guaranteed package.
- To remain competitive, market-related premiums will be considered for certain skills, employment equity purposes, and if there is a shortage of skills.



REMUNERATION REVIEW

- A review of remuneration is conducted annually and the Board of Directors determines any resultant increase.
- Typically, a variety of factors, such as CPI, affordability, budgets, market movements/ trends, competitor remuneration, scarcity of skills, etc. is considered by the Remuneration Committee, in order to approve a mandate for the company.

REMUNERATION COMMITTEE DECEMBER 2017

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	Compensation was paid to the officers and directors of the Company for 2023. Management of the Parent Company is currently being undertaken by the executive officers of FEMI. For this reason, the Parent Company has no existing employment contract with any executive officer nor is there any existing compensatory plan or arrangement, including payments to be received from the Parent Company with respect to an executive officer's employment with the Parent Company and its subsidiaries or from a change-in-control of the Parent Company or a change in the named executive officer's responsibilities following a change-in-control and the amount involved, including all periodic payments or installments, which exceeds \$\mathbb{P}2,500,000\$.	The CEO and four (4) most highly compensated executive officers: Robert John L. Sobrepena, Chief Executive Officer Atty. Ferdinand T. Santos, President Rafael Perez de Tagle, Jr., Executive Vice President Atty. Alice O. Bondoc, SVP for Good Governance, Compliance Officer Ramon G. Jimenez, Chief Financial
(2) Variable remuneration	See above.	See above.
(3) Per diem allowance	Section 8 of the By-Laws of the Company provides: "Each director shall receive a reasonable per diem allowance for his attendance at each meeting of the board. As a compensation, the Board shall receive and allocate an amount of not more than five (5%) percent of the net income before income tax of the corporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper." The directors receive a per diem of P10,000.00 per attendance at Board	N/A
	meetings. There is no provision in the above-quoted section that may be construed as precluding any director from serving in any other capacity and receiving any compensation therefor.	
(4) Bonus	N/A	N/A

(5) Stock Options and other financial instruments	The Company has not issued any warrant/option, and there is no outstanding warrant/option held by the CEO.	The Company has not issued any warrant/option, and there is no outstanding warrant/option held by the Company's officers or directors.
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Back to recommendation Annex "5"

RPT	Relationship	Nature	Value as of December 2024
Fil-Estate Management, Inc.	Parent company	Cash advance to the Company as of December 31, 2023	P269,741,387.00
MRTH I	Affiliate	Advances in prior years to be applied against future Dividends.	P221,939,234.00
MRTH II	Affiliate	Dividend receivable.	P891,036,773.00
MRTDC	Affiliate	Advances to be applied against future Dividends.	P21,227,865.00

Details of related party transactions may be found under Note 17 of the Notes to the Financial Statements which is included in the Company's Annual Report and SEC Form 17A.



ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

Metto Global Holdings Corporation (the "Company") recognizes that in order to mutain good corporate governance within the organization, the same sound culture must be upheld and rultivated from the top. It is therefore of paramount importance to monitor the governance structure and performance of the Board and top management according to their roles, responsibilities and accountabilities.

Since the year 2011, it has been a policy and practice of the Company for its Board of Directors ("Board") to conduct an annual self-ancosment exercise through a questionnaire given to each director, for the purpose of evaluating and improving the performance of the Board in accordance with the best gractices in corporate governance, and the effectiveness of the Company's governance processes.

The Company continually reviews this assessment process to take into consideration leading practices in corporate governance. The attached self-rating form now covers appraisal of the Board as a governing unit, of individual distortors, of the different Board Committees, as well as of management including the President.

Criteria and Process

The assessment criteria include the structure, efficiency, and effectiveness of the Board, participation and cagagement of each member of the Board, contribution of onch member director to their respective Committees, and the performance of management. The effects also reflects the specific detales, reopensibilities and accountabilities of each party assessed as provided in the Company's By-Laws, Manual on Corporate Governance, Board Committee Charlers and governing policies.

The following rating system shall be used by the directors in accomplishing the self-rating form:

E : Excellent

G : Good

VS : Very Satisfactory

S : Satisfactory

NI : Needs Improvement

The form also allows the director to provide comments and suggestions to further enrich the assessment process. For further clarification on this policy and the performance assessment exercise, the Board may address their queries to the Compliance Officer.

1

Back to recommendation Annex "6"

Facilitated by the Compliance Officer, the annual self-rating form shall be accomplished and signed by each individual director. The Compliance Officer shall collate the accomplished forms thereafter.

The Compliance Officer may amend the self-rating form as deemed necessary, provided that the same shall be compliant with sound corporate governance standards and practices and applicable law.

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

Please accomplish this form by checking () the item that corresponds to your answer. Each item represents

the following

E : Excellent

G : Good

VS : Very Satisfactory

S : Satisfactory

NI : Needs Improvement

NAME : ROBERT JOHN L. SOBREPEÑA

SIGNATURE

DATE

25 April 2025

PART 1

BOARD APPRAISAL

 The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and skills to the table.

Comments:

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The Board, as a whole, possesses the right skills and background for the current issues facing the company.

WE

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Comments:

2

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	WE	() G	() VS	()S	()NI	
Com	ments:					
4. unde	The Board		education, allowing	g directors to st	y up to date with developmen	ts and to
	SE	()G	() VS	() S	()NI	
Com	ments:					
5.	The freque	ency, duration an	d scheduling of E	loard meetings p	ner year were adequate to en	sure prop
	SE	()G	() VS	() S	() NI	
Com	iments:					
6.	Directors n	oceive adequate m	aterials before the	Board meeting.		
	(A)	()G	()VS	()S	()NI	
Com	ments					
7.	Meetings a	re effective with	sufficient materials	s, limited present	ation, and an atmosphere that	encourage
	WE	() G	()VS	() S	() NI	
Con	iments:					
8.	The non-ex	secutive directors	can have a separat	e meeting withou	t any executive directors prese	nt to ensur
thint						

Comn	nents:					
g. have s			ate information or ing management's		and business environme	ent to enable it to
	WE	()G	()VS	()5	()NI	
Comm	nents:					
10. resour		I evaluates the pr esses critical issue		egy including ke	y assumptions, major r	isks, and require
	WE	()G	() VS	()5	()NI	
Comn	nents					
11.	The Board	constructively deb	sates the proposed	plan/strategy befo	are granting approval.	
	(SE	()G	() VS	() S	() NI	
Comm	oents:					
12. respon		monitors the cont		the plan/strategy	ensuring that it is adjus	ted as needed to
	WE	()G	() VS	()5	()NI	
Comn	nents:					
13.	The Board	thoroughly review	s major capital ex	penditures before	approval and evaluates i	altimate outcome
	WE	()G	() VS	() S	() NI	

14.	Directors strengthen the tone at the top by clearly demonstrating the required ethical values.						
	KE	() G	()VS	()8	()NI		
Comn	nents:						
15. contin	The Board	regularly reviews	and approves the thereof.	Company's visio	n, mission and value states	ments to ensur	
	WE	() G	()VS	()S	() NI		
Comn	nents						
16. ensure		npany is operated	in a moral, legal, a	nd ethical manne		les oversight to	
	nents:	()G	OVS	() S	() 81		
Comm	iiciits.						
17	The Board	resularly and car	sistently consider	the interest of n	inority shareholders to en	sure their	
17. equita	The Board	regularly and cor in the decision-m	isistently considers aking process () VS		amority shareholders to en	sure their	
equita	able treatment	in the decision-m	aking process			sure their	
Come	The Board	() G	aking process () VS	()S			
Come	The Board	() G	() VS Company has a sementing such system	()S	() N1		
Come	The Board	() G	() VS Company has a sementing such system	() S sound and effectern.	() N1		
Comments of the Comments of th	The Boards The Boards The Boards The Boards The The Boards The	() G	() VS Company has a sementing such syst () VS	()S sound and effect erm.	() N1	n in place, ar	

20.	There is a clear distinction in the roles and responsibilities between the Chairman and President.						
247,	he is a	() G	() VS	()S	() NI	storni.	
Com	ments:	1,70	0.40	173	3,000		
PAR	ти						
COM	IMITTEE AP	PRAISAL.					
1,	The Board	has an effective of	committee structure				
	(SE	()G	() VS	()8	()NI		
Comi	ments:						
		non of power mon	the board to its C	omminees is app	ropriate with their relevant	correspondin	
Chart		() G	()VS	()\$	() NI	correspondin	
3,	ments:	()G	() VS	() \$			
Chart Comi	ments:	() G sittees regularly prob other matters the	() VS	() \$	() NI		
Com:	The Comm	() G sittees regularly prob other matters the	() VS rovide a report to hat may require Be () VS	()\$ the full Board are action.	() NI	Board on rec	
Com:	The Common opments or sur	() G sittees regularly prob other matters the	() VS rovide a report to hat may require Be () VS	()\$ the full Board are action.	() NI d sufficiently update the	Board on rec	
Chart Commandered	The Commoponents or such	() G ittees regularly pi	() VS rovide a report to hat may require Bo () VS	the full Board action. () S	() NI d sufficiently update the	Board on rec	
Chart Commandered	The Commoponents or such	() G ittees regularly pi th other matters the control of the cont	() VS tovide a report to that may require Be () VS	the full Board action. () S ee is sufficient, ittee.	d sufficiently update the	Board on rec	

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PART III		
INDIVIDUAL	DIDECTOR	APPRAISAL

	/				nd strategies of the company.
	NE	()G	() VS	() S	()NI
Comi	nents:				
2	l keep m	yself updated on	the latest best prac	tices in corporate	governance and ensure I abide by them.
	KE	() G	() VS	()S	()NI
Comr	nents:				
and t	I avoid er promptly disc	itering into situati	ons where I may b	ne placed in a con	flict of interest with that of the Compar
	NE	()G	() VS	() S	() NI
Comr	nents:				
4,	I have a go	od record of Boar	d and Committee (where applicable) meeting attendance.
	WE	()G	()VS	()5	() NI
Come	nents:				
5. discu		Board/Committee	meetings on time,	prepared and kn	owledgeable about the topics to be
	KE	() G	() VS	()S	ONI
Come	nents:				2011/04/20
6.	I actively j	participate in Boar	d-Committee discu	ssions with a sens	e of independence and objectivity.
	WE	() G	() VS	()S	()NI
e e constanti	nents:				

I am aware of all policies and procedures the Board is subjected to and actively adopt these in my function as a member of the Board.

I am committed to accomplish all duties and responsibilities of a director and member of my Committee's, if any, and will perform in the best interest of the Company.

I B () G () VS () S () NI

Comments:

A I believe the Board should focus on the following priorities for the upcoming year:

1. 2. 3.

B. Are there changes that would improve the Board's effectiveness that you would suggest?

1. 2. 3.

PARTIV

BOARD - MANAGEMENT RELATIONSHIP APPRAISAL

The Board is comfortable with management's (i.e., President, Chief Finance Officer) plans to implement
the approved strategy, goals and targets and is confident and satisfied in m anagement's ability to carry out its
responsibilities in the interest of the Company.

KE

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()NI

8

Com	ments:				
2	Manageme	nt has in place m	effective process	to identify risks	and assess their potential impact.
	KE.	()G	() VS	()S	()81
Com	ments:				
3. appro	Manageme opriately.	nt informs the Bo	ard of all key risk	s and the Board	is confident management addresses them
	(SE	() G	() VS	() S	()NI
Com	ments:				
4.	The Board	sufficiently challe	nges and supports	management.	
	WE	()G	() VS	()8	()NI
Com	ments				
5.	The Board	is effective in mo	nitoring managem	ent's implementat	tion of the company's strategy.
	NE.	() O	()VS	()8	() 81
Com	ments:				
6.	The Board	devotes sufficient	time and effort to	meeting key con	npany executives.
	WE	()0	() VS	()S	() NI
Com	ments.				
7.	There is as	open-line of con	munication and co	onstructive interac	ction between directors and management.
	VIE	()G	()VS	()S	()NI

Comn	nents:					
8. provid	The Board	continually mon	itors managemen einforces manage	's performance ment's role in set	against clear and mea ting the tone at the top.	surable objecti-
	(/E	()G	() VS	()5	()NI	
Comn	nents:					
PART CHIE		VE OFFICER (C)	EO) APPRAISAL			
1. compi		upervises, directs, and prudent man		ages the business	operations, affairs and	properties ofth
	()E	()G	()VS	()S	() NI	
Comn	nents:					
2.	The CEO o	onsistently makes	decisions that enab	le the company a	chieve its goals better.	
	CE	()G	() VS	()8	()NE	
Comm	nents:					
J. Board	The CEO o		ndamental princip	tes of good corp	orate governance and	supports the
	KE.	()G	() VS	()S	() NI	
Comm	nents:					
4.					on, strategic objectives,	policies and
proce	KE.	() G	() VS	() S	() NI	

Page **73** of **275**

Com	ments:					
5.	The CEO n	naintains an effecti	ve working relation	ship with the me	mbers of the Board.	
	K	() G	()VS	()8	()NI	
Com	ments:					
6. devel					formation on plans, pe e decisions or directions	
	(SE	()G	()VS	()S	() Nt	
Com	ments:					
7.	The CEO e				re carried into effect.	
Comi	() E.	()6	() VS	()\$.	()NI	
s.			ers the key risks ar		ndicators to enable the	Company to
	GE	()G	()VS	()8	()NI	
Com	ments:					
	The CEO	tions and informa	rs the adequacy attion systems, inc	and effectiveness	s of the Company's fi fility and integrity of	nancial reportin
	KE.	() G	() VS	()S	() NI	

11

Comments:			



POLICY AND PROCEDURES

Metro Global Holdings Corporation (the "Company") recognizes that in order to sastain good conjuntary governance within the organization, the same sound outsire must be upheld and cultivated from the top. It is therefore of paramount importance to monitor the governance structure and performance of the Board and top management according to their rules, responsibilities and accountabilities.

Since the year 2011, it has been a policy and practice of the Company for its Board of Directors ("Board") to conduct an annual self-assessment exercise through a questionnaire given to each director, for the purpose of evaluating and improving the performance of the Beard in accordance with the best practices in corporate governance, and the effectiveness of the Company's governance processes.

The Company continually reviews this assessment precess to take into consideration leading practices in corporate governance. The attached self-resting form now covers appressed of the Board as a governing unit, of individual discretors, of the different Board Committee, as well as of management including the President.

Critoria and Process

The assessment criteria include the structure, efficiency, and effectiveness of the Board, participation and engagement of each member of the Board, contribution of such member dructor to their respective Committees, and the performance of management. The criteria also reflects the specific duties, responsibilities and accountibilities of each pury assessed as provided in the Compuny's By-Laws, Manaal on Corporate Governance, Board Committee Charters and giverning policies.

The following rating system shall be used by the directors it accomplishing the self-rating form:

E : Excellent

G r Cood

VS : Very Satisfactory

S : Satisfactory

N1 : Needs Improvement

The form also allows the director to provide comments and suggestions to further enrich the assessment process. For further charification on this policy and the performance assessment exercise, the Board may address their queries to the Compliance Officer.

1

Facilitated by the Compliance Officer, the annual self-rating form shall be accomplished and signed by each individual director. The Compliance Officer shall collate the accomplished forms thereafter.

The Compliance Officer may amend the self-rating form as deemed necessary, provided that the same shall be compliant with sound corporate governance standards and practices and applicable law.

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

Please accomplish this form by checking (\checkmark) the item that corresponds to your answer. Each item represents

the following:

E : Excellent

G : Good

VS : Very Satisfactory

S : Satisfactory

NI : Needs Improvement

NAME : ATTY. FERDINAND T. SANTOS

DATE : 25 April 2025

PART I

BOARD APPRAISAL

 The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and skills to the table.

(FE ()G ()VS ()S ()NI Comments:

The Board, as a whole, possesses the right skills and background for the current issues facing the company.

KE ()G ()VS ()S ()NI

Comments:

2

Page **75** of **275**

	(SE	()G	() VS	() \$	() NI	
Com	ments:					
_						
4. under	The Board	receives ongoing	education, allowi	ng directors to st	ay up to date with develop	oments and to
	(4)	() G.	() VS	()S	() NE	
Com	ments:					
i. cover	The freque	ency, duration an ard's responsibility	d scheduling of I	Board meetings	per year were adequate t	o ensure prop
	(ZE	() G	() VS	()S	() NI	
Com	ments:					
6.	Directors re	eceive adequate m	aterials before the	Board meeting.		
	(/E	() G	()VS	()8	() NI	
Com	ments;					
7, open	Meetings a	re effective with	sufficient material	s, limited present	ation, and an atmosphere	that encourage
	(XE	()G	() VS	()8	()NI	
Comr	ments:		11.00		4.410-1	
ė.	White a second					
8. that p	The non-ex roper checks a	ecutive directors nd balances are in	can have a separate	e meeting without company.	t any executive directors p	resent to ensur

 The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering management's proposed plan/strategy. ()5 ()NI Comments: The Board evaluates the proposed plan/strategy including key assumptions, major risks, and required resources, and addresses critical issues. () VS ()S ()NI Comments: 11. The Board constructively debates the proposed plan/strategy before granting approval. ()G () VS () \$ () NI Comments: The Board monitors the continued viability of the plan/strategy ensuring that it is adjusted as needed to respond to the evolving environment. ()G () VS ()5 Comments: 13. The Board thoroughly royjaws major capital expenditures before approval and evaluates ultimate outcomes. 110 ()E ()S ONL Comments:

Comments:

	COTE	0.0	() VS	()S	() NI	
		Oa	1703	()3	(7/8)	
Centra	ments:					
5. conti	The Board	regularly reviews	s and approves the thereof.	Company's visio	n, mission and value state	ments to ensu
	WE	()G	()VS	()S	() NI	
Comi	nents:					
6. nsur	The Board e that the Com	demonstrates company is operated	mmitment to good in a moral, legal,	corporate govern	nance practices and provider.	les oversight i
	(TE	()G	() VS	() S	() NI	
Comm	nents:					
		regularly and con		s the interest of n	inority shareholders to en	sure their
		in the decision-ma	aking process.			sure their
quite	the treatment			s the interest of n	() NI	sure their
equite	ible treatment	in the decision-ma	aking process.			sure their
Comm	the Board	() G	aking process.	()S		
Comm	the Board	() G	() VS	()S	ONI	
Comr 8.	the Board	() G ensures that the ment's role imple	() VS Company has a sementing such sys	()S	() NI	
Comm	the Board The Board	() G ensures that the ment's role imple	() VS Company has a sementing such sys	()S	() NI	
Some Some 8. Inder Come	The Board stands manage	() G ensures that the ment's role imple	() VS Company has a sementing such system () VS	()S tound and effection.	() NI	n in place, ar
Comr 18. under Comr	The Board stands manage	ensures that the ment's role imple	() VS Company has a sementing such system () VS	()S tound and effection.	() NI ve internal control system () NI	n in place,

	nents					
20,					een the Chairman and Pr	resident,
	(NE	()G	() VS	() S	()NI	
Comi	nents:					
PAR	ги					
СОМ	MITTEE API	PRAISAL.				
1.	The Board	has an effective	committee structure			
	(+6	() G	()VS	()S	()NI	
Com	nents:					
Chart		tion of power from	the Board to its C		opriate with their releva	nt corresponding
Chart Comr	ers. (FE nents:	() G	()vs	() S		
Chart Comr	ers. (FE nents:	() G	() VS	().S the full Board areard action.	()81	
3, devel	ers. (AE nents: The Comm	() G iittees regularly proch other matters if	()VS	().S the full Board areard action.	() NI	
Chari Comr 3, develo	The Common opposition of successions.	() G	()VS rovide a report to that may require Be	the full Board are action.	() NI	ne Board on reco
Chari Comr 3, develo	The Common opposition of successions.	() G	() VS rovide a report to had may require Bo () VS	the full Board are action. () S	() NI ad sufficiently update th	ne Board on reco

PAR		ECTOR APPRA	ISAL				
t_	understand and falthfully uphold the vision, mission, values and strategies of the company.						
	CRE	() G	() VS	() S	() NI		
Com	ments)						
2.	1 keep in	yself updated on	the latest best prac	tices in corporate	governance and ensure I	abide by them.	
	(TE	() G	() VS	() S	() NI		
Com	ments:						
3. and I			ons where I may b		flict of interest with tha	t of the Compan	
	(KE	()G	()VS	()5	() NI		
Com	ments:				XXX		
4.	I have a go	od record of Boan	d and Committee (where applicable) meeting attendance.		
	HE	()G	OVS	()S	() NI		
Comi	ments:			DIMOS.	100 00 000		
5. discu		Board/Committee	meetings on time,	prepared and kn	owledgeable about the t	opics to be	
	WE	() G	() VS	()S	()NI		
Com	ments:						
ń.	1 actively-p	articipate in Board	d/Committee discus	sions with a sens	e of independence and o	bjectivity.	
	(/E	()G	() VS	()5	() NI		
Com	ments:						

(YE	()G	() vs	() S	() NI	
Comments					
R. I am com	mitted to accomplis	shall duties and re	sponsibilities of a	s director and member of my	Committee/s
(YE	() G			()NI	
Comments:					
A. I believe the H	oard should focus of	on the following pri	orities for the upo	oming year	
t	ACCUMULATION OF THE STATE OF TH				
1	Add about ruly of state of about 10				
1	ACCUMULATION OF THE STATE OF TH				
1	Add about ruly of state of about 10				
1 2 3	And the second s				
1	nges that would imp	prove the Board's e	ffectiveness that	rou would suggest?	
1	nges that would imp	prove the Board's c	ffectiveness that y	rou would suggest?	
1	nges that would imp	prove the Board's e	ffectiveness that y	rou would suggest?	
1	nges that would imp	prove the Board's e	ffectiveness that y	rou would suggest?	
1	nges that would imp	crove the Board's e	ffectiveness that y	rou would suggest?	
1	nges that would imp	orove the Board's e	ffectiveness that y	rou would suggest?	
1	nges that would imp	orove the Board's e	ffectiveness that y	rou would suggest?	
1. 2. 3. B. Are there chart 1. 2. 3. CART IV WOARD - MANA. The Boar he approved strat	nges that would imp	DIONSHIP APPR lith management's gets and is confid	offectiveness that y	rou would suggest?	to implement

Page **78** of **275**

Com	ments:				
2.	Manageme	nt has in place is	n effective process	to identify risks	and assess their potential impact.
	(1)	() G	() VS	()S	()NI
Com	ments:				
3. appr	Managemo	ent informs the Bo	oard of all key risi	is and the Board	is confident management addresses ther
	(TE	()G	() VS	()5	()NI
Com	ments:				
4,	The Board	sufficiently challe	nges and supports	management.	
	(AE	() G	() VS	() S	()NI
Com	ments:				
5.	The Board	is effective in me	nitoring managem	ent's implementat	ion of the company's strategy.
	WE	() G	() VS	()8	() NI
Com	ments:				
6.	The Board	devotes sufficient	time and effort to	meeting key con	npany executives.
	CE	() G	() VS	()S	()NI
Com	ments:				
7,	There is an	open-line of con	munication and co	instructive interac	tion between directors and management.
	CFE	() G	OVS	()S	ONL

8. provid	The Board	continually mor	nitors managemen reinforces manage	t's performance ment's role in set	against clear and measur ting the tone at the top.	able objecti
	WE	()0	() VS	()S	()NI	
Comm	nents:				313.00	
PART		VE OFFICER (C	EO) APPRAISAL			
t. compa	The CEO s	apervises, directs I and prudent man	, controls and man	ages the business	operations, affilirs and pro	perties ofth
	LYE	()G	() VS	()S	() NI	
Comm	ients:					
2.	The CEO c	onsistently makes	decisions that enab	le the company a	thieve its goals better.	
	(SE	() G	() VS	()8	()NI	
Comm	en(s)					
1	The CEO c	commits to the fu	ndamenta) princip	les of good corp	orate governance and sup	ports the
Beard	in its governa					tore the control
	188	()G	() VS	()S	() NI	
Comm	ents)					
i,	The CEO h	elps the Board est	ablish the compan	y's vision, missic	n, strategic objectives, pol	licles and
roced	ures, includin	ig mechanisms for	r effective monitor	ing of managern	nt's performance.	THE COLUMN
	(A)	()G	()VS	(15	ONL	

Com	ments:					
5	The CEO o	naintains an effect	ive working relatio	nship with the me	mbers of the Board.	
	(8E	()G	() VS	()8	() NI	
Com	ments:					
6. devel	The CEO population	provides the Boar	rd complete, adequ	rate and timely is o make appropria	aformation on plans, po	erformance,issue
	WE	() G	() VS	() S	()NI	
Com	ments:					
7. Com	The CEO en	nsures that all reso	olutions and direction () VS	ons of the Board a	re carried into effect,	
8. antici	The CEO e	ffectively monito	rs the key risks ar threats to its oper	d performance is	ndicators to enable the	Company to
	(HE	() G	() VS	() S	()NI	
Comr	nents					
	The CEO a	ons and informa-	s the adequacy a	nd effectiveness	of the Company's fi	nancial reporting
	WE	()G	() VS	()S	()NI	

mments:	

	T III VIDUAL DIR	ECTOR APPRA	ISAL		
1.	Lundersta	nd and fathfully	inhold the vision	mission values an	nd strategies of the company.
1000	()E	(/G	() VS	() S	() NI
Com	ments:	1			W1000
2.	I keep m	yself updated on	the latest best prac	tices in corporate	governance and ensure I abide by them.
	()E	() G	ONS	() S	() NI
Com	ments:				
3. and I	I avoid en promptly disc	itering into situati	ons where I may b	e placed in a cor	uffict of interest with that of the Compan
	() E	()G	dvs	()8	()NI
Com	ments:				
4_	I have a go	od record of Boar	d and Committee (where applicable	r) meeting attendance.
	(3E	()G	vivs	()8	()NL
Com	ments:	1000	80000	Salter	METSUM
5. discu		Board/Committee	meetings on time.	, prepared and kn	lowledgeable about the topics to be
	()E	()G	divs.	()S	()NI
Com	ments:				
6.	I actively p	anicipate in Boan	I/Commit y be discu	ssions with a sens	e of independence and objectivity.
	()E	()G	(/vs	() S	() NI
Com	ments:				

()E	()G	(/vs	()S	()NI	
omments:					
I am comm	nited to accomplis	h all duties and re	spensibilities of r	director and member of my Con	umittee/s,
()E	() G	(vs	()S	()NI	
omments:					
					7.
. I believe the Bo	ard should focus o	n the following pri	orities for the unc	omina vear	
		an-ecca interpretation Makes	CONTRACTOR OF THE CONTRACTOR O	101179# £ 19012	
B. Are there chan	ges that would imp	prove the Board's c	ffectiveness that y	ou would suggest?	
I					
2					
3					
ART IV OARD - MANAG	EMENT RELA	HONSHIP APPR	AISAL		
e approved strate;	is comfortable w gy, goals and targ ic interest of the C	gets and is confid	(i.e., President, Cent and satisfied	thief Finance Officer) plans to in in m anagement's ability to car	nplemen ry out it
()E	() G	(VS	() S	() NI	

Com	ments:					
2	Manageme	nt has in place a	n effective process	to identify risks	and assess their potential impact.	
	()E	()G	Avs	()5	()NI	
Com	ments:					
3. appr	Manageme opriately.	ent informs the Bo	oard of all key risl	es and the Board	is confident management address	es the
	() E	()G	VVS	()5	()NI	
Com	ments:					
4.	The Board	sufficiently challe	inges and Supports	management.		
	()E	() G	Livs	()S	()NI	
Com	ments:		3.			
5.	The Board	is effective in me	mitoring manageme	ent's implementat	on of the company's strategy.	
	OE	() G	()VS	()S	()NI	
Comi	ments:		, i			
6.	The Board	devotes sufficient	time and effort to	meeting key com	pany executives.	
	()E	() G	frs	()S		
Comi	nents:					
7.	There is an	onan-line of con-	municipal on and a	enteroli e lot	ion between directors and manager	
10			WS VS			uent.
	()E	() G	(,) 1/2	() S	() 81	

Com	riicitis.					
8. prov	The Board	d continually mor	nitors managemen	it's performance ment's role in se	against clear and me	asurable objectives
	()E	()G	(Avs	()S	()NI	
Com	ments					
PAR	-	VE OFFICER (C	EO) APPRAISAI	1		
1. comp	The CEO s	apervises, directs I and prudent man	, controls and man	ages the business	operations, affairs and	properties of the
	()E	() G	/vs	()5	()NI	
Com	ments:					
2.	The CEO a	consistently makes	decisions that enal	nle the company a	ichieve its goals better.	
	()E	()G	()/s	()S	()NI	
Com	ments:					
J. Boan	The CEO of		ndamental princip	nies of good corp	porate governance and	supports the
Down	()E	() G	dvs	()S	()NI	
Com	ments:					
4.					on, strategic objectives	policies and
ргосе	dures, includir	ng mechanisms fo	r effective monito	ring of managem	ent's performance,	
	CYE	(1)	11/1/8	118	VANT.	

Com	menis:					
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5.	The CEO r	naintains an effect	ive working relatio	nship with the me	mbers of the Board.	
	()E	()G	(Vs.	()S	() NI	
Com	ments:	250.				
6. devel	The CEO	provides the Boar	d complete, adequ	iate and timely in	iformation on plans, per e decisions or directions.	formance,issue
	()E	()G	(/vs	()S	()NI	
Com	ments:					
7. Corni	The CEO c	nsures that all reso	olutions and direction	enx of the Board a	re carried into effect.	
š.	The CEO c	effectively monito	rs the key risks ar	nd performance in	idicators to enable the (Company to
1111101	() E	() G	(VS		()Nl	
omi	nents			(3~	()-11	

	The CEO mance, operat tional informa	ions and informa	s the adequacy a tion systems, inc	nd effectiveness luding the reliab	of the Company's fin- ility and integrity of the	ancial reporting ne financial an
	OE	() G	IVS	() S	ONE	

Comments:



POLICY AND PROCEDURES

Metro Global Holdings Corporation (the "Company") recognizes that in order to sustain good corporate governance within the organization, the same security of other most be uphed and cultivated from the top, it is therefore of paramount importance to monitor the governance attracture and performance of the Board and to management according to their roles, responsibilities and accountabilities.

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The Company continually reviews this assessment process to take into consideration leading practices in corporate governance. The attached self-rating form now covers appraisal of the Board as a governing unit, of individual distortors, of the different Board Committees, as well as of management including the President.

Criteria and Process

The assessment criteria include the structure, efficiency, and effectiveness of the Board, participation and enjagement of each member of the Board, contribution of each member director to their respective Committees, and the performance of munagement. The criteria sex reflects the specific dution, responsibilities and accountabilities of each party assessed as provided in the Company's By-Lawx, Manual on Corporate Government, Board Committee Charters and governing policies.

The following rating system shall be used by the directors in accomplishing the self-rating form:

E : Excellent

G : Good

VS : Very Satisfactory

S : Sutisfactory

NI : Needs Improvement

The form also allows the director to provide comments and suggestions to further enrich the assessment process. For further clarification on this policy and the performance assessment exercise, the Board may address their queries to the Compliance Officer.

Facilitated by the Compliance Officer, the annual self-rating form shall be accomplished and signed by each individual director. The Compliance Officer shall collate the accomplished forms thereafter.

The Compliance Officer may amend the self-rating form as deemed necessary, provided that the same shall be compliant with sound corporate governance standards and practices and applicable law.

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

Please accomplish this form by checking () the item that corresponds to your answer. Each item represents

E : Excellent

G : Good

VS : Very Satisfactory

: Satisfactory

25 April 2025

NI : Needs Improvement

NOEL M. CARINO NAME

SIGNATURE

DATE

PART I

BOARD APPRAISAL

The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and skills to the table.

() VS

OVS

OE

() \$

() NI

Comments:

The Board, as a whole, possesses the right skills and background for the current issues facing the company.

Comments:

()E

	()E	()G	() VS	()8	()NI	
Com	ments:			31 (1595)		
4. unde	The Board	receives ongoing	education, allowi	ng directors to st	ay up to date with developments an	id to
	()E	40	() VS	() 5	()NI	
Com	ments:					
5. cove	The freque	ency, duration an	d scheduling of I	Board meetings	per year were adequate to ensure	prop
	()E	60	() VS	() S	(·) NI	
Com	ments			redire-se	ACCOUNT.	
5.	Directors re	pegive adequate m	nterials before the	Board meeting		
	()E	60	() VS	()S	()NI	
Comi	ments					
7. open	Meetings a	re effective with s	ufficient materials	s, limited present	ation, and an atmosphere that encou	irages
	()E	MG	()VS	()S	() NI	
omr	ments:	3 (3 (3 (3 (3 (3 (3 (3 (3 (3 (3 (3 (3 (3			3.47.50	
i. hat p	The non-ex- roper cheeks a	ecutive directors on and balances are in	an have a separate place within the c	meeting without	any executive directors present to e	ensure
	()E	/ G	() VS	()5	() NI	

Cons	nents:					
9. have:	The Board	receives appropr	iate information or ing management's	n industry trends proposed plan/s	and business environmentegy.	ent to enable it to
	()E	(60	() VS	()S	()NI	
Come	nonts:					
10. resour	The Board rees, and addr	d evaluates the pressure esses critical issue	oposed plan/strates.	cgy including ke	y assumptions, major	risks, and require
	()E	1)G	() VS	()8	() N1	
Comn	nents:					
11.	The Board	constructively del	nates the proposed	plan/strategy bef	ore granting approval.	
	()E	da	()VS	()S	()NI	
Comn	nents:					
12. respon		monitors the con-		the plan/strategy	ensuring that it is adjus	sted as needed to
	()E	de	() VS	()8	()NI	
Comn	nents:					
13.	The Board	thoroughly/review	s major capital ex	penditures before	approval and evaluates	ultimate outcomes
	()E	(/g	()VS	()S	()NI	
	ents:				1570 Mariana	

()E	/) G	() VS	() S	() NI	
Comments	10000				
15. The B	oard regularly reviews ance and applicability	and approves the thereof.	Company's visio	a, mission and value statemen	ts to ensur
()E	ba	() VS	()S	()NI	
Comments:					
	Board demonstrates con Company is operated			nance practices and provides o	versight to
()E	1/6	() VS	() S	() NI	
Comments:					
	1100 - 1000 - 100	11 110 1100	900 252 252	N M 142 22 12	
equitable treatn	nent in the decision-ma	sistemly consider aking process.		ninority shareholders to ensure	their
() E Comments:	nent in the decision-ma	() VS	() S	O. Transaction	
() E Comments:	oard ensures that the	() VS	() S sound and effect	() NI	
() E Comments:	oard ensures that the	() VS Company has a smenting such sys	() S sound and effect	() NI	
contracts: () E Comments: 18. The B understands ma () E Comments:	oard ensures that the	() VS Company has a meeting such sys	() S sound and effect cere.	() NI	place, and

20.	There is a	clear distinction	in the roles and res	ponsibilities betw	een the Chairman and Pre	sident.
	()E	/)G	()VS	()S	() NI	
Com	ments:					
PAR						
COM	IMITTEE AP	PRAISAL.				
1.	The Board	has an effective	committee structure	<u>.</u>		
	()E	0/6	()VS	()S	() NI	
2			d. D. d. b. r	100 100	the state of	
Chart		non or power from	the Board to its C	оплинеев в арр	opriate with their relevan	t corresponding.
	()E	No	() VS	() S	()NI	
Com	()E ments	Ŋσ	() VS	() S	() NI	
3.	The Coron	nittees regularly pr		the full Board ar	() NI	Board on rece
3.	The Coron	nittees regularly pr	ovide a report to nat may require Be	the full Board ar		Board on rece
3. devel	The Commopments or su	nittees regularly pr	ovide a report to nat may require Be	the full Board are	d sufficiently update the	Board on rece
3. devel	The Common opments or su	nittees regularly pi ch other matters the	ovide a report to nat mny require Bo ()VS	the full Board are action. () S	d sufficiently update the	
3. devel Comr	The Common opments or su	nittees regularly pi ch other matters the	tovide a report to hat may require Bo	the full Board are action () S ee is sufficient, itree.	d sufficiently update the	

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Com	menis:					
_						
5.	The CEO r	naintains an effect	ive working relatio	nship with the me	mbers of the Board.	
	()E	()G	(Vs.	()S	() NI	
Com	ments:	250.				
6. devel	The CEO	provides the Boar	d complete, adequ	iate and timely in	iformation on plans, per e decisions or directions.	formance,issue
	()E	()G	(/vs	()S	()NI	
Com	ments:					
7. Corni	The CEO c	nsures that all reso	olutions and direction	enx of the Board a	re carried into effect.	
š.	The CEO c	effectively monito	rs the key risks ar	nd performance in	idicators to enable the (Company to
1111101	() E	() G	(VS		()Nl	
omi	nents			(3~	()-11	

	The CEO mance, operat tional informa	ions and informa	s the adequacy a tion systems, inc	nd effectiveness luding the reliab	of the Company's fin- ility and integrity of the	ancial reporting ne financial an
	OE	() G	IVS	() S	ONE	

Comments:



POLICY AND PROCEDURES

Metro Global Holdings Corporation (the "Company") recognizes that in order to sustain good corporate governance within the organization, the same sound culture must be upheld and culturated from the top. It is therefore of peramount importance to monitor the governance structure and performance of the Board and to management according to their roles, responsibilities and accountabilities.

Since the year 2011, it has been a policy and practice of the Company for its Board of Directors ("Board") to conduct an annual self-assessment exercise through a questionnaire given to each director, for the purpose of evaluating and improving the performance of the Board in accordance with the best practices in corporate governance, and the effectiveness of the Company's governance processes.

The Company continually reviews this assessment process to take into consideration leading practices in corporate governance. The attached self-rating form now covers appraisal of the Board so a governing unit, of individual districtors, of the different Board Committees, as well as of management including the President.

Criteria and Process

The assessment criteria include the structure, efficiency, and effectiveness of the Board, participation and engagement of each member of the Beard, contribution of each member director to their respective Committees, and the performance of management. The criteria also reflects the specific duties, responsibilities and accountabilities of each party assessed as provided in the Company's By-Laws, Manual on Corporate Governance, Board Committee Charters and governing policies.

The following rating system shall be used by the directors is accomplishing the self-rating form:

E : Excellent

G : Good

VS : Very Satisfactory

S : Satisfactory NI : Needs Improvement

The form also allows the director to provide comments and suggestions to further enrich the assessment process, For further clarification on this policy and the performance assessment exercise, the Board may address their queries to the Compliance Officer.

Facilitated by the Compliance Officer, the annual self-rating form shall be accomplished and signed by each individual director. The Compliance Officer shall collate the accomplished forms thereafter,

The Compliance Officer may amend the self-rating form as deemed necessary, provided that the same shall be compliant with sound corporate governance standards and practices and applicable law.

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

Please accomplish this form by checking () the item that corresponds to your answer. Each item represents

E : Excellent

G : Good

V5 : Very Satisfactory

: Satisfactory

NI t Needs Improvement

NAME FRANCISCO CONZALEZ

SIGNATURE

DATE : 25 April 2025

PART 1 BOARD APPRAISAL

The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and skills to the table.

WE () VS Comments:

The Board, as a whole, possesses the right skills and background for the current issues facing the company.

(IE ()G OVS

Comments:

Page 88 of 275

	(/E	()G	() VS	()S	() NI	
Com	ments:					
4,	The Board	I receives ongoing	education, allowi	ng directors to st	ry up to date with developments	and to
unues	/E		() VS	(1)\$	CANI	
Com	ments:	(10	() 13.	(13	CIM	
5. cover	The frequage of the Bo	ency, duration an ard's responsibility	d scheduling of I	Board meetings	per year were adequate to ensi	are prope
	(/E	()G	() VS	()5	() NI	
Com	ments:					
6.	Directors r	eccive adequate m	sterials before the	Board meeting.		
	(SE	() ()	() VS	()S	()NI	
Comr	nersts;					
7. open	Meetings a	are effective with	sufficient material	s, limited present	ation, and an atmosphere that er	courages
	KE	()G	() VS	() \$	() NI	
Com	nents.					
8.	The non-ex	secutive directors	can have a separat	craceting withou	any executive directors present	to ensure
	1000	and hadanense ass is	place within the	CHICAGO CHILLIAN	any encountre un coors present	en ensuite
that p	VE	()G	passe within the c	con pancy.		

KE its: The Board	() G	ing management's	()S	()NI	
The Board					
s, and addr	evaluates the presses critical issue		egy including ke	y assumptions, major r	isks, and requir
NE.	()G	() VS	()8	()NI	
rts:					
The Board	constructively deb	pates the proposed	plan strategy befo	re granting approval.	
KE	() G	() VS	()S	() NI	
its:					
The Board to the evolv	monitors the con-	tinued viability of	the plan/strategy	ensuring that it is adjust	ted as needed to
NE	() G	() VS	()S	() NI	
its:					
The Board	thoroughly review	s major capital exp	perditures before	approval and evaluates of	ltimate outcome
LE.	()G	()VS	() S	() NI	
	The Board of the B	The Board constructively del E () G tts: The Board monitors the conto the evolving environment. E () G tts:	The Board constructively debates the proposed E () G () VS ts: The Board monitors the continued viability of to the evolving environment. E () G () VS ts: The Board thoroughly reviews major capital ex E () G () VS	The Board constructively debates the proposed plan'strategy before E () G () VS () S ts: The Board monitors the continued viability of the plan'strategy to the evolving environment. E () G () VS () S ts: The Board thoroughly reviews major capital expenditures before the G () VS () S	The Board constructively debates the proposed plan'strategy before granting approval. E () G () VS () S () NI ts: The Board monitors the continued viability of the plan'strategy ensuring that it is adjust to the avolving environment. E () G () VS () S () NI The Board thoroughly reviews major capital expenditures before approval and evaluates at E () G () VS () S () NI

	160	() G	() VS	()8	() NI	
	CNT	Oa	() 12	(12	() Ni	
om	ments:					
15. conti	The Board	regularly reviews	and approves the	Company's visio	on, mission and value statements to	ensur
	VE.	() G	()VS	()5	() NI	
Com	nents;					
6.	The Board	i demonstrates co	mmitment to good	i comorate gover	nance practices and provides overs	eht to
nsur			in a moral, legal,			A STATE OF THE STA
	KE	()G	()VS	() S	() NI	
Com	nents:					
		regularly and cor in the decision-m	aking process.	s the interest of r	ninority shareholders to ensure the	îr
equit	able treatment	in the decision-m	aking process.			îr
Com	LE ments:	in the decision-m $(\)\ G$ ensures that the	aking process.	(+S		
com omi	LE ments:	in the decision-m $(\)\ G$ ensures that the	() VS Company has a	(+S	() NI	
Comi Somi S.	The Board stands manage	in the decision-m () G ensures that the ement's role imple	() VS Company has a ementing such sys	() S sound and effection.	() NI	
Comi	The Board stands manage	in the decision-m () G ensures that the ement's role imple	() VS Company has a ementing such sys	() S sound and effection.	() NI	
Comi	The Boards transfer stands manage	in the decision-m () G ensures that the ement's role imple () G	()VS Company has a ementing such sys	()S	() NI	cc, an

	nents.					
20.	1	clear distinction	in the roles and re	sponsibilities betw	een the Chairman and Presid	ent.
	N.E.	() G	()VS	()S	() NI	
Com	nents:					
PAR'	rn					
COM	MITTEE AP	PRAISAL				
1_	The Board	has an effective	committee structor			
	V/B	()0	() VS	()\$	()NL	
Com	nents					
		tion of power from	s the Board to its C	committees is app	opriate with their relevant of	orresponding
		tion of power from		formittees is app	opriate with their relevant of	orresponding
Chart	ers.					orresponding
Chart Comr	ers. Affinents: The Comm	() G	() vs	() S		
Chart Com:	ers. Affinents: The Comm	() G	()VS	() S	() NI	S
3. dovel	The Country	() G	() VS	() S the full Board around action.	() N1 d sufficiently update the B	S
Chart Comm	The Common opments or such Ements:	() G stittees regularly p th other matters t () G	() V\$ tovide a report to has may require B:	() S the full Board are action. () S	() N1 d sufficiently update the B	oard on recer
Chart Comm	The Common opments or such Ements:	() G stittees regularly p th other matters t () G	() VS tovide a report to that may require B: () VS	() S the full Board are action. () S	() NI id sufficiently update the B () NI	oard on rece

INDIVIDUAL DIRECTOR APPRAISAL I understand and faithfully uphold the vision, mission, values and strategies of the company. VE ()G ()VS ()S ()NI Comments: keep myself updated on the latest best practices in corporate governance and ensure labide by them. ()G () VS ()8 () NI Comments: 3. I avoid entering into situations where I may be placed in a conflict of interest with that of the Company and I promptly disclose any conflict, which may occur. () G () VS ()S () NI Comments: 4. I have a good record of Board and Committee (where applicable) meeting attendance. WE ()G () VS () S Comments: I come to Board/Committee meetings on time, prepared and knowledgeable about the topics to be discussed. 6E ()G () VS () S () NI Comments: 6. I actively participate in Board/Committee discussions with a sense of independence and objectivity. (TE () V5 () 5 ONL Comments:

NE	()G	() VS	() S	() NI
Comments:				
3. I am comm fany, and will per				director and member of my Committee/
NE	() G	()VS	() S	()NI
Comments:				
A. I believe the Bo	ard should focus o	n the following pri	orities for the upo	oming year:
L				
2				
2				
2				
2				
2				
2. 3. B. Are there chan	ges that would imp	rrove the Board's e	ffectiveness that y	ou would suggest?
2. 3. B. Are there chan	ges that would imp	rove the Board's e	flectiveness that y	ou would suggest?
2. 3. B. Are there chan	ges that would imp	rove the Board's e	flectiveness that y	ou would suggest?
2. 3. B. Are there chan 1. 2.	ges that would imp	rrove the Board's e	ffectiveness that y	ou would suggest?
2. 3. B. Are there chan 1. 2.	ges that would imp	rrove the Board's e	ffectiveness that y	ou would suggest?
2. 3. B. Are there chan 1. 2.	ges that would imp	rrove the Board's e	ffectiveness that y	ou would suggest?
2. 3. B. Are there chan 1. 2. 3.	ges that would imp	rove the Board's e	Nectiveness that y	ou would suggest?
2. 3. B. Are there chan 1. 2. 3.	ges that would imp	rove the Board's e	Nectiveness that y	ou would suggest?
B. Are there chan 1. 2. 3. PARTIV BOARD - MANAC The Board the approved strate	ges that would imp	TONSHIP APPR ith management's egets and is confide	ffectiveness that y AISAL. (i.e., President, C.)	ou would suggest?
B. Are there chan L. 2. 3. PART IV BOARD - MANAC	ges that would imp	TONSHIP APPR ith management's egets and is confide	ffectiveness that y AISAL. (i.e., President, C.)	ou would suggest?

Com	ments:				
2.	Manageme	nt has in place a	n effective process	to identify risks	and assess their potential impact.
	(FE	()G	() VS	()5	()NI
Com	ments:				
3.	Manageme opriately.	ent informs the Bo	oard of all key risl	es and the Board	is confident management addresses th
	(LE	()G	() VS	() S	()NI
Com	ments:				
4.	The Board	sufficiently challe	nges and supports	management.	
	JE	() G	() VS	() S	() NI
Com	ments:				
5.	The Board	is effective in me	nitoring managem	ent's implementat	ion of the company's strategy.
	CAE	() G	() VS	() S	() NI
Com	ments:				
6.	The Board	devotes sufficient	time and effort to	meeting key con	pany executives.
	SE	()G	() VS	()S	() NI
Com	ments:				
7,	There is an	open-line of com	munication and or	nstructive interac	tion between directors and management.
	(SE	()G	() VS	()S	() NI

Com	ments:					
S.	The Board	d continually more	itors managemen	t's performance ment's role in set	against clear and me	asurable objectives
	de	() G	() VS	()S	()NI	
Com	ments	7/0.50	24/07/2	01672		
PAR		VE OFFICER (C	EO) APPRAISAL	i		
t. comp		supervises, directs, d and prudent man		ages the business	operations, affairs an	d properties of the
	VE	()G	() VS	()S	()NI	
Com	ments:					
2.	The CEO c	consistently makes	decisions that enab	ole the company a	chieve its goals better.	
	1/8	()G	() VS	()S	()NI	
Com	ments:					
3.	The CEO	commits to the fu	ndamental princit	ole: of good corr	porate governance and	supports the
Boan	d in its govern	ance duties.				
	(LE	() G	() VS	()S	()NI	
Com	ments:					
4.					on, strategic objectives	s, policies and
hence	dures, mendin		(1VS	THE CONTRACTOR OF THE PARTY OF	ent a performance.	

Page **92** of **275**

Com	ments:					
5.	The CEO r	naintains an effecti	ive working relatio	nship with the me	mbers of the Board,	
	SE.	() G	() VS	()8	() NI	
Com	ments:					
6. deve					nformation on plans, pe e decisions or directions	
	DE	(),G	() VS	()8	() NI	
Com	ments;					
7. Com	The CEO e	naures that all resc	elutions and direction		re carried into effect.	
8.	ipate and prepa	ire for the possible	threats to its oper	ational and finan		Company to
	(H	() G	() VS	()5	() NI	
Com	ments;					
9.					of the Company's fir	
	manee, operat ational informa		tion systems, inc	luding the relial	oility and integrity of	the financial and
	(SE	()G	() VS	() S	() NI	

omments:		



POLICY AND PROCEDURES

Metro Global Holdings Corporation (the "Company") recognizes that in order to aumin good corporate governance within the organization, the same sound enture must be uplied and cultivated from the top, it is therefore of paramount importance to monitor the governance structure and performance of the Board and top roamagement according to their roles, responsibilities and accountabilities.

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G : Good

VS : Very Satisfactory

S : Satisfactory

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1

Facilitated by the Compliance Officer, the annual self-rating form shall be accomplished and signed by each individual director. The Compliance Officer shall collate the accomplished forms thereafter.

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BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

Please accomplish this form by checking () the item that corresponds to your answer. Each item represents

the following:

E : Excellent

G : Good

VS : Very Satisfactory

S : Satisfactory

NI : Needs Improvement

NAME : JOSE WILFRIDO,M. SUARI

SIGNATURE :

DATE : 25 April 2025

PARTI

BOARD APPRAISAL

The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and skills to the table.

4)E

() G

()5

Comments:

The Board, as a whole, possesses the right skills and background for the current issues facing the company.

()G ()VS ()S ()

() VS

Comments:

comp	enge one and any's strategi	ther and manage adirections.	ment in carrying	out their respect	ive functions and duties	aligned with th
	THE	()G	()VS	()S	ONI	
Com	ments:					
4. unde	The Board	receives ongoing	education, allowi	ng directors to st	ay up to date with develop	ments and to
	LIE	()G	() VS	()S	()NI	
Com	ments:			00=0	528500	
5. cover	The freque	ency, duration an	d scheduling of I	Board meetings	per year were adequate to	ensure proper
	THE	()G	()VS	()5	()NI	
Comi	ments:					
	Directors re	ceive adequate m	sterials before the	Board meeting.		
	SHE	()G	() VS	() S	()NI	
Com	ments:					
, open (Meetings a	re effective with	afficient materials	, limited present	ation, and an atmosphere ti	nat encourages
	WE	150	().VS	LVP	73.57	
'omn	nents:	1/2	().13	170	()NI	
				maring without	any executive directors pro	
hat pr	The non-ex- mper checks a	nd balances are in	place within the c	OPPROVE WILLION	any executive directors pri	esent to ensure

Come	ments:					
9. have s	The Board sufficient insi	l receives appropr ght when consider	iate information or ring management'	n industry trends	and business environment	to enable it to
	ME	()G	().VS	()S	() NI	
Comn	nents:					
	ces, and addr	I evaluates the presses critical issue	roposed plan/strates.	egy including ke	y assumptions, major risi	ks, and requir
Comm	HE	()G	() VS	() S	() NI	
11.	SHE	constructively deb	intes the proposed		ore granting approval.	
I2. respon	TE VOIV	ing environment.	inued viability of	the plan strategy	ensuring that it is adjusted	as needed to
3.	CTIE	horoughly reviews	major capital exp	cenditures before	pproval and evaluates ultin	nate outcome

SHE	()G	() VS	()5	() NI	
Comments:					
15. The Board	f regularly reviews	s and approves the y thereof.	Company's visio	m, mission and value state	ements to ensu
SHE	()G	()VS	()S	() N1	
Comments:					
6. The Boars	l domestic control				
insure that the Con	npany is operated	in a moral, legal,	ccrporate gover inc ethical monn	nance practices and provider.	les oversight t
CTIE	()G	() VS	()S	()NI	
Comments:					
7. The Board quitable treatment	regularly and con in the decision-ma	iking process.		ninority shareholders to er	sure their
STE STE	m the decision-ma	iking process.	s the interest of m	inority shareholders to en	sure their
STE STE	m the decision-ma	iking process.			sure their
Comments:	() G	() VS	()) S		
Comments:	() G	() VS Company has a sementing such systematical such systematics.	()) S	()NI	
Comments: 8. The Board inderstands manage	() G ensures that the ment's role imple	() VS Company has a sementing such systematical such systematics.	() S	() NI.	
8. The Board and a manage HE comments:	ensures that the ment's role imple	() VS Company has a smenting such syste () VS	() S ound and effection () S	() NI ve internal control system () NI	n in place, an
8. The Board mideratunds manage	ensures that the ment's role imple	() VS Company has a smenting such syste () VS	() S ound and effection () S	() NI.	n in place, an
8. The Board inderstands manage WE comments:	ensures that the ment's role imple	() VS Company has a smenting such syste () VS	() S cound and effection () S	() NI ve internal control system () NI	n in place, an

20. There is	a clear distinction	in the roles and re	spensibilities bet	ween the Chairman and	President
-KTE	()G	() VS	()5		
Comments:					
PARTII					
COMMITTEE AI	PPRAISAL				
1. The Board	has an effective	committee structure			
STE	() G	() VS	()S	()NI	
Comments					
Charters.	ntion of power from	the Board to its C	ommittees is app	ropriate with their relev	ant corresponding
Comments:	()G	() VS	()S	() NI	
3. The Comm	nittees regularly pr	ovide a report to sut may require Bo	the full Board ar	nd sufficiently update t	he Board on rece
HE	()G	()YS	()S	() NI	
Comments:					
	ncy of meetings f	or each Committe	e is sufficient,	allowing its members	to perform their
 The freque responsibilities according 					
esponsibilities acco		()VS	()S	()NI	

Comments:

PART III INDIVIDUAL DIRECTOR APPRAISAL

					nd strategies of the company.
	- HI-	()G	() VS	() S	() N1
Con	iments:				
2	I keep my	self updated on	the latest best prac	tices in corporate	governance and ensure I abide by them.
	LYE	() G	() VS	() S	() NI
Com	ments:			0.000.00	
ind	l avoid ent I promptly disel	ering into situati	ons where I may b	e placed in a con	flict of interest with that of the Company
	LHE	()G	() VS	()S	()NI
Tom	ments:		SUMMED AND ADDRESS OF THE PARTY		
100	I have a goo	d record of Boar	d and Committee (where applicable) meeting attendance.
	LHE	()G	()VS	()S	() NI
om	ments:	AV.	10.500	113	()81
i. liscu	I come to Bossed	oard/Committee	meetings on time,	prepared and kno	owledgeable about the topics to be
	TIE	() G	()VS	() \$	ONL
omi	ments:		114.45.350		()All
	1 actively pa	rticipate in Board	l'Committee discus	sions with a sense	of independence and objectivity.
	ME	() G	() VS	() S	() NI
omr	nents:				
:Omi	nents:				

LYE	()G	() VS	()S	()NI
omments:				
I am comm	itted to accomplis	h all duties and re- terest of the Comp	ponsibilities of a	director and member of my Committee/s
LHE	()G	NAME OF THE OWNER O	() S	()NI
mments:				
. I believe the Bos	ard should focus or	n the following pric	orities for the upon	oming year:
B. Are there chang	es that would impa		fect/veness that y	
3. Are there change	es that would impa	rove the Board's ef	fectiveness that y	
3. Are there change	es that would impa	rove the Board's ef	fectiveness that ye	ou would suggest?
3. Are there change	es that would impa	rove the Board's ef	fectiveness that ye	ou would suggest?
BRIIV	es that would impa	reve the Board's ef	fectiveness that y	ou would suggest?
3. Are there chang	es that would impa	rove the Board's ef	fectiveness that y	ou would suggest?
RTIV PARD - MANAGI	es that would impa	IONSHIP APPRA	fectiveness that ye	ou would suggest?

....

Con	nments:				
_					
2.	Managemen	nt has in place a	n effective process	to identify risks	and assess their potential impact,
	-HE	() G	() VS	() S	()NI
Con	iments:				
3. аррг	Manageme oprintely.	nt informs the B	oard of all key risl	cs and the Board	l is confident management addresses the
	LITE	()G	() VS	()S	() NI
Con	ments:				
4.	The Board	sufficiently challe	inges and supports	management.	
	-HIE	() G	() VS	()S	()NI
Com	iments:				
5.	The Board	s offective in me	nitoring manageme	ent's implementat	ion of the company's strategy.
	415	()G	() VS	() S	() NI
Com	ments:				
6	The Board d	levotes sufficient	time and effort to	meeting key com	npany executives.
	-47E	()G	() VS	() S	()NI
Com	ments.				
7.	There is an	open-line of com	munication and co	nstructive interac	tion between directors and management.
	HI	() G	() VS		()NI

Comments					
The Board providing construct	continually mo	nitors manageme reinforces manag	nt's performance	against clear and measur	able objective
TIE	() G	() VS	() S	() NI	
Comments:			J10000	116.20	
PART V CHIEF EXECUTIV 1. The CEO si	pervises, directs	controls and mar		operations, affairs and pro	perties of the
company in a sound	and prudent mai	iner.			The state of the s
Comments	[].G	() VS	()S	() N1	
2. The CEO co	missiently makes	decisions that enab		chieve its goals better.	
The CEO co	ornmits to the fur	ndamental princip	les of good corp	orate governance and supp	orts the
LITE	()G	() VS	() S	() NI	
omments:					
The CEO hal	ps the Board esta mechanisms for	ablish the compan	's vision, missio	n, strategie objectives, poli	cles and
ATE	() G	() VS	()5		

Comments:					
5 The CEC	maintains an effec	tive working relation	ooship with the m	embers of the Board.	
LITE	()G	() VS	()S	ONI	
Comments:					
6. The CE6	O provides the Boa copportunities whice	rd complete, adeq	uate and timely i	nformation on plans, pe te decisions or direction	erformance,issues
ATE	()G	() VS	()8	()NI	
Comments:					
7. The CEO	ensures that all reso	olutions and directi	ons of the Board o	re carried into effect	
Comments:	() G	() VS	() s	() NI	
The CEO inticipate and prep	effectively monito	rs the key risks ar	nd performance is ational and finance	ndicators to enable the e	Company to
HE	()G	() VS	() \$	()NI	
Comments:					
The CEO covernance, opera	tions and informa-	s the adequacy a	nd effectiveness lucting the reliab	of the Company's fin ility and integrity of t	ancial reporting, the financial and
475	()G	()VS	()S	() NI	

 mments				



POLICY AND PROCEDURES

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Criteria and Process

The assessment criteria include the structure, efficiency, and effectiveness of the Board, participation and engagement of each member of the Board, contribution of each member director to thair respective Committees, and the performance of management. The criteria also reflects the specific duties, responsibilities and accountabilities of each party assessed as provided in the Company's By-Laws, Manual on Corperate Governance, Board Committee Charters and governing policies.

The following rating system shall be used by the directors in accomplishing the self-rating form.

E : Excellent

G : Good

VS : Very Satisfactory

S : Satisfactory

NI 7 Needs Improvement

The form also allows the director to provide comments and suggestions to further enrich the assessment process. For further clarification on this policy and the performance assessment exercise, the Board may address their outries to the Countinace Office:

1

Facilitated by the Compliance Officer, the annual self-rating form shall be accomplished and signed by each individual director. The Compliance Officer shall collate the accomplished forms thereafter.

The Compliance Officer may amend the self-rating form as deemed necessary, provided that the same shall be compliant with sound corporate governance standards and practices and applicable law.

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

Please accomplish this form by checking () the item that corresponds to your answer. Each item represents the following:

E : Excellent

G : Good

VS : Very Satisfactory

S : Satisfactory

NI : Needs Improvement

: JAIME M. CACHO

SIGNATURE: Jaime Callet

DATE : 25 April 2025

PART 1

BOARD APPRAISAL

DE

NAME

 The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and skills to the table.

() S

Comments:

2. The Board, as a whole, possesses the right skills and background for the current issues facing the company.

(c INC INC INC

OVS

100

Comments:

	()E	WG	()VS	() S	()NI	
Comm	nents:					
	25/115					
i, inder	The Board		education, allowing	ng directors to st	ay up to date with developme	ents and to
	()E	()6	wvs.	() \$	ON	
Сопп	nents:					
s. coven		ency, duration as ard's responsibiliti		Soard meetings	per year were adequate to e	ensure prope
	()E	()G	Svs	() S	()NI	
Comm	sents:					
5.	Directors re	occive adequate m	aterials before the	Board meeting.		
	() E	()G	wys	()S	() NI	
Comn	rents:					
7. open o	Meetings a	re effective with	sufficient materials	s, limited presen	ation, and an atmosphere tha	ř encourages
	()E	No	() VS	() S	()NI	
Comm	nents:					
hat n	The non-ex	secutive directors	can have a separat	e meeting withou	t any executive directors pres	sent to ensure
			dvs			

CODIN	CI (IS)					
9.	The Board	receives appropri	ate information on ing management's	inclustry trends a	and business environmentagy.	nt to enable it to
inter 5	()E	()G	()Vs	ds	()NI	
Comm	ients:					
10. resour		evaluates the pr		gy including ke	y assumptions, major r	isks, and require
	()E	()G	(dvs	() S	() NI	
Consn	tents					
11.	The Board	constructively del	butes the proposed	plan/strategy befo	ore granting approval.	
	OE	()G	() VS	(\$s	()81	
Com	nents:					
12. respo		monitors the con	,	the plan/strategy	ensuring that it is adjus	sted as needed to
	()E	()G	dvs	()S	() NI	
Com	ments:					
13.	The Board	thoroughly review	vs major capital es	penditures before	approval and evaluates	ultimate outcome
	()E	()G	(v/vs	()S	() NI	
Com	nents					

	()E	()G	WVs.	() S	()NI	
omn	ients:					
S. oritin		regularly reviews and applicability		Company's visio	n, mission and value statemen	its to ensur
	()E	() G	() VS	65	()NI	
20mn	ienis:					
6.					nance practices and provides	oversight to
nsuri			in a moral, legal, i			
	(v) E	()G	() VS	() S	()NI	
omn	ients:					
		in the decision-m	aking process.	s the interest of r	ninority shareholders to ensur	c their
equita	ble treatment	in the decision-m	aking process.			c their
Comm	() Enents:	in the decision-m	aking process.	()S		
Quita Comm	() Enents:	in the decision-m	company has a	() S sound and effect term.	()NI	
Comm	() E nents: The Board stands manage	in the decision-m () G	Company has a sementing such sys	() S sound and effect term.	() NI	
Comm	() E The Board thatds manage () E sents:	in the decision-in () G consures that the ement's role imple () G	Company has a sementing such sys	()S sound and effectern.	() NI	ı place, aı

20.	There is a	clear distinction	in the roles and res	ponsibilities betw	een the Chairman and Pre	cident.
200	()E	Sa	OVS	()5	()NI	
Com	nents:					
PAR	тп					
COM	MITTEE AP	PRAISAL.				
i.,	The Board	has an effective of	ommittee structure	t.		
	()E	do	() VS	()8	ON	
Come	nents:					
_						
_	W. J.L.		at a Brown to the Atlanta		and the second second	
		tion of power from	the Board to its C	ommittees is app	opriate with their relevant	correspondin
2. Chart		tion of power from		Committees is app		correspondin
Chart	ers.					correspondin
Comm	ers. () E nents:	(√G	()VS	() S		
Comm	ers, () B ments: The Commopenents or su	(JG	()VS ovide a report to not may require Bo	() S the full Board areard action.	() NI d sufficiently update the	
Comm	ters. () E ments: The Commisperients or su () E	(JG	()VS	() S the full Board areard action.	() NI d sufficiently update the	
Comm	ers, () B ments: The Commopenents or su	(JG	()VS ovide a report to not may require Bo	() S the full Board areard action.	() NI d sufficiently update the	
Common Co	The Commonts: The Common control of the Com	(√G) interest regularly probable the other matters the (√G)	() VS ovide a report to tor may require B: () VS	the full Board are action. () S	() NI d sufficiently update the	Board on re

INDIVIDUAL DIRECTOR APPRAISAL

PART III INDIVIDUAL DII	DECTOD APPRA	IE4I			 I am aware of all policies and procedures the Board is subjected to and actively adopt these in my function as a member of the Board.
INDIVIDUAL DI	REAL TOR AFFIC	usal			OE VG OVS OS ON
1. 1 underst	and and faithfully	uphold the vision,	mission, values a	ad strategies of the company.	()6 ()6 ()73 ()8
()E	eda	()VS	()S	()81	Comments
Comments:					
2. 1 keep n	nyself undated on	the latest best prac	tices in comorate	governance and ensure I abide by them	 I am committed to accomplish all duties and responsibilities of a director and member of my Committee's, if any, and will perform in the best interest of the Company.
()E	MG	() VS	() S	()NI	()E
Comments					Comments
I avoid e and I promptly dis	entering into situat	ons where I may I which may occur.	be placed in a cor	office of interest with that of the Compa	
()E	180	() VS	() S	() NI	
Comments					A. I believe the Board should focus on the following priorities for the upcoming year:
					1. Launching our polar and Wall to Fright
		A CONTRACT OF THE CONTRACT OF	on a construction of the	Manager Camping State	2 Solds in 3rd get 70st and Will in 7076.
4. I have a gr	ood record of Boar	d and Committee	(where applicable) meeting attendance.	a project jund naising artirolis
()E	WG	() VS	() S	() NI	
Comments					
					B. Are there changes that would improve the Board's effectiveness that you would suggest?
					1 enough an operation committee to aix the buffer
1 come to discussed.	Board/Committee	meetings on time	prepared and kr	owledgeable about the topics to be	2 she vouged on aperational matters and punding
OE	WG	()VS	()5	()NI	regurement
	4,000	1,7.70	1,000	1.7.44	31
Comments:					
					PART IV
6. I actively		d Committee discu	ssions with a sen	e of independence and objectivity.	BOARD - MANAGEMENT RELATIONSHIP APPRAISAL
() E	MG	() VS	() S	ON	 The Board is comfortable with management's (i.e., President, Chief Finance Officer) plans to implement
Comments:					the approved strategy, goals and targets and is confident and satisfied in in an agement's ability to carry out its responsibilities in the interest of the Company
					SE ()G ()VS ()S ()NI

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2.	Manageme	nt has in place as	effective process	to identify risks	and assess their potential impact.	
	()E	Sa	() VS	() S	()NI	
Com	ments					
1. appro	Manageme opriately.	ent informs the Bo	ard of all key risk	s and the Board	is confident management addresses	s then
	()E	√G	() VS	() \$	() NI	
Com	ments.					
4.	The Board	sofficiently challe	nges and supports	management.		
	()E	()G	wvs	() \$	()NI	
Com	ments:					
5.	The Board	is effective in mo	nitoring manageme	ent's implementat	ion of the company's strategy.	
	()E	No	() VS	()S	()NI	
Com	ments:					
6.	The Board	devotes sufficient	time and effort to	meeting key con	ipany executives.	
	()E	()G	dvs	()\$	()NI	
Com	ments:					
7.	There is an	open-line of com	munication and eq	nstructive interac	tion between directors and managem	ent,
	The second secon	1	A TAX MARKET	Total Desir.	1100000	

8. provi					against clear and meas ting the tone at the top.	urable objective
	()E	()G	dvs	()S	()NI	
Comi	ments:					
PAR		VE OFFICER (C)	EO) APPRAISAL			
l, comp		upervises, directs, and prudent man		ages the business	operations, affairs and p	properties of the
	SE	()G	() VS	()S	() NI	
Com	ments:					
2.	The CEO o	onsistently makes	decisions that enab	ile the company a	chieve its goals better.	
	()E	do	() VS	()8	() NI	
Comr	ments:					
J. Board	The CEO c		ndamental princip	les of good corp	orate governance and s	apports the
	()E	(√G	() VS	()S	() NI	
Com	nents:					
4.					on, strategic objectives, p	policies and
proce	the state of the s	ig mechanisms fo	r effective monitor	ring of managem	ent's performance.	
	ME	(1G	OVS	()5	() NI	

Com	ments:					
5.	The CEO n	naintains an effecti	ve working relation	nship with the me	mbers of the Board.	
	SE	()G	() VS	() S	()NI	
Com	ments:					
6. devel					formation on plans, performations or directions.	rmance, issues
	(VE	()G	() VS	() S	()NI	
Com	ments:					
7.	The CEO e	nsures that all reso	lutions and direction	ons of the Board a	re carried into effect.	
	SE	()G	() VS	() 5	() NI	
Com	ments:					
S.			rs the key risks an		idicators to enable the Co	mpany to
	()E	180	() VS	()S	()81	
Com	ments:					
g. gove					of the Company's finar	
	itional informa	ition.				
	()E	Na	() VS	()S	(3'NI	

omments:



POLICY AND PROCEDURES

Metro Global Holdings Corporation (the "Company") recognizes that in order to sustain good corporate governance within the organization, the same sound culture must be upheld and cultivated from the top. It is therefore of paramount importance to monitor the governance structure and performance of the Board and top management according to their roles, responsibilities and accountabilities.

Since the year 2011, it has been a policy and practice of the Company for its Board of Directors ("Board") to conduct an annual self-assessment exercise through a questionnaire given to each director, for the purpose of evaluating and improving the performance of the Board in accordance with the best practices in corporate governance, and the effectiveness of the Company's governance processes.

The Company continually reviews this assessment process to take into consideration leading practices in corporate governance. The attached self-rating form now covers appraisal of the Board as a governing unit, of individual directors, of the different Board. Committees, as well as of management including the President.

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Excellent Good VS Very Satisfactory Satisfactory NI Needs Improvement

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BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

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E : Excellent

G : Good

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S : Satisfactory

N1 : Needs Improvement

: ROBERTO S. ROCO NAME

: 25 April 2025

DATE

PARTI BOARD APPRAINAL

The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and

WE () VS () S Comments:

The Board, as a whole, possesses the right skills and background for the current issues facing the company,

()VS () S ()NI

Comments

chall		her and managen			its directors, allowing it is we functions and duties :	
	w	()G	()VS	()S	ONL	
Com	ments:					
4. unde	The Board		education, allowin	ng directors to st	sy up to date with develop	ments and to
	(1)5	()G	() VS	()S	()NI	
Com	ments:					
5. cove		ency, duration an ard's responsibiliti		Sound meetings	per year were adequate t	o ensure propo
	CE	()G	() VS	() S	ONL	
Com	ments:					
6.	Directors re	ceeive adequate m	aterials before the	Board meeting.		
	N-SE	()G	()VS	() S	()NI	
Com	тепь:					
7. open	Meetings a	re effective with	sufficient materials	s, limited presen	ation, and an atmosphere	that encourages
	CHE	()-G	()VS	()'S	()NI	
Com	ments:					
8 that j	The non-coproper cheeks a	secutive directors and halances are in	can have a separate place within the	e meeting withous company	any executive directors p	resent to ensure
	we	() G	() VS	()8	CONT	

 The Board receives appropriate information on industry trends and business environment to enable it to have sufficient insight when considering management's proposed plan/strategy. ME Comments: The Board evaluates the proposed plan/strategy including key assumptions, major risks, and required resources, and addresses critical issues. LOSE ()VS ()S ONL Comments The Board constructively debates the proposed planistrategy before granting approval. DE OVS ().8. Comments: The Board monitors the continued viability of the plan/strategy ensuring that it is adjusted as needed to respond to the evolving environment. COB () VS ()'S ONL Comments: 13. The Board thoroughly reviews major capital expenditures before approval and evaluates ultimate outcomes. ME ()G () VS Comments:

Comments:

	ach.	60.00	61370	100.00	1150	
	Gre	()G	()VS	()S	ONL	
Somm	nents:					
5. contin		regularly reviews and applicability		Company's visie	n, mission and value state	ments to ensu
	WE	() G	()V8	()S	()NI	
Comm	ients;					
ló: msure			mmitment to good in a mond, legal,		sance practices and provider.	les oversight t
	ale.	7.772	OVS	() S	()NI	
	69 E					
Comin		(10				
Comm		(10				
Comm		(10				
17.	The Hoard			s the interest of r	ninority shareholders to e	ssure their
17.	The Hoard	regularly and cor in the decision-m			ninerity shareholders to en	sure their
17. equital	The Hoard ble treatment	regularly and cor in the decision-m	aking process.			isure their
17. equital	The Hoard ble treatment	regularly and cor in the decision-m	aking process.			sure their
17. equita Comm	The Hoard ble treatment (Q).	regularly and con in the decision-in () G	aking process	() S		
17. cquita Comm	The Hoard ble treatment (Q).	regularly and con in the decision-in () G	()VS Company has a commenting such sys	() S	()NI	
17. Comm 18. unders	The Hoard ble treatment (g). The Board stands manage	regularly and con in the decision-in (+) G	()VS Company has a commenting such sys	() S cound and effections.	()NI	
17. Comm 18. unders	The Hoard ble treatment (g). The Board standard manage (Q).	regularly and con in the decision-in (+) G	()VS Company has a commenting such sys	() S cound and effections.	()NI	
Comm	The Hoard ble treatment (QX) The Board stands manage (QX) There are se	regularly and con in the decision-in (+) G ensures that the ment's role impli	() VS Company has a comenting such asys () VS	() S () S	()NI	m in place, ar

20.	There is a	clear distinction	in the roles and res	ponsibilities betw	een the Chairman and Pres	edent.
	(3,E	()G	()VS	() S	() NI	
Com	ments					
PAR						
CON	AMITTEE AP	PRAISAL.				
1.	The Board	has an effective of	committee structure			
			2000		7.50	
	()E	()6	()V8	()8	() 84	
Com	ments:					
Com	IOE ments:	()G	()VS	()8	(),NI	
			rovide a report to but may require Be		d sufficiently update the	Board on rec
		() G	()VS	()S	()NI	
3. deve	(NE					
deve	(VE					
Com	The freque		for each Committions of the Comm		allowing its members to	perform the
Com	The freque				allowing its members to	perform the

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PAR INDI		ECTOR APPRA	ISAL.			
i.	Lunderstin	d and fisithfully u	phold the vision, r	nission, values ar	d sentegies of the compar	ny.
	UE	()G	() VS	()8	()NI	
Come	ments:					
2.	I keep my	self updated on t	he latest best pract	ices in corporate	governance and ensure I	abide by them.
	(VE	() G	() VS	()5	()NI	
Comr	monts:					
3. and I			ons where I may b which may occur.		flict of interest with that	of the Company
	WE	()G	() VS	()8	()NI	
Com	nents.					
4	I have a goo	ed record of Boun	d and Committee (where applicable) meeting attendance.	
	922	()0	()VS	()S	()NI	
Com	ments:					
5. discu		ioard/Committee	meetings on time,	prepared and kr	owledgeable about the to	opies to be
	NE	()6	() VS	()8	()N1	
Com	ments:		1001000			
6.	I actively p	articipate in Boan	d/Committee discu	sions with a sens	e of independence and of	bjectivity.
	(48)	() G	() VS	() S	()81	
Com	ments:					

()E/	()G	() VS	()8	()NI
Comments:				
i. I am comm fany, and will pert				director and member of my Committee
o€	()G	()VS	()S	()NI
Comments:				
A. I believe the Bo	ard should focus o	n the following pri	orities for the upo	oming year:
2				
2				
2				
3.				
2. 3. B. Are there change	ges that would imp		flectiveness that y	rou would suggest?
2. 3. B. Are there change	ges that would imp	stove the Floand's c	flectiveness that y	rou would suggest?
2. 3. B. Are there change. 1. 2.	ges that acould imp	ntowe the Board's c	ffectiveness that y	rou would suggest?
2. 3. B. Are there change. 1. 2.	ges that acould imp	ntowe the Board's c	ffectiveness that y	niu woold suggest?
2. 3. B. Are there change. 1. 2. 3.	ges that acould imp	ntowe the Board's c	ffectiveness that y	niu woold suggest?
2. B. Are there chan L. 2. 3.	ges that would imp	nove the Board's c	(Fectiveness that)	niu woold suggest?
B. Are there changed in the state of the sta	ges that would imp	TIONSHIP APPR	ffectiveness that y	niu woold suggest?

Com	ments:					
2	Managemen	nt has in place ar	s effective process	to identify risks i	and assess their potential	impact.
	(1)20	()G	() VS	()8	()NI	
Com	ments:					
3: appro	Manageme opriately,	nt informs the Bo	ard of all key risk	s and the Board	is confident manageme	nt addresses the
	we	()G	()VS	()8	()NI	
Com	ments:					
4	The Board	sufficiently challe	nges and supports	management.		
	(1)	()G	()VS	().5	ONL	
Com	ments:					
5.	The Hoard	is effective in mo	nitoring nunageme	nt's implementat	ion of the company's st	nategy)
	OF E	()()	() VS	() S	() NI	
Com	ments:					
6.	The Board	devotes sufficient	time and effort to	meeting key con	pany executives.	
	Colo	()G	()VS	()S	()NI	
Com	ments:					
7.	There h an	open-line of con-	emunication and co	estructive interac	tion between directors a	nd management.
	(NE	()G	OVS	(18	ONL	

5

Com	nens:					
8. provi					against clear and meating the tone at the top.	sarable objective
	UE	()G	() VS	()8	ONL	
Com	ments:				197.9	
	F EXECUTIV		EO) APPRAISAL			20000000 VP 1824VI
L. comp		opervises, directs. Land prodent man		ages the husiness	operations, affairs and	properties of he
	OFE	()G	() VS	()8	() NI	
Com	ments;					
2.	The CEO e		decisions that enal		chieve its goals better.	
3. Boar	The CEO of in its govern		ndamental princip	iles of good corp	sorate governance and	supports the
	(M	()G	()VS	()8	()NI	
Com	ments:					
4.	The CEO I	when the Bourd or	sabilish the common	note wishing makes	on, strategic objectives.	policies and
					ent's performance.	poners and
	(M.	()G	OVS	()5	CINI	

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Commer	(se					
Commer	(Dec			11.0		
Commer		()·G	OVS	()5	ONL	
	nfs:					
					formation on plans, peri decisions or directions.	
	W	() G	()VS	()S	ONE	
Comme	ntsc					
70	The CEO er	nsures that all reso	lutions and directie	ns of the Board a	e carried into effect.	
	(2)	()G	() VS	()8	()81	
Comme	nts:					
8.	The CEO o	ffectively monito	es the key risks as	d performance is	dicators to enable the C	Сотрану 10
unticipat	to and prepa	re for the possible	e threats to its open	stional and financ	ial viability.	
	CHE	()G	OVS	()S	()81	
Comme	nts:					

Comments:				



ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

Metro Global Holdings Corporation (the "Company" recognizes that in order to sustain good corporate governance within the organization, the same sound enture must be upheld and cultivated from the top. It is therefore of paramount importance to monitor the governance structure and performance of the Board and top management according to their roles, responsibilities and accountabilities.

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VS : Very Satisfactory

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BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

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the following:

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VS : Very Satisfactory

S : Satisfactory

NI : Needs Improvement

ATTY. ALICE ODCHIGUE-BONDOC

SIGNATURE

DATE

PART 1

NAME

BOARD APPRAISAL

The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and skills to the table.

Comments

The Board, as a whole, possesses the right skills and background for the current issues facing the company.

() G DVS () S

Comments:

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	() E	(19	() VS	() \$	() NI	
Com	ments:					
4. unde	The Board r		lucation, allowing	ng directors to st	ay up to date with developments and	d to
	()E	()G	() VS	()S	()NI	
Com	ments:		AL-1			
3.		ncy, duration and a		Board meetings	per year were adequate to ensure	prop
	()1	()G	() VS	()8	()NI	
Com	ments:	1199-80	VILOUE	110029711	M*A7770	
6.	Directors rec	cive adequate mate	rials before the	Board meeting.		
	()E	() G	() VS	()S	()NI	
Com	metits:					
7. open	Meetings an	e effective with suf	ficient materials	s, Imited present	ation, and an atmosphere that encou	rage
	CIE	()G	() VS	()S	()NI	
Comi	ments					
	WW. 10 run -	ergeva diractors con	s have a separate	meeting withou	tany executive directors present to e	nsur
k. that p	roper checks an	d balances are in p	ace within the o	ompany.	tany exceeding an eccors present to c	elout.

Comments.					
	ird receives appropri sight when consider			and business environme	ni to enable it to
(Ne	()G	().VS	()S	()NI	
Comments					
10. The Box resources, and ad	and cyaluates the progresses critical issue	roposed plan strat	egy including ke	y assumptions, major r	isks, and require
LHE	()G	() VS	()5	() NI	
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11. The Box		pates the proposed	plan/strategy befo	ore granting approval.	
())	()6	() VS	() S	() NI	
Comments					
12. The Bourespond to the evi	rd monitors the com	tinued viability of	the plan/strategy	ensuring that it is adjus	ted as needed to
LIE	()G	() VS	()S	()81	
Comments:					
13. The Boar	of thoroughly review	s major capital ex	penditures before	approval and evaluates a	altimate outcome
(K	() G	()VS	()S	()NI	
Comments:					

()1		()G	() VS	()S	() NI	
Comments						
5. The ontinued re	Board re levance a	gularly reviews nd applicability	and approves the thereof.	Company's visio	n, mission and value statem	ents to ensu
()1	E/	()G	()VS	()S	() NI	
omments:						
6. Th	e Board d	emonstrates on	mmitment to vood	comparate enver	nance practices and provide	s nversialit t
			in a moral, legal,			o versight i
()1	1	()G	()VS	()5	() NI	
1.74	/	1.4				
omments:	Board re			s the interest of r	ninority shareholders to ensu	ure their
7. The quitable tre	: Board resatment in	gularly and con		s the interest of r	ninority shareholders to ensu	are their
7. The quitable tre	e Board re atment in	gularly and con the decision m () G	() VS Company has a s	() S		
7. The quitable tre (1) Comments:	Board reatment in	gularly and con the decision ma () G	() VS Company has a sementing such system.	() S sound and effections.	() NI	
7. The quitable tre	Board reatment in	gularly and con the decision m () G	() VS Company has a s	() S	() NI	
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7. The quitable tre (1) I comments:	Board re Board e mpriagem	gularly and con the decision in () G	() VS Company has a sementing such syst () VS	() S sound and effectiven.	() NI	in place, a

20.	There is a c	lear distinction	in the roles and re	sponsībilities betw	een the Chairman and Pr	esident,
	()E	() G	() VS	()S	()NI	
Comi	ncats					
PAR	T II MITTEE APPI	RAISAL				
	The Board h	as an effective	committee structure	À		
	()E	() G	() VS	()S	()NI	
		on of nowey from	the Board to its C	armitteec is ann	consists with their release	N. corrary and in
hart	The delegation	in of power from	n the Board to its C	oremittees is app	opriate with their relevan	nt corresponding
1,	The delegation of the delegati	() G	()V8	() S		
Chart	The delegation of the delegati	() G	() VS	() S	()81	
2 Charte Comm	The delegations: () E The Commits The Commits	() G tees regularly p	() VS	() S the full Board areard action.	() NI	
2 Chart Comm	The delegation of the delegation of the Committee of the Committee of the delegation	() G	() VS	the full Board are send action. () S	() NI	e Board on rec
2 Chart Comm	The delegation of the delegation of the Committee of the Committee of the delegation	() G	() VS roylide a report to hat may require Be () VS	the full Board are send action. () S	() NI d sufficiently update th	e Board on rec

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RT III DIVIDUAL DIRECTOR APPRAISAL	 I am aware of all policies and procedures the Board is subjected to and actively adopt these in my function as a member of the Board.
understand and faithfully uphold the vision, mission, values and strategies of the company.	()E ()G ()VS ()S ()NI
()E ()G ()VS ()S ()NI	Comments
ការប្រហែ	
keep myself updated on the latest best practices in corporate governance and ensure labide by them.	 I am committed to accomplish all duties and responsibilities of a director and member of my Committee's, if any, and will perform in the best interest of the Company.
()E ()G ()VS ()S ()NI	()G ()VS ()S ()NI
mmefits:	Comments:
Lavoid entering into situations where I may be placed in a conflict of interest with that of the Company	
f I promptly disclore any conflict, which may occur.	
()E ()G ()VS ()S ()NI	A. I believe the Board should focus on the following priorities for the upcoming year:
IIII PUIS	1.
I have a good record of Board and Committee (where applicable) meeting attendance.	2
() D () G () VS () S () NI	3
morans:	
MAINTAN HEAS	B. Are there changes that would improve the Board's effectiveness that you would suggest?
	L
I come to Board Committee meetings on time, prepared and knowledgeable about the topics to be cussed.	2
()) ()G ()VS ()S ()NI	3
mments:	
(2 - 2 II)	PARTIV
I actively participate in Board/Committee discussions with a sense of independence and objectivity.	BOARD - MANAGEMENT RELATIONSHIP APPRAISAL

Com	ments:				
2	Managemer	nt has in place a	n effective process	to identify risks	and assess their potential impact.
	()E	()G	() VS	()8	()NI
Com	morts:				
3 appro	Manageme	nt informs the Bo	and of all key risl	es and the Board	is confident management addresses the
	()E	() G	() VS	()S	()NI
Com	ments:				
4.	The Board	sufficiently challe	nges and supports	management.	
	115	() G	() VS	() S	() NI
Com	ments:				
5.	The Board	is effective in mo	nitoring manageme	ent's implementat	ion of the company's strategy.
	OP	()G	()VS	()S	()NI
Com	ments:				
6.	The Board o	fevotes sufficient	time and effort to	mreting key con	npany executives.
	(JE	()G	() VS	() S	()NI
Com	pents:				
7.	There is on	open-line of com	munication and co	instructive interac	ation between directors and management.
	(/E	() G	() VS	()S	() NI
	/				

				against clear and meas- ting the tone at the top.	orable objectiv
(18	()G	()VS	()S	()NI	
Comments				18895-44-	
ART V THIEF EXECUTI	VE OFFICER (C	EO) APPRAISAL			
. The CEO s			ages the business	operations, affairs and p	roperties of the
LYE	()G	() VS	()S	() NI	
Comments:					
. The CEO o	consistently makes	decisions that enab	le the company a	chieve its goals better.	
17	().G.	()VS	()S	() NI.	
omments:					
The CEO		ndamental princip	iles of good corp	scrate governance and st	apports the
Se	()G	() VS	()S	()N1	
omments:					
				on, strategic objectives, p	policies and
				ent's performance.	
7.3 12	13.0	1745	1776	(28)	

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			a construir de la construir de	orac access	24 7 1	
5	The CEO mai	intains an effecti	ve working relatio	nsnip with the me	mbers of the Board.	
	()E	() G	() VS	()S	() NI	
Com	ments					
6. devel					formation on plans, pe e decisions or direction	
	()E	()G	() VS	() S	() NI	
Comi	ments:					
7.	The CEO ens	ures that all resc	olutions and direction	ons of the Board a	re carried into effect.	
	(IE	() G	() VS	() S	() NI	
Com	ments:					
8. antic			ers the key risks ar threats to its open		ndicators to enable the	Company to
	()12	() G	() VS	()8	() NI	
Com	ments:					
_						

() S

Comments:



ANNUAL BOARD PERFORMANCE ASSESSMENT

POLICY AND PROCEDURES

Metro Global Holdings Corporation (the "Company") recognizes that in order to sustain good corporate governance within the organization, the same sound culture must be upled and cultivated from the top. It is therefore of parament importance to mentior the governance structure and performance of the Board and top management according to their roles, responsibilities and accountabilities.

Since the year 2011, it has been a policy and practice of the Company for its Board of Directors ("Board") to conduct an annual self-assessment exercise through a questionnatic given to each director, for the purpose of evaluating and improving the performance of the Board in accordance with the best practices in corporate governance, and the effectiveness of the Company's governance processes.

The Company continually sections this assessment process to take into consideration leading practices in corporate governance. The attached self-rating form now covers appraisal of the Board as a governing unit, of individual directors, of the different Board. Committees, as well as of management including the President.

Criteria and Process

The assessment criteria include the structure, efficiency, and effectiveness of the Board, participation and engagement of each member of the Board countribution of each member director to their respective Committees, and the performance of nonangement. The criteria also reflects the specific duties, responsibilities and accountabilities of each party assessed as provided in the Company's By-Laws, Manual on Corporate Governance, Board Committee Chatters and governing policities.

The following rating system shall be used by the directors in accomplishing the self-rating form:

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

The form also allows the director to provide comments and suggestions to further carrich the assessment process. For further clarification on this policy and the performance assessment exercise, the Board may address their queries to the Compliance Office:

1

Facilitated by the Compliance Officer, the annual self-rating form shall be accomplished and signed by each individual director. The Compliance Officer chill collate the accomplished forms thereafter.

The Compliance Officer may amend the self-rating form at deemed necessary, provided that the same shall be compliant with sound corporate governance standards and practices and applicable law.

BOARD OF DIRECTORS INTERNAL SELF-RATING FORM

Metro Global Holdings Corporation

INSTRUCTIONS:

Please accomplish this form by checking () the stem that corresponds to your answer. Each item represents the following:

E : Excellent
G : Good
VS : Very Satisfactory
S : Satisfactory
NI : Needs Improvement

NAME : RAFAEL R. PEREZ DE TAGLE, JR.
SIGNATURE :

DATE : 25 April 2025

PART 1 BOARD APPRAISAL

1 The Board has the right size and composition to bring the requisite knowledge, abilities, diversity and shills to the table.

() E (√G () VS () S () NI

Comments:

2 The Board, as a whole, possesses the right skills and background for the current issues facing the company.

() E (√G () VS () S () NI

Comments:

		her and managen			its directors, allowing it to constru we functions and duties aligned w	
	()E	€¥G	() VS	()5	() NI	
Com	ments	20.000	77.55-51			-
4. under	The Board		education, allowi	ng directors to st	ay up to date with developments and	to
	()E	6√G	() VS	()5	()NI	
Cons	ments:				10.0	_
5. cove		ency, duration an ord's responsibiliti		Board meetings	per year were adequate to ensure p	жоре.
	()E	()G	() VS	eys.	()NI	
Com	ments					_
6.	Directors re	eceive adequate m	aterials before the	Board meeting.		
	()E	()G	() VS	€¥'S	() NI	
Com	ments					-
7. open	Meetings a	re effective with:	sufficient material	s, limited present	ation, and an atmosphere that encou	rages
	()E	()G	() VS	(XS	()NI	
Com	ments					
S. that :	The non-er	secutive directors and balances are ir	can have a separat i place within the	e meeting withou	t my executive directors present to e	ьяне
	()E	₩G	() VS	() \$	()NI	

9. have			ate information of ing management's		and business environment to enable it to rategy.
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Com	nents:	15.11			
10. resou		evaluates the pr		egy including ke	y assumptions, major risks, and require
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Com	ments:				
11.	The Board	constructively del	oates the proposed	plan/strategy befo	ore granting approval.
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Com	ments:				
12. respo	The Board and to the evolv	monitors the con-	tinued viability of	the plan/strategy	ensuring that it is adjusted as needed to
	()E	() G	() VS	NS	ON
Com	nents:				
13.	The Board	thoroughly review	s major capital ex	penditures before	approval and evaluates ultimate outcome
	()E	() G	Ovs	()S	()NI
Carre	nents:				

()E	() G	() VS	ly demonstrating (A/S	()NI		omments:				
onuments	()0	() VS	(82	()14	-					
Allange and						There is	alas distinction	in the calls and so	manifelia de la Andrea	seen the Chairman and President
						()E	() G	6XVS	()S	()NI
. The Boar ntinued relevan	d regularly reviews ce and applicability	s and approves the thereof	Company's visit	on, mission and value statements to	isture Co	unments:	25/20	•	11.5	3272
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onune ats										
>12066 19250c						ART II DMMITTEE AF	PRAISAL			
. The Bos	rd demonstrates co	mnutment to good	corporate gover	nance practices and provides overs	htto 1.	The Board	has an effective	committee structur	•	
						()E	() G	() VS	US	ON
()E	()G	() VS	6XS	()NI	Co	omments:				
опипедts.					_					
опциедts						The deleg	tion of power from	o the Board to its (Committees is app	ropriate with their relevant corresponding
. The Boar	d regularly and con	nsistently consider	is the interest of i	ninority shareholders to ensure the		arters.			18 MIN TO	
. The Boar uitable treatmen	it in the decision-in	aking process.		22	a	nariers.	rion of power from	o the Board to its (Committees is app	copriate with their selevant corresponding
. The Boar uitable treatmen ()E	ed regularly and con it in the decision-in () G	asistently consider aking process. () VS	is the interest of a	ninority shareholders to easure the	a	arters.			18 MIN TO	
. The Boar uitable treatmen ()E	it in the decision-in	aking process.		22	a	nariers.			18 MIN TO	
. The Boar uitable treatmen	it in the decision-in	aking process.		22	- Ce	()E mments:	() G	() Vs	√ S the full Board as	
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The Boautiable treatment (1) E (1) E The Boautian is The Boat is t	the decision-in () G rd ensures that the gement's role impl () G	() VS Company has a eneuting such sys	√S sound and effect stem. () S	() NI	Co C	The Connective Connect	() G mittees regularly p ach other matters t () G ency of meetings ording to the func	() VS rovide a report to hat may require B () VS for each Committions of the Comm	the full Board are and action (*)'S	() M of sufficiently update the Board on rec () M

PART III		
INDIVIDUAL.	DIRECTOR	APPRAISAL

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Conn	ments	1860	28.XTV	262	34.00	
2	I kaan m	vealf imdated on t	the latest hear near	tices in cornerate	governance and ensure l	Tabide by them
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Com	ments	16762	XXX	88	2000	
3. and I			ons where I may b	e placed in a con	flict of interest with tha	t of the Compar
	ØE	()G	() VS	() S	()NI	
Com	ments					
4	I have a go	odrecord of Boar	d and Committee (where applicable) meeting attendance.	
	(XE	()G	() VS	() \$	IA()	
Com	ments:					
5. discu	I come to I	Board/Committee	meetings on time.	prepared and kn	owledgeable about the t	topics to be
	WE	()G	() VS	2()	()NI	
Com	ments.	2532		38	MV.	
6.	I actively p	articipate in Boar	d/Committee discu	ssions with a sens	e of independence and c	objectivity.
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Com	ments:					

WE	OG	() VS	()5	OM	
Comments:					
R I am comm fany, and will per				director and member of m	y Committee/c
UE	() G	() VS	()5	ON	
Comments:					
Hiring or engagin .	invest in new venture	s nfield projects			
1				ou would suggest?	
2007					
PART IV BOARD - MANAG					
	gy, goals and tan	gets and is confid		Chief Finance Officer) plan in m anagement's ability	
()E	() G	() VS	US	()NI	

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onu	ients.					Comments:
is .	Managem	nt has in place a	m effective process	to identify risks	and assess their potential impact.	The Board continually monitors management's performance against clear and measurable objecti providing constructive fleedback and reinforces management's role in setting the tone at the top.
	()E	()G	() VS	(XS	()NI	()E ()G ()VS (/S ()M
om	ienis.	ORDERS.	7555657.	1.107369	. Unitable series	Comments:
blord	xiately	ent informs the B			is confident management addresses then	PARI V CHIEF EXECUTIVE OFFICER (CEO) APPRAISAL
onm	()E ients	() G	() VS	Q'S	() NI	 The CEO supervises, directs, controls and manages the business operations, a flairs and properties of the company in a sound and prodest manager.
200120	000000					()E ()G QVS ()S ()M
					-	Comments:
+	The Board	sufficiently chall	ings and supports	management		
	()E	()G	() VS	ex.s	() NI	5
omn	nents.					2 The CEO consistently makes decisions that enable the company achieve its goals better.
					\ <u>\</u>	()E ()G (YVS ()S ()NI
se:	The Bear	is effective in m	onitonne managem	ent's implementat	non of the company's strategy.	Comments:
	OE	() G	() VS	62/5	()NI	-
опш	ents.					in the second se
					4	 The CEO commits to the fundamental principles of good corporate governance and supports the Board in its governance duties.
7	The Board	devotes sufficient	time and effort to	meeting key con	npany executives.	()E ()G (VS ()S ()M
	()E	ØG	() VS	OS	IM()	
onm	ients:					Comments:
	There is a	n open-line of con	nnunication and co	astructive interac	tion between directors and management.	4 The CEO helps the Board establish the company's vision, mission, strategic objectives, policies and
	()E	⊘ G	() VS	2()	() NI	procedures, including mechanisms for effective monitoring of management's performance
						OE OG WVS OS ON

5	The CEO n	naintains an effecti	ve working relation	nship with the me	mbers of the Board	
	()E	O.G	avs	OS	ON	
Сопи	nents.				17.12	
6. devel					formation on plans, perf e decisions or directions	
	()E	()G	WVS	()\$	() NI	
Conu	ments					
7,	The CEO e	nsures that all reso	hitions and direction	ons of the Board a	re carried into effect.	
	The CEO e	nsures that all reso	hrions and direction	ons of the Board a	re carried into effect.	
Conn	()E ments:	() G	√ VS rs the key risks an	() S	() NI	Company to
8.	()E ments:	() G	⊌vs	() S	() NI	ompany to

WVS ()S

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Comments:

In order to attract and retain talents at all levels of the organization, it is the policy of the Company's parent company, whose officers and some employees are seconded to the Company, to maintain wage and salary standards and keep the pay or salary ranges consistent with the economic constraint and labor market in which we compete.

- Establish salary ranges that reflect the value of the various jobs, as determined by a system of continuing job evaluations and review.
- Establish and maintain justifiable differentials between job levels;
- Encourage superior performance by adjusting salary of each employee on the basis of the quality of individual performance, as maybe determined by performance evaluation;

Basis for Determination of Salary and Salary Changes

- Inflation rate, consumer price index (local), salary increases granted by comparable industries/employers within the established labor market
- Compensation survey (every 2-3 years) of benchmark positions
- To determine if any job classifications should be reviewed for equity adjustment in salary/compensation. Internal Alignment

A minimum and maximum salary is established for each position/job classification based upon external market data and upon the internal alignment of job classifications.

Review of Performance and Salary

- Performance of each employee is reviewed regularly.
- The merit of employee performance shall determine salary increase to be given.
- Employees are eligible to receive salary increase based on the ff: o
 - Compensation adjustment when EXCOM determines that classifications and/or salary ranges should be adjusted.
 - Promotion
 - Reclassification
 - Upward not automatic unless it is to bring the employee up to the minimum of the new salary range
 - Lateral salary will remain unchanged
 - Downward salary will remain unchanged until such time as general salary range adjustments increase the salary for the new classification

Risk Policy

Risk Exposure	Risk Management Policy	Objective
Financial exposure risk	Directors are responsible for avoiding situations that present or create the appearance of a potential conflict between their interest and those of the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chair of the Committee on Directors or the Corporate Secretary.	,
Liquidity risk	The Company coordinates and negotiates closely with its parent company, Fil-Estate Management, Inc. to manage cash flow risks by jointly identifying new sources of cash flows through potential future investment and/or cash flow infusions into the Company over the next five years.	To manage cash flow risks
Credit risk	The Company's cash is deposited with a reputable bank that belonged to the top three banks in the Philippines and is approved by management.	To maintain a high grade of credit quality of the Company's financial assets
Equity price risk	Movement in share price of the Company is monitored regularly.	To determine the impact of the Company's share price on its financial position
Capital Management	The company's policy is to keep a gearing ratio of 60% or lower which is net debt divided by total capital.	To maintain a substantial capital base sufficient to support its long-term investment and holding company mandate.

Audit Committee AGENDA of the Meeting - APRIL 8, 2024

Metro Global Holdings Corp. MINUTES OF THE MEETING

Venue: Mezzanine Floor, MGHC Board Room, Renaissance Tower F, Meralco Avenue, Pasig City (via Zoom)

Present: FCG, JWS, RSR, SSA, AOB, RGJ, Alwin Rivas Dennis Malco, Ms. Liezel

AGENDA: Audit Com's review and approval of MGHC's Financial Statement for the Year Ending December 31, 203

Audit Committee MINUTES of the Meeting - APRIL 26, 2024

Metro Global Holdings Corp. MINUTES OF THE MEETING

Venue: Mezzanine Floor, MGHC Board Room, Renaissance Tower F, Meralco Avenue, Pasig City

APRIL 26, 2024 3:30 AM TO 4:30 PM

Present: FCG, RSR, SSA, RGJ, Alwin Rivas

JWS, Dennis Malco, Ms. Liezel – attended virtually

AGENDA: Audit Com's review and approval of Revised Consolidated MGHC's Financial Statement for the Year Ending December 31, 2023 (including Metro Solar)

Audit Committee MINUTES of the Meeting - MAY 13, 2024

Metro Global Holdings Corp. MINUTES OF THE MEETING

Venue: Mezzanine Floor, MGHC Board Room, Renaissance Tower F, Meralco Avenue, Pasig City

MAY 13, 2024 at 11am -12 nn

Present: FCG, JWS, SSA, RGJ, Alwin Rivas

Virtually: RSR

AGENDA: Audit Com's review and approval of MGHC's Financial Statement for the 1st Quarter Ending March 31, 2024 (including Metro Solar)

Audit Committee AGENDA of the Meeting - AUGUST 12, 2024

Metro Global Holdings Corp. MINUTES OF THE MEETING

Venue: Mezzanine Floor, MGHC Board Room, Renaissance Tower F, Meralco Avenue, Pasig City

AUGUST 12, 2024 12:30 PM TO 1:30 PM Present: JWS, FCG, RSR, SSA, Alwin Rivas

Not Present: RGJimenez

AGENDA: Audit Com's review and approval of MGHC's Consolidated Financial Statement for the 2nd Quarter Ending June 30, 2024 (including individual FS of its Subsidiaries)

Audit Committee Minutes of the Meeting - NOVEMBER 7, 2024

Metro Global Holdings Corp. MINUTES OF THE MEETING

Venue: Mezzanine Floor, MGHC Board Room, Renaissance Tower F, Meralco Avenue, Pasig City

November 10, 2024, 10:30 AM TO 11:30 AM

AGENDA: Audit Com's review and approval of MGHC's Financial Statement for the 3RD Quarter Ending September 30, 2024

(i) Directorship in Other Companies

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non- Executive, Independent). Indicate if director is also the Chairman.
Noel M. Cariño	Fil-Estate Management, Inc., Fil-Estate Development, Inc., CJH Development Corporation, CJH Hotel Corporation and CJH Suites Corporation, Chamber of Real Estate and Builders Association (CREBA), SunAsia, Inc., Nortesol Inc., Nortesol II, Inc., Nortesol IV, Inc., Newasia Power Energy Corporation, Newasia Power Energy II Corporation, MegaWatt Solutions, Inc., Leon Philippe Industries, Inc., Fil-Estate Core, Inc., Acesite Phils. Hotel Corporation	NED
Jaime M. Cacho	Metro Countrywide Corporation, Metro Solar Power Solutions, Inc., Metro Global Renewable Energy Corporation, CJH Development Corporation and MRT Development Corporation	NED
Roberto S. Roco	Fil-Estate Realty Corporation	NED
Francisco C. Gonzalez	Romago Corporation, Fabriduct & Metal Systems, Inc., Romago, Inc., Guam and Electro Mechanical Products International, Inc., Asia Pacific Golf Cars Corporation, The Manila Southwoods Golf & Country Club, Inc., and Camp John Hay Golf Club, Inc.	ID
Jose Wilfrido M. Suarez	Northernmanor Corp. and Northernsuites Corp.	ID

(ii) Directorship in Other Listed Companies

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Atty. Ferdinand T. Santos	Global-Estate Resorts, Inc.	Non-Executive

Self-Assessment for Committee Chairman and Members

I. CORPORATE GOVERNANCE COMMITTEE



METRO GLOBAL HOLDINGS CORP. CORPORATE GOVERNANCE COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME: JOSE WILFRIDO M. SUAREZ

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Corporate Governance Committee in accordance with the Company's Manual on Corporate Governance and Charler of the Corporate Governance Committee. Kindly accomplish this form by *encircling* the item that corresponds to your answer using the following criteria:

- 5 Strongly Agree
- 4 Agree
- 3 Neither agree nor disagree
- 2 Disagree
- 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary.

- 1. Membership and Qualifications
- 1.1 The Corporate Governance Committee has a minimum of three (3) voting members of the Board.

1	2	3	4	5
omments:				

1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

				_
1	2	3	4	(5)

Back to recommendation Annex "11"

vote of the memb	and the director-ners of the Board of the Company, or rum.	constituting a que	orum either durir	ng the Organi
1	2	3	4	(5)
Comments:				
Structure and O	perations			
Structure and O		as and alternative		
The Committee r	neets at such tim s a year - one of v	which shall be hel	ld to initiate the	conduct of the
The Committee r than two (2) time self-assessment of	neets at such times a year - one of the performance	which shall be hele e of the Board a	ld to initiate the o	conduct of the dividual direc
The Committee r than two (2) time self-assessment of different board co the other meetin	neets at such times a year - one of y f the performance mmittees and man g to be held pri-	which shall be hel e of the Board a nagement, includi or to the finaliza	ld to initiate the of s a body, its ind ing the President ation of the Con	conduct of the dividual direct of the Compa mpany's info
The Committee r than two (2) time self-assessment of different board co the other meetin	neets at such times a year – one of very fithe performance mmittees and mang to be held priection with any neeting to be held priection with any n	which shall be hel e of the Board a nagement, includi or to the finaliza	ld to initiate the of s a body, its ind ing the President ation of the Con	conduct of the dividual direct of the Compa mpany's info
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absence of the Co the members as C	ommittee Chairper Chairperson of the	rson, the Commit meeting.	ttee members pre	esent elect one (1) of						
1	2	3	4	(5)	2.7		is provided with	sufficient resour	ces by the Co	mpany to discharg
Comments:						duties.				
						1	2	3	4	(3)
member of the C	ommittee at least	two (2) working	days prior to the	enda is sent to each date of the meeting.		Comments:				
The notice includ	les the agenda iten	ns and materials t	to be taken up dur	ring the meeting.			94649000			
1	2	3	4	(5)	3.	Duties and Res	ponsibilities			
Comments:					In re	espect of ensuring g	ood corporate gov	vernance through	out the organiz	eation:
					3.1		oversees the imple	ementation of the	corporate gov	ernance framewo
				nd organization staff		material change	s to the Company ulatory environment	's size, complexit		
of the Company a pertinent information with any member	and any of its sub- ation and data. A	sidiaries, to attend t the discretion on ny's or its subs	d the Committee of the Committee idiaries' manage	meeting and provide e, separate meetings ment may be held,		material change	s to the Company	's size, complexit		
of the Company : pertinent informa with any member	and any of its sub- ation and data. A er of the Compa	sidiaries, to attend t the discretion on ny's or its subs	d the Committee of the Committee idiaries' manage	meeting and provide e, separate meetings ment may be held,		material change business and reg	s to the Company ulatory environme	's size, complexions.	ty and busines	
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of the Company pertinent informs with any memb whenever it is de	and any of its sub- ation and data. A er of the Compa crined appropriate	sidiaries, to attend t the discretion (ny's or its subs by the Committee	d the Committee of the Committee idiaries' manage e for the exercise	meeting and provide e, separate meetings ment may be held, of its functions.	3.2	naterial change business and reg	s to the Company ulatory environmed	's size, complexions. 3	ty and busines	s strategy, as well
of the Company pertinent informs with any memb whenever it is do 1 Comments: The Committee hits subsidiaries fe	and any of its sub- ation and data. A er of the Compa emed appropriate 2 as full access to m or the performance	sidiaries, to attent the discretion y's or its subs by the Committee 3 annagement, perse of its duties and	d the Committee of the Committee of the Committee idiaries' manage of the exercise 4 onnel and records responsibilities.	meeting and provide e, separate meetings ment may be held, of its functions. 5 of the Company and The Committee may	3.2	naterial change business and reg 1 Comments: The Committee committees as vits performance.	s to the Company ulatory environmed	's size, complexis	4 ace evaluation conducts an a	s strategy, as wel
of the Company pertinent informs with any memb whenever it is do 1 Comments: The Committee h its subsidiaries fe also obtain exter	and any of its sub- ation and data. A er of the Compa emed appropriate 2 as full access to m or the performance	sidiaries, to attent the discretion y's or its subs by the Committee 3 anagement, perse e of its duties and or independent	d the Committee of the Committee of the Committee idiaries' manage of the exercise 4 onnel and records responsibilities.	meeting and provide e, separate meetings ment may be held, of its functions.	3.2	naterial change business and reg 1 Comments: The Committee committees as y its performance.	s to the Company ulatory environmed	's size, complexis	4 ace evaluation conducts an a	s strategy, as wel
of the Company pertinent inform, with any memb whenever it is do 1 Comments: The Committee h ts subsidiaries fe also obtain exter	and any of its sub- ation and data. A er of the Compa emed appropriate 2 as full access to m or the performance mal legal counsel	sidiaries, to attent the discretion y's or its subs by the Committee 3 anagement, perse e of its duties and or independent	d the Committee of the Committee of the Committee idiaries' manage of the exercise 4 onnel and records responsibilities.	meeting and provide e, separate meetings ment may be held, of its functions. 5 of the Company and The Committee may	3.2	naterial change business and reg 1 Comments: The Committee committees as y its performance.	s to the Company ulatory environmed	's size, complexis	4 ace evaluation conducts an a	of the Board

1	2	3	4	5
Comments:				
	dopts corporate go			
1	2	3	4	(5
Comments:				
The Committee p	roposes and plans	relevant seminar	rs for the members	ers of the Bo
1	2	3	4	5
Comments:				
other submissions	reviews and appr s or filings of the			
other submissions				
other submissions regulations.	s or filings of the	Company, as m	ay be required	

3.7 As it deems necessary, the Committee makes recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management that is aligned with the long-term interests of the Company.

The Committee propersonnel ensurin	g that compens	ation is consiste	nt with the Co	
1	2	3	4	5
Comments:				
The Committee en	ncise and unders	tandable disclosu	ire of compensa	tion that was
	ncise and unders indirectly, to its	tandable disclosu	ire of compensa	tion that was
provide a clear, co be paid, directly or fiscal year and the	ncise and unders indirectly, to its ensuing year.	standable disclose directors and sen	ire of compensation executive of	tion that was ficers for the
provide a clear, co ne paid, directly or fiscal year and the	ncise and unders indirectly, to its ensuing year.	standable discloss directors and sen	re of compensation executive of	tion that was ficers for the

respect of the busines 11 The Committee				e is accomplished		Comm	nents:				
directors and ke	y officers, which a	among others, con	mpels them to de	eclare all their exist ectly conflict in	3.15	5 As it o	deems neces	sary, the Comm	ittee reviews the	Company polic	ies on promotion
1	2	3	4	(3)			1	2	3	4	(5)
Comments:						Comn	nents:				
2 The Committee	reviews the Compa	any's policy on o	onflict of interes	st.	In r	espect of	succession p	lanning:			
1	2	3	4	(5)	3.16	direct	ors, key off	icers and manag	tion of an effect ement to ensure		
Comments:						sharer	nolder value.				
-							1	2	3	4	(5)
Regulations for	its personnel, to st	trengthen the pro	ovisions on confl	Company Rules lict of interest, salares and compliance		Comn	nents:				
	rned with all statut			eriodically met in t							
	2	3	4	(5)	3.17	profes	ssional, hone	st and highly me	plementation of tivated managem ho can add value	ent officers alig	ned with the stra
I	-						1	2	3	4	(5)
							10.	10710			
1						7722					
Comments:						Comn	nents;				
1						Comm	nents;				
1 Comments:	rancement:		2 01 90 00		In r			nation and election			

1	2	3	4	/(5)	9			mittee believes	desirable to the	size of the E	Board, including
Comments:								establishment of may hold in acco on Corporate Go	guidelines in the ordance with the po vernance.	number of directo olicy on holding r	rships which a i nultiple board se	member of the leats under the M
					0 92		[1	2	3	4	(3)
Board in accord	screens and shortli lance with the qua npany, the Manual	lifications and dis	squalifications	as provided	in the By-			Comments:				
ı	2	3	4	11	5		Others	r.				
Comments:									performs other d			
he Committee	e identifies and re		ifind individua	le for nomi	funding and			1	2	3	4	(5)
	itional directors or	to fill Board va	icancies as and	when they	arise. The		1	Comments:				
lection of suc	h additional or rep and regulations.	olacement directo										
ection of suc		olacement director	4		5		4.	Reporting Proc	ess			
lection of suc pplicable laws	and regulations.			1	5		4.1	The Chairpersor members present	ess n of the Committ t in a meeting, repo	orts to the Board o		
ection of suci opticable laws 1 omments:	and regulations. 2	Company has t	4 the required n				4.1	The Chairpersor members present	of the Committ	orts to the Board o		
the Committee	and regulations.	Company has t	4 the required n				4.1	The Chairperson members present made by the Con	n of the Committ t in a meeting, repo nmittee following	orts to the Board of each meeting.		
to committee rectors with the	and regulations. 2 e ensures that the he qualifications are	Company has t	4 the required n				4.1	The Chairpersor members present made by the Cor	n of the Committ t in a meeting, repo nmittee following	orts to the Board of each meeting.		
action of suci pplicable laws 1 omments: the Committee irectors with to ws, regulation	2 e ensures that the he qualifications and isting rules.	Company has t	the required n		n applicable		4.1	The Chairperson members present made by the Cor. 1 Comments:	n of the Committe t in a meeting, reponsite following 2	orts to the Board of each meeting.	n the decisions :	and recommend

Comments: The Charter of the Corporate Governance Committee is reviewed annually as required.	performance acco with the require shall be the basis	assesses its effectords with best pra nents of the Cha tof its formulation commendations fo	actice. Such asses arter of the Corp on of objectives a	sment must con orate Governant nd plans to imp	npare its per ce Committe rove its perf
The Charter of the Corporate Governance Committee is reviewed annually as required.	1	2	3	4	(5
	The Charter of th	ne Corporate Gov	remance Committ	ee is reviewed	annually and
1 2 3 4	as required.				

Signature over printed name



METRO GLOBAL HOLDINGS CORP. CORPORATE GOVERNANCE COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME:	FRANCISCO C.	GONZALEZ
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DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Corporate Governance Committee in accordance with the Company's Manual on Cerporate Governance and Charter of the Corporate Governance Committee. Kindly accomplish this form by encircling the item that corresponds to your answer using the following

- 5 Strongly Agree 4 Agree 3 Neither agree nor disagree
- 2 Disagree
- 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary.

- Membership and Qualifications
- 1.1 The Corporate Governance Committee has a minimum of three (3) voting members ofthe Board.

2	3	4	(5)
2	3	4	(5)

1.2 Majority of the Committee members are Independent Directors, including the

	1			1
1	2	3	4	/ 5)
	-	9.75	-	(3 /

vote of the memb	ers of the Board f the Company, o	members of the C constituting a quor r if there is a vaca	orum either duri	ing the Organia
1	2	3	4	(5)
Comments:				
than two (2) time self-assessment of different board co the other meetin	meets at such times a year - one of of the performance ommittees and mag to be held pri	nes and places as which shall be hel to of the Board as magement, includi- or to the finaliza	d to initiate the s a body, its in- ng the President tion of the Co	conduct of the dividual direct of the Compa mpany's infor
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1	2	3	4	(5)						b the Cor	manu to d
omments:					_	2.7	The Committee duties.	is provided with	sufficient resour	ces by the Cor	npany to c
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ember of the Co	meeting confirm ommittee at least les the agenda iten	two (2) working	days prior to the	he date of the med	eting.		Comments:				
1	2	3	4	(5)		3.	Duties and Res	ponsibilities			
525	4										
Comments:	ti						spect of ensuring g				
s necessary, the	e Committee may	invite members of sidiaries, to atten	of management	and organization	n staff	In re.	The Committee periodically revi material changes		ementation of the nework to ensure 's size, complexit	corporate gove	rnance fran
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	1	2	3	4	(5)		1	2	3	4	(3)
c	Comments:						Comments:				
Ti	he Committee ad nd updated regula	opts corporate g	overnance policie	es and ensures th d in form and sul	nat these are reviewed ostance.	3.8	The Committee personnel ensur strategy, as well	provides oversighting that compens	t over remuneration sation is consistent sylronment in whi	n of senior mans nt with the Co ch it operates.	agement and ott ompany's cultu
	1	2	3	4	(5)		1	2	3	4	(3)
0	omments:						Comments:				
	1	oposes and plans	relevant seminars	s for the member	s of the Board.	3.9	The Committee provide a clear, be paid, directly fiscal year and the	concise and under or indirectly, to its	standable disclosu	re of compensat	ion that was a
C	omments:						1	2	3	4	3
_							Comments:				
ot					ernance Report and y applicable laws or		8				
ot	her submissions					3.10	The Committee remuneration.	ensures that no d	lirector is involve	d in deciding hi	s or her own
otl	her submissions gulations.	or filings of the	Company, as ma	ay be required b	y applicable laws or	3.10		ensures that no d	lirector is involve	d in deciding hi	s or her own
Cc	her submissions gulations. 1 omments:	or filings of the	Company, as ma	4	y applicable laws or	3.10	remuneration.				

The Committee of directors and key business interests performance of the	officers, which a or shareholdir	mong others, com	pels them to de	clare all their
1	2	3	4	(3)
Comments:				
The Committee re	views the Comp	any's policy on co	nflict of interest	
1	2	3	4	(5)
Comments.				
As it deems ne Regulations for it and benefits poli- personnel concern	s personnel, to st	rengthen the prov and career advance	isions on conflic	et of interest,
As it deems ne Regulations for it and benefits poli- personnel concern respective posts.	s personnel, to st cies, promotion a red with all statut	rengthen the prov and career advanc ory requirements	isions on conflic ement directive that must be per	et of interest,
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	nt directives and	compnance or pe	isomier contain	
1	2	3	4	(5)
Comments:				
ect of succession p	olanning:			
The Committee	ensures the adop	tion of an effecti	ve succession p	lanning progr
directors, key off shareholder value	heers and manag	ement to ensure	growth and a c	ontinued incr
ī	2	3	4	6
1	4	3		0
Comments:				
The Committee	ensures the imest and highly mo	plementation of	a process to	appoint com
professional, hone	est and highly mo	tivated managem	ent officers alig	ned with the s
The Committee professional, hone direction of the or	est and highly mo	tivated managem	ent officers alig	ned with the s
professional, hone direction of the or	est and highly mo ganization and w	tivated managem ho can add value	ent officers align to the Company	ned with the s
professional, hone direction of the or	est and highly mo ganization and w	tivated managem ho can add value	ent officers align to the Company	ned with the s

	1	2	3	4	0		3.44	The Committee r which the Com- establishment of	mittee believer	decirable to the	gize of the I	Roar
1 (mm)	Comments:							may hold in according to Corporate Gov	rdance with the p	policy on holding n	nultiple board s	eats
								1	2	3	4	T
	Board in accordan	ce with the and	lifications and di-	nominated to beco squalifications as overnance, applica-	provided in	n the By-		Comments:				
	1	2	3	4	5		Other:	s:				
0	Comments:						3.23		performs other or oriate in the co	duties and activition entext of the Cha	es that the Con arter of the C	nm
										_		70
Т	he Committee i	dentifies and re	commends ovali	ified individuals	for nomina	ition and		1	2	3	4	
e	lection of such a	additional or rep	commends quali to fill Board ve blacement director	ified individuals a acancies as and w ors shall be done	for nomina then they as in accorda	ntion and rise. The nice with		Comments:	2	3	4	
ele	ection of such a	additional or rep	commends quality to fill Board va placement directors	ified individuals a acancies as and wors shall be done	for nomina then they as in accordan	ation and rise. The name with	4.	51		3	4	
3	election of such a applicable laws an	additional or re ad regulations.	placement director	ors shall be done	for nomina when they are in accordan	ation and rise. The nnce with	4. 4. 1	Comments:	of the Committin a meeting, rep	tee, or in his/her	absence, the m	em
e a	lection of such a pplicable laws an 1 Comments:	additional or rejud regulations. 2	3 Company has	ors shall be done	in accorda	lependent	2700	Comments: Reporting Proce The Chairperson members present	of the Committin a meeting, rep	tee, or in his/her	absence, the m	em
	election of such a applicable laws an 1 Comments:	additional or rejud regulations. 2	3 Company has ad none of the disc.	ors shall be done	in accorda	lependent	2700	Reporting Proce The Chairperson members present made by the Con	of the Committing a meeting, reparamittee following	tee, or in his/her orts to the Board o each meeting.	absence, the min the decisions	emiand
ele ap	ection of such a pplicable laws an 1 omments:	additional or rejud regulations. 2	3 Company has ad none of the disc.	ors shall be done	in accorda	lependent	2700	Reporting Proce The Chairperson members present made by the Con	of the Committing a meeting, reparamittee following	tee, or in his/her orts to the Board o each meeting.	absence, the min the decisions	em
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Signature over printed name



METRO GLOBAL HOLDINGS CORP. CORPORATE GOVERNANCE COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME:	ROBERT	JOHN L.	SOBREPEÑA

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Corporate Governance Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Corporate Governance Committee. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

- 5 Strongly Agree
- 4 Agree 3 Neither agree nor disagree
- 2 Disagree

1.2

1 - Strongly Disagree

A remarks column is also provided for further comments, if necessary.

Membership and Qualifications

The Corporate Governance Committee has a minimum of three (3) voting members ofthe Board.

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		overnance policie ently implemented		
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- 10				rs of the B
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3.7 As it deems necessary, the Committee makes recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management that is aligned with the long-term interests of the Company.

In respect of the remaneration of corporate officers and directors.

personnel ensurin	ng that compens	over remuneration ation is consiste	nt with the Co.	gement and ot mpany's cultu
strategy, as well a	s the business en	vironment in which	ch it operates.	
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		Company's annua		
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The Committee	ensures the adop			
The Committee of directors, key off shareholder value	ensures the adop ficers and manag	ement to ensure	growth and a	
The Committee of directors, key of shareholder value 1 Comments:	ensures the adop ficers and manag	plementation of	a process to	appoint com

3.18 The Committee determines the nomination and election process for the Company's directors and has the special duty of ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.

	1	2	3	4	(5)	3.	whi	ich the Com	mittee believes	ndations to the B desirable to the	e size of the	Board, inclu
	Comments:					_	may	ablishment of y hold in according Corporate Government	rdance with the p	number of direct policy on holding	torships which a multiple board s	member of i seats under th
			and West SALVING		100			1	2	3	4	(5
9	Board in accord	screens and shortli lance with the qua npany, the Manual	lifications and dis	squalifications	as provided in t	By-	Cor	mments;				
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0	The Committee	identifies and re	enermande audit	Gad individual	le for nomination	and .		1	2	3	4	(5
		tional directors or additional or rep	to fill Board vac	cancies as and	when they aris	The	Cor	mments:				
	election of such	tional directors or additional or rep	to fill Board vac	cancies as and	when they aris	The	-	mments:	35			
	election of such applicable laws	tional directors or additional or rep and regulations.	to fill Board vac placement director	cancies as and	when they aris	The vith	Rep 1 The	porting Proce Chairperson mbers present	of the Committ	tee, or in his/her orts to the Board each meeting	absence, the m	nember elect
	election of such applicable laws 1 Comments:	tional directors or a additional or rep and regulations.	to fill Board vac placement director	cancies as and its shall be do	when they aris	The vith 4.	Rep 1 The	porting Proce Chairperson mbers present	of the Committee	orts to the Board	absence, the month decisions	nember elect and recomm
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shall be the basis		nctice. Such asses arter of the Corpo on of objectives a	sment must con orate Governance nd plans to imp	npare its perfo ce Committee rove its perfo
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Signature over printed name



METRO GLOBAL HOLDINGS CORP. CORPORATE GOVERNANCE COMMITTEE SELF-ASSESSMENT WORKSHEET

MIABET.	ATTV	EEDDINAND T	CANTOC
NAME:	AIIT.	FERDINAND T.	SANIUS

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Corporate Governance Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Corporate Governance Committee. Kindly accomplish this form by <u>encircling</u> the item that corresponds to your answer using the following

- 5 Strongly Agree
- 4 Agree 3 Neither agree nor disagree
- 2 Disagree
- 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary.

Membership and Qualifications

1.1 The Corporate Governance Committee has a minimum of three (3) voting members

1	2	3	4	(5
mments:				

Majority of the Committee members are Independent Directors, including the Chairperson.

1	2	3	4	(5)

The Chairperson a vote of the memb Board Meeting of constituting a quo	ers of the Board of the Company, or	constituting a que	orum either duri	ng the Organiz
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The Committee is provided with sufficient resources by the Company to disch duties.							
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Duties and Respo	onsibilities						
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3.7 As it deems necessary, the Committee makes recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management that is aligned with the long-term interests of the Company.

In respect of the remuneration of corporate officers and directors:

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3.18 The Committee determines the nomination and election process for the Company's directors and has the special duty of ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.

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Signature over printed name



METRO GLOBAL HOLDINGS CORP. CORPORATE GOVERNANCE COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME: ATTY. ALICE ODCHIGUE-BON	DOC
--------------------------------	-----

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Corporate Governance Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Corporate Governance Committee. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

- 5-Strongly Agree
- 4-Agree
- 3 Neither agree nor disagree
- 2 Disagree
- 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

1.1 The Corporate Governance Committee has a minimum of three (3) voting members of the Board.

1	2	3	4	5
Comments:				

1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

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The Chairperson a vote of the member Board Meeting of constituting a quo	ers of the Board the Company, or	constituting a que	rum either dur	ring the Organ
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duties.	s provided with	sufficient resource	es by the Con	npany to discharg
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anaterial changes business and regu 1 Comments:	to the Company' llatory environme 2 oversees the per	s size, complexit	y and business 4	strategy, as well is

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Comments:				
Comments:	2	3	4	
other submission	reviews and app is or filings of the			
other submission				
other submission regulations.	s or filings of the	Company, as m	ay be required	by applicab

3.7 As it deems necessary, the Committee makes recommendations to the Board on the Company's policy and structure for remuneration of directors and senior management that is aligned with the long-term interests of the Company.

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omments:				
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The Committee			nual reports and in	
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The Committee provide a clear, one paid, directly of siscal year and the comments:	oncise and under or indirectly, to its e ensuing year.	standable discle directors and s	osure of compensati	ion that was icers for the

3.11 The Committee ensures that the Full Business Interest Disclosure is accomplished by directors and key officers, which among others, compels them to declare all their existing business interests or shareholdings that may directly or indirectly conflict in the performance of their duties.

I 2 3 4 5

Comments:

3.12 The Committee reviews the Company's policy on conflict of interest.

I 2 3 4 5

Comments:

3.13 As it deems necessary, the Committee reviews the existing Company Rules and Regulations for its personnel, to strengthen the provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.

In respect of career advancement:

3.14 The Committee reviews and recommends to the Board all promotions and appointments

of the officers of the Company.

career advanceme			the Company polic personnel concern	
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Comments:				
ect of succession	planning:			
	ficers and manag		ective succession ure growth and a	
1	2	3	1) 5
Comments:				
	ensures the im	nplementation	of a process to	o appoint o
The Committee professional, hon	est and highly mo	tivated manag	of a process to gement officers ali lue to the Compan	gned with th
The Committee professional, hon	est and highly mo	tivated manag	gement officers ali	gned with th

3.18 The Committee determines the nomination and election process for the Company's directors and has the special duty of ensuring appropriate knowledge, competencies and

expertise that complement the existing skills of the Board.

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Comments:				2,700
Board in accord	screens and shortli lance with the qua npany, the Manual	lifications and dis	qualifications a	s provided in
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The Committee	itional directors or additional or rep	to fill Board va	cancies as and	when they a
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The Committee election as add election of suclepplicable laws I Comments:	tional directors or hadditional or repand regulations. 2	to fill Board va placement directors	cancies as and rs shall be don	when they a e in accorda 5

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Comments:				
	performs other de	uties and activitie	es that the Co	mmittee or the
	riate in the con			
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Comments:	2	3	4	1 (,
Reporting Proce	ss			
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The Chairperson nembers present nade by the Com	of the Committee in a meeting, repo mittee following	rts to the Board of each meeting.	n the decisions	nember elected and recommend

	aluation			
performance acce with the requirer shall be the basis	assesses its effect ords with best pra- nents of the Cha of its formulatio commendations for	ctice. Such asses rter of the Corp n of objectives a	sment must cor orate Governan and plans to imp	npare its pe ce Commit prove its per
1	2	3	4	
Comments:				
		ernance Committ	tee is reviewed	annually an
The Charter of the as required.	2	3	4	

ATTY. ALICE ODCHIGUE-BONDOC Signature over printed name

SEC Form – I-ACGR * Updated May, 2025



METRO GLOBAL HOLDINGS CORP. CORPORATE GOVERNANCE COMMITTEE SELF-ASSESSMENT WORKSHEET

	CC	SELF-ASSES	SMENT WORL											
37134	- DAEAELD	PEREZ DE TAG	SI E ID				1.3		bers of the Board f the Company, o		orum either du	ring the	e Orga	nizationa
NAMI	KAFAEL K.	FEREZ DE TAG	LE, JR.					constituting a qu	orum.					
DATE	25 April 2025	5						1	2	3	4		5	
Manu	rformance of the C al on Corporate Go plish this form by	Corporate Governa vernance and Cha	ance Committee arter of the Corpo	orate Governance	rith the Co Committe	ompany's ee. Kindly		Comments:						
	5 - Strongly Agr	ce					2.	Structure and C	perations					
	4 - Agree 3 - Neither agree 2 - Disagree 1 - Strongly Disa A remarks column	agree	l for further con	nments, if necessa	ry.		2.1	than two (2) time self-assessment different board of the other meeting	es a year - one of of the performan committees and man ig to be held pr	which shall be he ce of the Board	eld to initiate the as a body, its i ling the Preside cation of the C	e condi individual nt of the compan	uct of t ual din e Com iy's in	he annia ectors, it pany; and formation
1.	Membership an	d Qualifications						Company are to			04697 27 C0020 470, 016		925925348	0.000
1.1	The Corporate G	ovemance Comm	nittee has a min	nimum of three (3) voting 1	members		1	2	3	4		5	
	1	2	3	4		5		Comments:						
	Comments:		Ü.	10				8						
)						-03	2.2	The Committee present at a meet members constitu	ing at which there	is a quorum. [An	rendance of at le	east two		
1.2	Majority of the C Chairperson.	ommittee membe	rs are independ	dent Directors, inc	cluding the	•		1	2	3	4		5	
	1	2	3	4		5		Comments						
								2						

Comments:

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Comments						2.7	The Committee duties.	is provided with	sufficient resour	ces by the Con	upany to dusc.
							1	2	3	4	5
nember of the	ch meeting confin Committee at leas tudes the agenda ite	two (2) working	days prior to the	date of the me	eeting.		Comments:				
1	2	3	4	5	Ì	3.	Duties and Resp	oonsibilities			
	***	***	110		,	In re	espect of ensuring g	ood corporate gov	ernance through	out the organiza	tion:
omments:						3.1	The Committee	oversees the impl	ementation of the	corporate gove	mance frames
s necessary,	the Committee may	invite members	of management a	and organizatio	on staff	3.1		ews the said fran to the Company	nework to ensure 's size, complexit	that it remains	appropriate in
s necessary, fihe Compan entinent infor ith any men	the Committee may y and any of its sul mation and data. A aber of the Comp deemed appropriate	osidiaries, to atten At the discretion any's or its sub	nd the Committee of the Committe sidiaries' manage	meeting and p ee, separate me ement may be	xovide cetings c held.	3.1	periodically revi material changes	ews the said fran to the Company	nework to ensure 's size, complexit	that it remains	appropriate in
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Comments: Comments:		2	3	4	5		1	2	3		
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the Committee reviews and approves the Annual Corporate Governance Report and their submissions or filings of the Company, as may be required by applicable laws or gulations. 3.10 The Committee ensures that no director is involved in deciding his remuneration. 1 2 3 4 5 omments: 1 2 3 4 Comments:	1			s for the member			provide a clear, o be paid, directly of	oncise and under or indirectly, to it	standable disclost	ure of compensat	ion that v
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	ther submissions egulations.	2	3	4						î	
t of the remuneration of corporate officers and directors:	ther submissions egulations.	-2	3	4			1	2	3	4	
as it deems necessary, the Committee makes recommendations to the Board on the	ther submissions egulations. 1 comments:		Cara Scott	4			22.9	2	3	4	

dire	ectors and key	ensures that the F officers, which are s or shareholding	nong others, co	ompels them	to declare a	all their existing		-				
per	formance of th	eir duties			_		3.15	As it deems nec career advancem		nittee reviews the compliance of pe		
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Con	mments							Comments:				
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Cor	mments						3.16	The Committee directors, key o shareholder valu	fficers and manag			anming program to intinued increase i
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per resp	1	2	3	4				9	1		4	ed with the strateg
per resi	1		3	4	<u>Ц</u>	5		1	1		4	ed with the strateg
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				ome a member of t	
				provided in the B	
aws of the Comp egulations.	pany, the Manual	on Corporate Go	overnance, applic	able laws, rules a	nd
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election as additi	onal directors or	to fill Board va	cancies as and w	for nomination a hen they arise. T	he
election as additi election of such	onal directors or additional or rep	to fill Board va	cancies as and w		he
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3.22	The Committee makes recommendations to the Board from time to time, as to changes
	which the Committee believes desirable to the size of the Board, including the
	establishment of guidelines in the number of directorships which a member of the Board
	may hold in accordance with the policy on holding multiple board seats under the Manual
	on Corporate Governance.

1	2	3	4	5
Comments:				

Others

3.23 The Committee performs other dates and activities that the Committee or the Board considers appropriate in the context of the Charter of the Corporate Governance Committee.

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1790		-		1000

4. Reporting Process

4.1 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

4.2 An annual report of the Committee's activities is prepared, which may be included in the Company's annual report.

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	ssesses its effect		ally, with a view	
with the requirent shall be the basis	nents of the Cha of its formulation	nter of the Corp on of objectives a	sment must comporate Governance and plans to improthe Charter for ap	Committee ove its per
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Comments:	a Comorata Gov	ernance Cornent	tee is reviewed as	ngually an
as required.	e corporate cov	CIMINE COMMIN	at 13 Tellewed at	
1	2	3	4	
Comments				

II. AUDIT COMMITTEE



METRO GLOBAL HOLDINGS CORP. AUDIT COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME:	FRANCISCO C. GONZALE	Z

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Audit Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Audit Committee. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

- 5 Strongly Agree
- 4 Agree
- 3 Neither agree nor disagree
- 2 Disagree
- 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary.

- Quality and integrity of the Company's financial statements and financial reporting process
- 1.1 The Committee reviews all interim and annual financial statements against its compliance with pertinent Philippine and internationally accepted accounting standards, internal financial management, as well as tax, legal and other regulatory requirements before submission to the Board.

1	2	3	4	(3)
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Comments:

1.2 The Committee reviews with management and the external auditors the results of the audit, including any difficulties encountered, any material errors and/or fraud identified, unusual or complex transactions and other issues warranting the attention of the

Committee, and resolves any disagreements between management and the external auditors regarding financial reporting.

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t	2	3	4	(5)

Comments:

1.3 The Committee reviews with management, internal auditors and the external auditors all matters required to be communicated to the Committee under generally accepted auditing standards.

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	1755		1.75	

Comments:

1.4 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

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Comments:

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Effectiveness o	of the Company's	internal control s	ystems					1	2	3	4	(5)
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Company, on	financial and inte applicable auditin			ie Compa	nny, and those							
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Company, on required by the	applicable auditin	ng or accounting s	tandards.		\sim		2.4	relating to sig	ee may obtain, re nificant accountin	eview and considering policies and pro	er reports, commactices, and chan	nunications and an ges in such policie
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1	ervises manage cial reporting financial stat tining to the er	ervises management in its form cial reporting including the ex- financial statements of the tining to the external auditors.	ervises management in its formulation of accounting cial reporting including the extent of management' financial statements of the Company and the d tining to the external auditors.	ervises management in its formulation of accounting policies, rules and cial reporting including the extent of management's responsibility in financial statements of the Company and the delineation of the tining to the external auditors.	ervises management in its formulation of accounting policies, rules and cial reporting including the extent of management's responsibility in financial statements of the Company and the delineation of the tining to the external auditors.	ervises management in its formulation of accounting policies, rules and cial reporting including the extent of management's responsibility in financial statements of the Company and the delineation of the ciring to the external auditors.	qualifications of of the internal au Comments: Comments: The Committee of the company and the delineation of the internal auditors. The Committee of the company and the delineation of the delineation	qualifications of an internal audit of the internal audit of the internal audit of the internal audit function. 1 2 Comments: The Committee confirms or has to by management of the head of the fining to the external auditors. 3.2 The Committee confirms or has to by management of the head of the Group functionally reports directly and the delineation of the company and the delineation of the comp	qualifications of an internal auditor and the charter of the internal audit function. 1 2 3 Comments: The Committee confirms or has the authority to company and the delineation of the internal auditors. 2 3 4 5	qualifications of an internal auditor and the charter, activities, and cof the internal audit function. 1 2 3 4 Comments: Comments: The Committee confirms or has the authority to confirm the appoint of the charter of the Company and the delineation of the charter auditors. 3.2 The Committee confirms or has the authority to confirm the appoint of the external auditors. The Committee confirms or has the authority to confirm the appoint of the charter auditors. The Committee confirms or has the authority to confirm the appoint of the external auditors. The Committee confirms or has the authority to confirm the appoint of the charter auditors.

	ternal Audit Grou			ategic plans prepared by ent, and major changes to	3.6	Group and mar correct weaknes	nagement's response	onse thereto incl ficulties encount	uding a timetable ered by the audit	ons of the Internal and the for implementations in the course of
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The audit plan of necessary to imp		adit Group includes	s the audit scop	se, resources and budget	3.7	Committee and a completed audit	management of i engagements ar nt risk exposures.	ts activities and nd strategies app	performance rela proved by the C	a annual report to ative to the audit pl committee, which s ues as may be reque
necessary to im	plement it.					Committee and r completed audit include significan	management of i engagements ar nt risk exposures.	ts activities and nd strategies app	performance rela proved by the C	ative to the audit pl committee, which s
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1 omments:	plement it. 2 he internal audit controls on gove	at examination covernance, operation	vers the evalue	ation of adequacy and	3.8	Committee and r completed audit include significar by the Committee 1 Comments:	management of i engagements at at risk exposures.	ts activities and and strategies apply control issues at 3	performance relative to the Condition of the Condi	ative to the audit pl committee, which s

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	neluding complian			ctiveness of the internal ards for the Professional	3.12	manner of the	uditors of the Con preparation of the rules of regulator isted.	ne financial state	ments comply	with applicable :
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the appointment remuneration and	, reappointment	and removal of ment of the exter	the external au	dations to the Board on ditors, to approve the d to raise any questions	3.13	The Committe auditors, inclu the audit comm	e reviews and appr ding scope, audit nences.	roves the nature an resources and exp	d scope of the a	udit plans of the ortingobligation
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Comments:						Comments:				
The Committee	performs its func	ction to assess a	and monitor the	e (i) external auditors' tivity, and require the	3.14	The Committee that manageme reports or comm	reviews the reporent or the Board w	ts or communicati ill provide a time	ons of the exten	nal auditors, and the issues raised
external auditors regards its relati services which m	to make the states onship and servi	ments necessary ces to the Con dependence or c	under applicable apany, discussing objectivity; and t	e auditing standards as ig any relationship or (ii) the effectiveness of		1	2	3	4	(3)
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Comments:		1	2	3	4	3
The Committee has the capacity and resources to ensure the development and		Comments:				
implementation of policies on the engagement of external auditors to supply non-audit work, including the fees payable therefor, and evaluate any non-audit work undertaken by the external auditors to ensure that the same does not conflict with its audit functions.	4,2			lts of managemen		and follows up on
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The external auditors of the Company or the signing partner of the auditing firm engaged by the Company is changed every five (5) years or earlier.	4.3		reviews finding		examination by	regulatory agencie
1 2 3 4 5		1	2	3	4	(5)
Comments:		Comments:				
Compliance by the Company with accounting standards, legal and regulatory requirements, including the Company's disclosure policies and procedures	5.	Evaluation of a	nanapement's nr	racess la assess a	nd manage the	Company's risk iss
The Committee ascertains or has the opportunity to ascertain whether the Company has an effective process for determining risks and exposure from litigation and claims from		on accounting,	internal account	ing controls, and	iting or financia	il reporting matters
non-compliance with laws and regulations.	5.1	and illegal acts	affecting the inte	grity of internal c	ontrols and fina	n the detection of fi ncial reporting syst ancial statements of

1	2	3	4	(5)		ļ	procedures, and procedures ado	discusses with pted, particularly	Company has es management and those relating mal accounting	the internal au to risk identifi	ditor such po cation, assess
Comments:							1	2	3	4	5
The Committee	has the power are	nd authority to conto any communic	nduct investigat	tions, and consider and	- 1	1	Comments:				
Whistleblowing	g Policy procedure	es of the Company	y, or relating to	any findings of major delegated by the Board	r						
or on the Comm	nittee's own initia	tive, and manager	ent's response	thereto.	-		activities in ma	naging credit, m ding receipt of re	arket, liquidity, of gular reports from	perational, legal	and other ris
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Comments:			4		-		Comments:				
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The Committee	letection of fraud	and illegal acts aff	fecting the integ	nunications and analysi grity of internal control	Is						
The Committee relating to the d	letection of fraud	and illegal acts aff and processes, and	fecting the integ	unications and analysi grity of internal control i material misstatemen	Is	:					



METRO GLOBAL HOLDINGS CORP. AUDIT COMMITTEE

1.2 The Committee reviews with management and the external auditors the results of the audit, including any difficulties encountered, any material errors and/or fraud identified, unusual or complex transactions and other issues warranting the attention of the

		SELF-ASSI	ESSIMENT WOR	KSHEET				1:	2	3	4	(3)
IAME:	JOSE WIL	FRIDO M. SUA	REZ									
DATE:	25 April 20	025						Comments:				
erforma Sovernar tem that	nce of the Au nce and Charte corresponds to	dit Committee in er of the Audit Co o your answer usir	accordance with mmittee. Kindly	the Companiccomplish th	to assess and improve they's Manual on Corporate is form by encircling the	c	1.3					the external auditors a erally accepted auditin
4 3 2	 Strongly Ag Agree Neither agree Disagree Strongly Di 	ee nor disagree						1	2	3	4	(s)
А	remarks colu	mn is also provide	d for further com	ments, if nece	essary.			Comments:				
	Quality and in	tegrity of the Co.	mpany's financii	d statements	and financial reporting	g						
w fi	ith pertinent	Philippine and in gement, as well a	nternationally acc	cepted accou	nts against its compliane nting standards, interna tory requirements before	d	1.4	members presen		ports to the Board		member elected by the s and recommendation
	1	2	3	4	5			1	2	3	4	(5)
c	Comments:							Comments:				

Committee, and resolves any disagreements between management and the external

auditors regarding financial reporting.

1	2	3	4	(5)						
Comments:					2.3					unications and analy auditing or account
F#	of the Company's i					1	2	3	4	(s)
				eations and analysis		Comments:				
Company, on		rnal controls and	systems of the Co	ompany, and those						
Company, on	financial and inte	rnal controls and	systems of the Co		2.4					unications and anal ges in such policies
Company, on required by the	financial and inte applicable auditin	rnal controls and ag or accounting st	systems of the Co tandards.	ompany, and those	2.4	relating to sign				
Company, on required by the	financial and inte applicable auditin	rnal controls and g or accounting st	systems of the Co	ompany, and those	2.4	relating to sign practices.	ificant accounting	policies and pra	ctices, and chang	
Company, on required by the 1 Comments: The Committe relating to sig	financial and interapplicable auditing applicable auditing 2	rnal controls and g or accounting st 3 3	systems of the Cotandards. 4 reports, communicating and internal	ompany, and those	2.4	relating to sign practices. 1 Comments:	ificant accounting	policies and pra	etices, and chang	ges in such policies
Company, on required by the I Comments: The Committe relating to sig practices, inch	financial and interapplicable auditing applicable auditing 2	rnal controls and g or accounting st 3 3	systems of the Cotandards. 4 reports, communicating and internal	eations and analysis control issues and		relating to sign practices. 1 Comments:	ificant accounting	policies and pra	4 r reports, commi	

					2.9			iew and consider udit or restriction		
	may obtain, revie tments arising fro		reports, commun	nications and analysis		1	2	3	4	(5)
1	2	3	4	(5)		Comments:				
mments:										
				nications and analysis	2.10		material queries	iew and consider raised by the aud ounts or systems of	itors to manag	ement in respe
luding mana	gement letters.					1	2	3	4	75)
	2	3	4	(5)			12/11	~		
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e Committee		ew and consider	reports, commun	nications and analysis	2.11		ulatory agencies	d make recommer relating to the fin takes corrective	ancial statemer	its of the Comp
mments:	may obtain, revi	ew and consider	reports, commun		2.11	or report by regionsures that ma	ulatory agencies	relating to the fin	ancial statemer	its of the Comp

th in	at will ensure cluding a fra	the integrity o	f internal contro	l activities thro nd detection, th	al management system ughout the Company, arough a step-by-step ganization.	2.13	internal controls freedom from	s over financial re interference from properties of the	porting, ensuring n outside parties,	the independen unrestricted	mal auditors' review of ce of one from the other access to such record them to perform the
	1	2	3	4	(5)		1	2	3	4	0
c	omments:						Comments:				
			valuates the effect ation technology		ompany's internal	Ĭ.	Pode Seattle Committee	1.00 1.77 1.55	of its internal an		
	1	2	3	4	(5)	3.1		f an internal audi			ernal Audit, reviews the organizational structu
C	omments:						1	2	3	4	(3)
-							Comments:				
pi th	rocedures on fi e preparation	inancial reporting of financial sta	including the ex	tent of manager	nting policies, rules and ment's responsibility in the delineation of the	3.2	by managemen	t of the head of	the Internal Audit	Group. The he	ointment or replaceme
	ī	2	3	4	(5)		Group function	ally reports direc	tly to the Committ	ee.	
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1	2	3	4	(5)
omments:				
ne audit plan of ecessary to impl		lit Group include	s the audit scope	, resources and
1	2	3	4	(5)
omments:				
ciniments.				

Group and man- correct weaknes	reviews significa agement's respon ses, and any diffic strictions on the s	se thereto includ culties encounter	ling a timetable ed by the auditor	for implementat
1	2	3	4	(5)
	udit Group is re			
Committee and completed audit	management of it t engagements an ant risk exposures,	ts activities and p nd strategies app	performance relationships the Control of the Contro	ative to the audit committee, which
Committee and completed audit include significa	management of it t engagements an ant risk exposures,	ts activities and p nd strategies app	performance relationships the Control of the Contro	ative to the audit committee, which

Comments:						Comments:	1			
	including complia			tiveness of the internal	3.12	manner of the	preparation of thules of regulator	e financial states	nents comply w	luct of the audit and the ith applicable auditing which the Company's
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the appointmen remuneration ar	nt, reappointment	and removal of ement of the exter	the external au	iations to the Board on ditors, to approve the I to raise any questions	3.13		ing scope, audit			edit plans of the external
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professional qu	alifications, com	petence, independ	lence and object	(i) external auditors' tivity, and require the	3.14		nt or the Board w			nal auditors, and ensures he issues raised in such
regards its rela services which	ationship and ser may derogate its	vices to the Com	pany, discussir	e auditing standards as ag any relationship or (ii) the effectiveness of		1	2	3	4	(5)
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1	2	3	4	(5)
Comments:				
The external aud	itors of the Com	pany or the signir	ng partner of the	auditing firm
by the Company	is changed every	five (5) years or	earlier.	-
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continuence.				

Comments:

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		lts of management uding disciplinary		and follows up
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	reviews finding and external audi	s resulting from e	examination by	regulatory agenc
			examination by	regulatory agend
vell as internal :	and external audi	ts, if any.		regulatory agence
t Comments:	and external audi	ts, if any.	4	(5)
I Comments: Evaluation of n	2 anagement's pr	ts, if any.	4 nd manage the	Company's risk

Comments:				
93 140 343 3493 34004, 0				
		nd authority to co to any communic		
Whistleblowing	Policy procedure	es of the Compan	y, or relating to	any finding
ALTONOMICS CONTRACTOR OF THE PROPERTY OF THE P		ive, and manager	CONTRACTOR STREET, STREET	Control of the Contro
		-	00	7
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		ew and consider		
relating to the do		nd processes, and		
and financial rep				6
and financial rep	2	3	4	

	2	3	4	(5)
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The Committee	regularly evalua	ates the adequac	v and effective	eness of mana
activities in mar	naging credit, ma	rket, liquidity, op gular reports from	perational, lega	d and other ris
nanagement act		gam repais nom	management of	irrisk exposure.
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1 Comments:	2	3		
	2	,		

Signature over printed name

5.4 The Committee ensures that the Company has established risk management policies and

Page **181** of **275**



METRO GLOBAL HOLDINGS CORP. AUDIT COMMITTEE SELF-ASSESSMENT WORKSHEET

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Audit Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Audit Committee. Kindly accomplish this form by encircling the

Quality and integrity of the Company's financial statements and financial reporting

1.1 The Committee reviews all interim and annual financial statements against its compliance with pertinent Philippine and internationally accepted accounting standards, internal financial management, as well as tax, legal and other regulatory requirements before

1.2 The Committee reviews with management and the external auditors the results of the audit, including any difficulties encountered, any material errors and/or fraud identified, unusual

or complex transactions and other issues warranting the attention of the

NAME: ROBERTO S. ROCO

DATE: 25 April 2025

5 – Strongly Agree 4 – Agree 3 – Neither agree nor disagree

submission to the Board.

Comments:

2 – Disagree 1 – Strongly Disagree

item that corresponds to your answer using the following criteria:

A remarks column is also provided for further comments, if necessary.

L					,
C	omments:				
m		reviews with ma			
	1	2	3	4	Č
c -	omments:				
m	embers presen	n of the Commit t in a meeting, rep mmittee following	orts to the Board		
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	1	2	3	4	

Committee, and resolves any disagreements between management and the external

1	2	:	3	4	(5)							
Comments:	mments:						2.3	The Committee relating to the e standards.		ew and consider responsibility u		
Effectivenes	fectiveness of the Company's internal control systems							1	2	3	4	(5)
	ompany, on financial and internal controls and systems of the Company, and those							Comments;				
submitted to Company, o	be Committee may obtain, level want consider reports, communications and arrays is bimitted to the Committee by management, and the internal and external auditors of the ompany, on financial and internal controls and systems of the Company, and those quired by the applicable auditing or accounting standards.											
submitted to Company, o	the Committee of financial a the applicable	tee by mar and intern	nagement, and that controls and	systems of the			2.4			iew and consider policies and prac		
submitted to Company, c required by	the Committee of financial a the applicable	tee by man and intern e auditing	nagement, and that controls and or accounting st	systems of the andards.	Company, and those		2.4	relating to signi				
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lating to any	naterial communi					1	2	3	4	(5)
elating to any a recluding mana	material communi gement letters.	cations between r	management and	the external auditors			2	3	4	(5)
leating to any schoding managed of the comments:	material communi gement letters. 2 may obtain, revi	3	4 reports, communi	the external auditors	2.11	Comments:	may consider an		ndations relating	to any comm
leating to any schoding managed of the comments:	material communi gement letters. 2 may obtain, revi	3	4 reports, communi	the external auditors	2.11	Comments: The Committee or report by reg consures that may	may consider an	d make recomme	ndations relating	to any comm

hat will ensure neluding a fra	the integrity of mework for frame	elopment of a tran f internal control ud prevention an a that will be used	activities through d detection, thr	ghout the Cor rough a step-b	mpany,		freedom from i	over financial re- nterference from properties of the	porting, ensuring outside parties Company neces	the independence unrestricted ac	of one from t
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mments:				
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		ts activities and p nd strategies app		
clude signification the Committee		, control issues an	d such other issue	es as may be re
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c	Comments:						Comment	5:				
a	udit function, in	Committee reviews or has the opportunity to review the effectiveness of the internal function, including compliance with the International Standards for the Professional ice of Internal Auditing. 1 2 3 4 5				3.12	manner o	f the pa	reparation of the les of regulatory	financial states	nents comply wi	uct of the audit an th applicable auc which the Compa
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ti	he appointment, emuneration and	reappointment	and removal of ment of the exte	the external au	dations to the Board on ditors, to approve the d to raise any questions	3.13		includir	ng scope, audit r	oves the nature an esources and exp		
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an effe	e Committee ascertains or has the opportunity to ascertain whether the Company has effective process for determining risks and exposure from litigation and claims from a-compliance with laws and regulations.				5.1	and illegal acts	affecting the inte	grity of internal	controls and fina	n the detection of neial reporting sy ancial statements	

Company.

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ndations relating	to any communic	ation or report n	eferred to it under the		Comments:				
n internal control	or financial repor	ting matters as d	lelegated by the Board	5.5	activities in ma	maging credit, m	arket, liquidity, o	perational, legal	and other risks of
2	3	4	(5)				gular reports from	management on	risk exposures and
					1	2	3	4	(3)
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porting systems a	and processes, and			2	A				
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METRO GLOBAL HOLDINGS CORP. AUDIT COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME:	SOLITA A. ALCANTARA	

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Audit Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Audit Committee. Kindly accomplish this form by <u>encircling</u> the item that corresponds to your answer using the following criteria:

- 5-Strongly Agree
- 4 Agree
- 3 Neither agree nor disagree
- 2 Disagree
- 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary.

- Quality and integrity of the Company's financial statements and financial reporting process
- 1.1 The Committee reviews all interim and annual financial statements against its compliance with pertinent Philippine and internationally accepted accounting standards, internal financial management, as well as tax, legal and other regulatory requirements before submission to the Board.

1	2	3	4	5

Comments:

1.2 The Committee reviews with management and the external auditors the results of the audit, including any difficulties encountered, any material errors and/or fraud identified, unusual or complex transactions and other issues warranting the attention of the

Committee, and resolves any disagreements between management and the external auditors regarding financial reporting.

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1.4 The Chairperson of the Committee, or in his/her absence, the member elected by the members present in a meeting, reports to the Board on the decisions and recommendations made by the Committee following each meeting.

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SEC Form – I-ACGR * Updated May, 2025

III. **RELATED PARTY TRANSACTIONS COMMITTEE**



METRO GLOBAL HOLDINGS CORP. RELATED PARTY TRANSACTIONS COMMITTEE

		SELF-ASSE	SSMENT WOR	RKSHEET		
NAME:	FRANCISC	O C. GONZALE	z			
DATE:	25 April 202	25				
fanual olicy o	on Corporate (on Related Part)	Governance Cher	actions Committee ter of the Relate indly accomplish	ee in accordance	assess and improve the ee with the Company's actions Committee, and accreting the item that	
5 4 3 2	- Strongly Agr - Agree - Neither agree - Disagree - Strongly Disa	ree e nor disagree				
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. N	lembership an	d Qualifications				
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1 Comments: The Committee	2 e acts only on the a	affirmative vote o	4 f at least a maj	ority of the m

Chairperson.

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A notice of each	meeting confirm	ming the date, tin	ne, venue and a	agenda is sent to each
he notice include	ommittee at leasi les the agenda ite	t two (2) working ms and materials:	days prior to the	ne date of the meeting uring the meeting.
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s necessary, the	Committee may	invite members	of management	and organization staff
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METRO GLOBAL HOLDINGS CORP. RELATED PARTY TRANSACTIONS COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME: JOSE WILFRIDO M. SUAREZ

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Related Party Transactions Committee in accordance with the Company's Manual on Corporate Governance, Charter of the Related Party Transactions Committee, and Policy on Related Party Transactions. Kindly accomplish this form by gacircling the item that corresponds to your answer using the following criteria:

- 5-Strongly Agree
- 4 Agree
- 3 Neither agree nor disagree
- 2 Disagree 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

1.1 The Related Party Transactions Committee has a minimum of three (3) voting members of the Board, all of whom are non-executive directors.

1.2 At least two (2) of the Committee members are Independent Directors, including the

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	 3	-	(3)

vote of the memb Board Meeting of constituting a quo	and the director- pers of the Board of the Company, or orum.	constituting a que	orum either duri	ng the Organ
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present at a meeti				1 (0)
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The Committee exposures, are su 1 Comments: The Committee emeasuring, control	bject to a periodic	3 ementation of the grelated party tra	4 e system for idea	atifying, mo

invalidation of a t of losses or oppor an abusive materi directors, officers related party tran	as the authority transaction, include tunity costs incurring al related party transfer and employees we sactions in accor- plicies and applications.	ling measures that red by the Compar ransaction, and of the have been rem dance with the P	t would cut loss ny arising out of her penalties the iss in their dutie olicy on Relate	es and allow re or in connecti it may be impo s in handling r
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	acts within such	powers, duties a	nd authority gr	anted upon it
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.2	party's relationshi transaction, i.e. w special risk or con counterpart related	ip to the Compa hether the transa- ntingency for the d party, taking i	ny and the extent action would prese Company or any nto account the s	t of the related p ent an improper of of its subsidiarie	considers the related party's interest in the conflict of interest or es or affiliates, or the action and the overall			Comments:				
	financial position	of the counterpa	rt related party.			4.			e to the Board for		review of the Co	ommittee are endorse
	l.	2	3	4	(5)		Г	1	2	3	4	(3)
	Comments:						C	Comments:				
								etre nerdeomes				
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	Comments:						n	nade by the Com	nmittee following	each meeting.		
								1	2	3	4	(5)
A	In evaluating mat	terial related par	ty transactions ti	he Committee or	nneklare any material		c	1 Comments:	2	3	4	(5)
.4	information or oth	ner factors the Co	mmittee deems re	levant, including	onsiders any material but not limited to the		0	1 Comments:	2	3	4	(5)
.4	information or oth following: (a) the (b) the availability	her factors the Co benefits to the Co y of other source	mmittee deems re Company of the p s of comparable p	elevant, including roposed related p roducts or service	but not limited to the party transaction; and	5.	2 A	An annual report	of the Committee			may be included in the
.4	information or oth following: (a) the	ner factors the Co benefits to the G	mmittee deems re Company of the p	elevant, including roposed related p	but not limited to the party transaction; and	5.	2 A	An annual report Company's annu	of the Committee	e's activities is p	erepared, which r	
.4	information or oth following: (a) the (b) the availability	her factors the Co benefits to the Co y of other source	mmittee deems re Company of the p s of comparable p	elevant, including roposed related p roducts or service	but not limited to the party transaction; and	5.	2 A	An annual report	of the Committee			may be included in th
.4	information or oth following: (a) the (b) the availability	her factors the Co benefits to the Co y of other source	mmittee deems re Company of the p s of comparable p	elevant, including roposed related p roducts or service	but not limited to the party transaction; and	5.	2 6	An annual report Company's annu	of the Committee	e's activities is p	erepared, which r	
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1	2	3	4	5
nents:				
Charter of a	the Related Party	Transactions C	ommittee is rev	riewed annu
		The Stratements of	ommittee is rev	
		Transactions C	ommittee is rev	riewed annu

6.2

Signature over printed name



METRO GLOBAL HOLDINGS CORP. RELATED PARTY TRANSACTIONS COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME: ROBERTO S. ROCO

2 - Disagree 1 - Strongly Disagree

1

DATE: 25 April 2025
This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Related Party Transactions Committee in accordance with the Company's Manual on Corporate Governance, Charter of the Related Party Transactions Committee, and Policy on Related Party Transactions, Kindly accomplish this form by encircling the item that
corresponds to your answer using the following criteria:
5 Strongly Agree
4 – Agree
3 - Neither agree nor disagree

A remarks column is also provided for further comments, if necessary.

2

1.1 Membership and Qualifications 1.1 The Related Party Transactions Committee has a minimum of three (3) voting members of the Board, all of whom are non-executive directors. 1 2 3 4 5 Comments: The workthe has four granders 2 of the are adjusted directors. 1.2 At least two (2) of the Committee members are Independent Directors, including the Chairperson.

3

4

(5)

ote of the memb	ers of the Board the Company, or	constituting a que	ommittee are apporum either during ncy, during any n	g the Organiza
1	2	3	4	(5)
Comments:				
	neets at such tim	ics and places as	it considers app	ropriate, but i
han two (2) times	s a year.	3	4	(5)
han two (2) times		3	4	(5)
l Comments: The Committee a present at a meeti	2 acts only on the a	affirmative vote of is a quorum. [Att	of at least a majo endance of at least transaci business	rity of the me

1	2	3	4	5	2.7 The C duties		s provided with	sufficient resource	ces by the Comp	any to dischar
Comments:						1	2	3	4	(5)
member of the C	n meeting confirm committee at least des the agenda item	two (2) working	days prior to the	enda is sent to each date of the meeting. ring the meeting.	Comm	30.5				
Comments:	2	3	4	5	3.1 The C and ar identi	mong busin ified, relate	ensures the evaluatesses and counter	ation on an ongoi parties to ensure t ctions are moni from non-related t	hat all related part tored, and subs	ties are contin
of the Company pertinent inform with any memb	and any of its sub ation and data. A	sidiaries, to attend t the discretion of my's or its subs	d the Committee of the Committee idiaries' manage	nd organization staff meeting and provide e, separate meetings ment may be held, of its functions.	Come	1 ments:	2	3	4	5
of the Company pertinent inform with any memb	and any of its sub ation and data. A ser of the Compa	sidiaries, to attend t the discretion of my's or its subs	d the Committee of the Committee idiaries' manage	meeting and provide e, separate meetings ment may be held,	3.2 Relate	ments:	clated party trans	actions and changegulators or super	ges in relationship	
of the Company pertinent inform with any memb whenever it is de	and any of its sub ation and data. A per of the Compa eemed appropriate	sidiaries, to attent t the discretion of my's or its subs by the Committee	d the Committee of the Committee idiaries' manage e for the exercise	meeting and provide e, separate meetings ment may be held, of its functions.	3.2 Relate	ments:	clated party trans	actions and chang	ges in relationship	
of the Company pertinent inform with any memb whenever it is do 1 Comments:	and any of its sub ation and data. A beer of the Compa seemed appropriate 2	sidiaries, to attent t the discretion , ny's or its subs by the Committee 3	d the Committee of the Committee idiaries' manage e for the exercise 4	meeting and provide e, separate meetings ment may be held, of its functions.	3.2 Relati	ed parties, r	clated party trans	actions and changegulators or super	ges in relationship	s are reflected
of the Company pertinent inform with any memb whenever it is do 1 Comments: The Committee its subsidiaries falso obtain extended.	and any of its sub ation and data. A see of the Compa gemed appropriate 2 has full access to nor the performance	sidiaries, to attent t the discretion y y's or its subs by the Committee 3 arrangement, perse e of its duties and or independent	d the Committee of the Committee didaries' manage e for the exercise 4 onnel and records responsibilities.	meeting and provide e, separate meetings ment may be held, of its functions.	3.2 Relatively relevant	ed parties, rant reports t	clated party trans to the Board and r 2	actions and change egulators or super 3	ges in relationship rvisors. 4	es are reflected
of the Company pertinent inform with any memb whenever it is do 1 Comments: The Committee its subsidiaries f also obtain exte	and any of its sub ation and data. A see of the Compa eemed appropriate 2 has full access to not the performance ernal legal course	sidiaries, to attent t the discretion y y's or its subs by the Committee 3 arrangement, perse e of its duties and or independent	d the Committee of the Committee didaries' manage e for the exercise 4 onnel and records responsibilities.	meeting and provide e, separate meetings ment may be held, of its functions. S of the Company and The Committee may	3.2 Relatively relevant and the feet of th	ed parties, rant reports t Committee adertaken o tenor, colla elated part	clated party trans o the Board and r 2 evaluates all mat n more favorable teral requirement	actions and change egulators or super	ges in relationship rvisors. 4 y transactions to (e.g. price, commit parties than simi	ensure that the

	valuates all materi ssues that may ari			
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The Committee exposures, are su	ensures that tra	independent revi	ew or audit proce	88.
The Committee				
The Committee exposures, are su 1 Comments:	bject to a periodic	3 lementation of the grelated party tra	4 e system for ider	atifying, mo

nvalidation of a t of losses or oppor an abusive materi directors, officers related party tran	ransaction, include tunity costs incurred al related party trander employees was actions in accor-	o recommend to ling measures that red by the Compar ansaction, and of the have been rem dance with the P able laws, rules ar	t would cut losses by arising out of other penalties that liss in their duties tolicy on Related	and allow rec or in connectio may be impo- in handling m
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	acts within such	powers, duties a	nd authority gra	nted upon it
The Committee : Board. 1 Comments:	acts within such	powers, duties a	nd authority grad	nted upon it
l Comments:	2 Guidelines to E		4 ngth Terms	(5)
I Comments: Compliance with in evaluating mat transaction, inclusters of the trans	2 Guidelines to E crial related party ding the propose	asure Arm's Ler transactions, the d aggregate value favorable than th	4 agth Terms Committee consists of the transacti	ders the terms

party's relationsh transaction, i.e. w special risk or cor	ip to the Compar thether the transac ntingency for the d party, taking in	ny and the extent ection would prese Company or any to account the si	of the related pa ent an improper co of its subsidiaries	onsiders the related orty's interest in the conflict of interest or s or affiliates, or the tion and the overall	4.6	Comments:	narty transactiones	which pass the way	oview of the Con	nmittee are endorse
1	2	3	4	(5)	4.0	by the Committe	e to the Board for	final approval.	THEW OF THE CON	
Comments:						Comments:	2	3	.4	(5)
		ty transactions, the	he Committee co	nsiders the purpose						
and timing of the	transaction.	3	4	(5)	5. 5.1		n of the Committ			mber elected by th
Comments:				9			nmittee following		n the decisions a	nd recommendation
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Comments:						1	2	3 '	4	(5)
The Committee	reviews all motor	rial related party	transactions in a	secordance with the		Comments:	Menyage as	mand suport, an	Amed Myst	gas comits at
principles of tran	sparency, integrit fair, and they wi	y and fairness, to	ensure that they	are at arm's length, e Company and its	6.	Performance E				
1	2	3	4	(3)	6.1	performance acc with the requires	cords with best pr ments of the Char	actice. Such asses ter of the Related	sment must com Party Transaction	to ensuring that it pare its performance as Committee, which ove its performance

including any recommendations for amendments to the Charter for approval by the Board.

1 2 3 4 5

Comments:

6.2 The Charter of the Related Party Transactions Committee is reviewed annually and updated as required.

1 2 3 4 5

Comments:

Signature over printed name



METRO GLOBAL HOLDINGS CORP. RELATED PARTY TRANSACTIONS COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME:	RAMON G. JIMENEZ	RAMON G.

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Related Party Transactions Committee in accordance with the Company's Manual on Corporate Governance, Charter of the Related Party Transactions Committee, and Policy on Related Party Transactions, Kindly accomplish this form by *encircling* the item that corresponds to your answer using the following criteria:

- 5 Strongly Agree
- 4 Agree 3 Neither agree nor disagree
- 2 Disagree 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary,

1. Membership and Qualifications

1.1 The Related Party Transactions Committee has a minimum of three (3) voting members of the Board, all of whom are non-executive directors.

2	
3) 3
	3 4

Only three of the four members of the Committee - the two independent directors and the non-executive director, vote on maders relating to related yeary treascentors. The fourth members who is an executive efficient of the conscription, hypically presents the installed ponly treatment. Along the meetings.

1.2 At least two (2) of the Committee members are Independent Directors, including the

1	2	3	(A)	5
	-	3	(-)	3

	ers of the Board of the Company, or	constituting a qu	committee are appoint forum either during ancy, during any me	the Organi
1	2	3	4	5
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han two (2) time	s a year.			
han two (2) time	2	3	4	5
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Comments: tost of the time, the mis is they share the same The Committee or essent at a meeti	2 setting of the Committee members.	offirmative vote is a quorum. [Att	of at least a major	th of which are ity of the n

the members as Chairperson of the meeting.

SEC Form - I-ACGR * Updated May, 2025

-	1	2	3	(4)	5	2.3	duties.	is provided with	Surrencia resous	rces by the Comp	my to discharge
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1			T			3.	. Duties and Res	sponsibilities			
-	Comments	2	3	(4)	5	3.	and among bus identified, rela	e ensures the evalua- inesses and counterp ated party transac- ith counterparties (f	parties to ensure	that all related par sitored, and sub-	ties are continuous sequent changes
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f losses or oppor	tunity costs incurr	red by the Compa	ny arising out of or ther penalties that	r in connection
elated party tran		dance with the I	niss in their duties in Policy on Related and regulations.	
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IV. BOARD RISK OVERSIGHT COMMITTEE



METRO GLOBAL HOLDINGS CORP. BOARD RISK OVERSIGHT COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME:	JOSE WILFRIDO M. SUAREZ

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Board Risk Oversight Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Board Risk Oversight Committee. Kindly accomplish this form by <u>encircling</u> the item that corresponds to your answer using the following criteria:

- 5-Strongly Agree
- 4 Agree
- 3 Neither agree nor disagree
- 2 Disagree
- 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

1.1 The Board Risk Oversight Committee has a minimum of three (3) voting members of the Board.

nents:

1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

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ommittee.	of the Committee	e is not the Chair	person of the B	and or of an
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The Chairperson to ote of the mem	bers of the Board of the Company, or	constituting a que	orum either durir	g the Organia
The Chairperson rote of the mem Board Meeting o constituting a qu	bers of the Board of the Company, or orum.	constituting a que r if there is a vaca	orum either durii ncy, during any	g the Organia

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The Committee a present at a meetin members constitu	ng at which there	is a quorum. [Atte	endance of at le	jority of the membe ast two (2) Committe ss.]	2.6	6 The Comm	ittec ha	s full access to n	nanagement, pers	onnel and record	ls of the Company a
1	2	3	4	(5)		its subsidia also obtair	ries for extern	the performance	e of its duties and I or independent	responsibilities	. The Committee n fvice if it consider
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The Chairperson absence of the Co the members as C	ommittee Chairpe	erson, the Commi	I meetings of t	the Committee. In the resent elect one (1)		Comments					
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Comments:	
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METRO GLOBAL HOLDINGS CORP. BOARD RISK OVERSIGHT COMMITTEE SELF-ASSESSMENT WORKSHEET

DATE:	25 Apr	2025						
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	and wer usung the following cineria:

- 5 Strongly Agree 4 Agree 3 Neither agree nor disagree

NAME: FRANCISCO C. GONZALEZ

- 2 Disagree 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

1.1 The Board Risk Oversight Committee has a minimum of three (3) voting members of the

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1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

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Page **222** of **275**

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METRO GLOBAL HOLDINGS CORP. BOARD RISK OVERSIGHT COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME:	ATTY. FERDINAND T. SANTOS
	Print I I E I E I I E I E I E I E I E I E I

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Board Risk Oversight Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Board Risk Oversight Committee. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

Phone	 Amma

- 5 Strongly Agree
 4 Agree
- 3 Neither agree nor disagree
- 2 Disagree 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

The Board Risk Oversight Committee has a minimum of three (3) voting members of the Board.

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1.2 Majority of the Committee members are Independent Directors, including the

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Page 226 of 275

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Comments:

ATTY FERDINAND T. SANTOS

Signature over printed name



METRO GLOBAL HOLDINGS CORP. BOARD RISK OVERSIGHT COMMITTEE SELF-ASSESSMENT WORKSHEET

NAME: ATTY. ALICE ODCHIGUE-BONDOC

DATE: 25 April 2025

This Board Committee Self-Assessment Worksheet is intended to assess and improve the performance of the Board Risk Oversight Committee in accordance with the Company's Manual on Corporate Governance and Charter of the Board Risk Oversight Committee. Kindly accomplish this form by encircling the item that corresponds to your answer using the following criteria:

- 5 Strongly Agree
- 4 Agree 3 Neither agree nor disagree
- 2 Disagree 1 Strongly Disagree

A remarks column is also provided for further comments, if necessary.

1. Membership and Qualifications

1.1 The Board Risk Oversight Committee has a minimum of three (3) voting members of the

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1.2 Majority of the Committee members are Independent Directors, including the Chairperson.

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4. Reporting Process

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ATTY. ALICE ODCHIGUE-BONDOC	
Signature over printed name	



CERTIFICATION

The Good Governance Advocates and Practitioners of the Philippines, Inc. (GGAPP), hereby certify that an independent Third-Party Board Evaluation for 2021 was conducted for

METRO GLOBAL HOLDINGS CORPORATION (MGHC)

The Third-Party Board Evaluation was conducted through surveys sent to and accomplished by the members of the MGHC Board of Directors.

22 April 2022

Vincent Edward R. Festin

Chairmán

Reginald H. Tiu

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BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

	Process	Criteria		
Board of Directors	Periodic self-appraisal	Board discussions and participation		
Board Committees	Periodic self-appraisal	Meeting targets/objectives set by the committees		
Individual Directors	Periodic self-appraisal	Board discussions and participation		
CEO/President	Periodic review of management	Meeting Company objectives and targets		

<u>Risks</u>

The Group's principal financial exposures consist of its payables to associates and stockholders. Such financial instruments were used in prior years to raise funds for working capital and to retire interest-bearing US Dollar denominated bank loans. The group, as a matter of policy, discourages the use of any foreign currency denominated obligations to avoid foreign currency risks and exchange losses. On the other hand, the group encourages the creation of US dollar denominated assets to take advantage of potential gains arising from foreign exchange movements. On balance, the group maintains a margin currency position in its asset and liability management function.

The residual financial risks from the Group's financial instruments are cash flow/liquidity risks, credit risks and equity price risks.

Cash flow/liquidity risk arises from the possibility that the group may encounter difficulties in raising funds to meet or settle its obligations and to support the group's operations and activities.

The group coordinates and negotiates closely with each principal stockholder to manage cash flow risks by jointly identifying new sources of cash flow infusions into the group over the next five years.

The group's exposure to credit risk arises primarily from its deposits with banks of good credit rating. The maximum exposure to credit risk is equivalent to the carrying amount of these cash in banks.

The group is exposed to fair value changes of its Available-For-Sale (AFS) investments in listed equity securities. The group's policy is to maintain risk at an acceptable level. The group's shares are not traded at the PSE at the moment. Once the voluntary suspension of the trading of the group's shares is lifted, movement in share price will be monitored regularly to determine the impact on its financial position.

The group continuously conducts an internal review of its financial risks management objectives and policies.

PROCESS FOR APPROVING AND RECOMMENDING THE APPOINTMENT, REAPPOINTMENT, REMOVAL, AND FEES OF THE EXTERNAL AUDITORS

Metro Global Holdings Inc.'s (MGH) procedure for the selection and appointment of the External Auditor may vary from time to time.

Responsibility for Selection and Appointment

The Audit Committee is the custodian of MGH's External Auditor relationship and makes recommendations to the Board in relation to the appointment, termination and oversight of the External Auditor.

It also ensures that key partners within the appointed firm are rotated from time to time in accordance with Board policy.

Selection Criteria

MGH requires its External Auditor to review, test and challenge its accounting policies, accounting processes and internal financial controls.

Accordingly, MGH appoints as External Auditor an internationally recognized and respected accountancy firm which has access to expert international accounting standards, demonstrable audit quality control processes and substantial resources to carry out any assignment.

Selection and Appointment Process

Key aspects of the External Auditor selection and appointment process are:

- The Board is responsible for appointing the External Auditor, subject to shareholder approval.
- The Audit Committee will annually review the External Auditor's performance and independence and periodically benchmarks the cost and scope of the external audit engagement.
- The appointed External Auditor is required to present to the Audit Committee an annual external audit proposal.
- The Audit Committee, in consultation with management, will approve the scope of the audit, the terms of the annual engagement letter and audit fees.
- Management will prepare the annual engagement letter on behalf of the Audit Committee.
- Upon engagement, the External Auditor will have unfettered access to management, staff, records and company facilities, and is permitted reasonable, agreed time to conduct its audit.

Rotation of External Auditor Partners and Staff

The External Auditor is required to rotate any MGH audit and review of the lead audit partner every five years and other audit partners every seven years, and consider whether there should be regular rotation of the audit firm itself



POLICY ON NON-AUDIT SERVICES

INTRODUCTION:

This document details Metro Global Holdings, Corporation's (MGHC) policy in relation to the provision of non- audit services by the external auditors ("the Auditors") on behalf of the MGHC and outlines the control processes that are in place to ensure compliance with this Policy.

The objectives of this Policy are:

- (a) to preserve the independence and objectivity of the Auditors in performing the mandatory audit, and
- (b) to avoid any conflict of interest by outlining both the types of work that the Auditors can and cannot undertake and the considerations that should be applied in assessing potential conflicts of interest.

Additionally, the Audit Committee recognizes that the Auditor has significant knowledge of MGHC's business and that this knowledge and experience can be utilised to the MGHC's advantage in the provision of certain additional professional services. However, there is a need to balance these advantages against the need to maintain safeguards in those areas where there could be an external perception that the auditor's independence and judgment may have been impaired through the award of non- audit assignments.

This policy provides guidance on the services that the Auditor may be asked to undertake and those services where the Auditor should not be involved.



POLICY:

1. Audit - related services

Audit-related services are defined as those services that are specifically required of MGHC Auditor through regulatory, legislative or contractual requirements. Such services are considered to be wholly compatible with independent external audit services.

Such audit-related services include, but are not limited to:

- Assurance services required of the Auditor by the regulatory authorities in whose jurisdiction the company operates.
- Additional legislative or contractual requirements for mandatory reports to be undertaken by the Auditors.

2. Permitted Non-Audit Services

In addition to Audit-related Services, there are certain services that are best provided by the Auditors because of their existing knowledge of the business, or because the information required is a by-product of the audit process. Such services are typically not required to be provided by the Auditor by regulatory, legislative or contractual requirements however they are also considered to be wholly compatible with independent external audit services.

These include:

a. Services that overlap with the audit process or where the use of a party other than the Auditor would result in significant duplication of audit work, including, for example, specific internal control reviews.



- b. Services that the Auditors are not required by law to undertake, but where the information largely derives from the audited financial records.
- c. Tax compliance, where much of the information derives from the audited financial records.
- d. Other independent assurance work.

3. Non-Audit Services that cannot be provided by the Auditors

Certain services are recognized as being wholly incompatible with the provision of independent external audit services.

The Auditor should not be engaged to perform any service, where to do so:

- would create a mutual or conflicting interest between the Auditor and MGHC
- might create a situation where by as part of other audit engagements the Auditor may need to re-evaluate rely on work performed as part of a non-audit service
- would involve the Auditor in decision making that is properly the preserve of management
- would involve the Auditor acting in a management capacity or as employee of MGHC
- would require the Auditor to act as an advocate or negotiate on behalf of MGHC.



Examples of not permitted services are, but not limited to the following:

- a. Internal Audit The Auditors cannot be engaged to provide internal audit services if, for the purposes of the audit of the financial statements, they would need to place significant reliance on the internal audit work or if the audit firm would take a management role as a result of undertaking the internal audit work.
- b. IT Services The Auditors cannot be engaged to design, provide or implement information technology systems where the systems concerned would be important to any significant part of the accounting system or to the production of the financial statements and the Auditors would place significant reliance on them as part of the audit of the financial statements; or for the purposes of the provision of information technology services, the audit firm would undertake part of the role of management
- c. Valuation Services Services that involve highly subjective judgements and are material to the financial statements of MGHC e.g. reports where the auditors provide an opinion on the adequacy of consideration in a transaction, valuation of real estate and financial instruments
- d. Litigation Support If the work would involve the estimation of likely outcome of pending legal matter that could be material to amounts to be included in disclosures in financial statements and there is a significant degree of subjectivity involved.



- e. Recruitment Services The Auditor cannot be used to provide recruitment services or act as negotiators in the recruitment process for directors and key management positions at MGHC. The Auditor cannot be used to provide advice on the quantum of the remuneration package or the measurement criteria on which the quantum is calculated for directors or key management.
- f. Corporate Finance & Transaction Based Services -Services that would involve the audit firm taking responsibility for dealing in, underwriting or promoting shares (including broker –dealer services); or Services that would depend on a judgmental accounting treatment, or on a contingent fee basis if material to audit firm, or the outcome involves a future or contemporary audit judgement relating to a material balance in the financial statements.
- g. Accounting Services Maintenance of accounting records or the preparation of financial statements that are then subject to audit.
- h. Legal Services The Auditors cannot act as an advocate before a tribunal or court, if the issue is material to the financial statements; or dependent on a future or contemporary audit judgement.

4. Audit Committee responsibility

The Audit Committee is empowered to pre-approve all auditing and permitted non-audit services performed by the MGHC's Auditors. Likewise, the committee may delegate authority to sub-committees, including the authority to pre-approve all auditing and permitted non-audit services, providing that such decisions are presented to the full committee at its next scheduled meeting.

CEO and CEA Attestation Report

Attestation of Internal Control and Compliance System For the year ended, December 31, 2024

Metro Global Holdings Corporation's corporate governance system includes a combination of internal and external mechanisms such as the structure of the board of directors and our committees, the oversight it exercises over management, and the formulation of sound policies and controls.

- The Board of Directors is responsible for providing governance and overseeing the implementation of adequate internal control mechanisms and risk management processes;
- Management has the primary responsibility for designing and implementing an adequate and effective system of internal controls and risk management processes to ensure compliance with rules and regulations, and the law;
- Management is responsible for developing a system to monitor and manage risks;
- Isla Lipana & Co., the Company's external auditor for the year 2023, 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 develops an annual work plan based on a prioritization of the audit universe using a risk-based methodology, including input of senior management and conducts reviews to assess the adequacy of the Company'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 adhere to The Institute of Internal Auditor's mandatory guidance, including the Definition of Internal Auditing, the Code of Ethics, and the International Standards for the Professional Practice of Internal Auditing (ISPPIA) and are continuously evaluated through self-assessment.

Based on the above assurance provided by the internal auditors as well as the external auditors as a result of their reviews, we attest that Metro Global Holdings Corporation's system of internal controls, risk management, compliance and governance processes are adequate.

Chief Executive Officer

Chairman of Audit Committee

Chief Audit Executive

Alternative Dispute Resolution

	Alternative Dispute Resolution System
Corporation & Stockholders	To be formulated
Corporation & Third Parties	Settlement Agreement
Corporation & Regulatory Authorities	Compliance and Payment of Penalties

THE COMPANY'S REWARD/COMPENSATION POLICY

In order to attract and retain talents at all levels of the organization, it is the policy of the Company's parent company, whose officers and some employees are seconded to the Company, to maintain wage and salary standards and keep the pay or salary ranges consistent with the economic constraint and labor market in which we compete.

- Establish salary ranges that reflect the value of the various jobs, as determined by a system of continuing job evaluations and review.
- Establish and maintain justifiable differentials between job levels;
- Encourage superior performance by adjusting salary of each employee on the basis of the quality of individual performance, as maybe determined by performance evaluation:

Basis for Determination of Salary and Salary Changes

- Inflation rate, consumer price index (local), salary increases granted by comparable industries/employers within the established labor market
- Compensation survey (every 2-3 years) of benchmark positions
- To determine if any job classifications should be reviewed for equity adjustment in salary/compensation.

Internal Alignment

A minimum and maximum salary is established for each position/job classification based upon external market data and upon the internal alignment of job classifications.

Review of Performance and Salary

- Performance of each employee is reviewed regularly.
- The merit of employee performance shall determine salary increase to be given.
- Employees are eligible to receive salary increase based on the ff:
 - Compensation adjustment when EXCOM determines that classifications and/or salary ranges should be adjusted.
 - Promotion
 - Reclassification
 - Upward not automatic unless it is to bring the employee up to the minimum of the new salary range
 - Lateral salary will remain unchanged
 - Downward salary will remain unchanged until such time as general salary range adjustments increase the salary for the new classification

COMPANY'S TRAINING AND DEVELOPMENT PROGRAMME

To sustain **Employee Training and Development**, the organization implements a structured strategy encompassing policies, commitments, workforce objectives, and dedicated resources.

- **Policies and Commitments:** The company enforces continuous learning policies to ensure employees receive equal access to training and professional development opportunities. It promotes career growth, skills enhancement, and leadership progression through structured learning pathways.
- Goals and Targets: Workforce development goals include:
 - Annual training completion rates of 90% across all departments.
 - o Leadership pipeline programs to ensure talent succession.
 - o Industry-specific certification sponsorships for employee skill advancement.
 - Regulatory compliance training for adherence to labor laws.
- **Responsibilities and Resources:** The Human Resources and Learning & Development (L&D) Teams oversee training implementation, supported by department heads who identify critical workforce competencies. Resources include:
 - Digital Learning Platforms for accessible training.
 - o Onsite and External Training Programs led by industry experts.
 - o Professional Development Budgets for employee upskilling.
- **Grievance Mechanisms:** Employees can raise concerns about training accessibility or career progression through:
 - o Training feedback surveys for course improvements.
 - o HR consultation programs to discuss career development opportunities.
 - o Employee mentorship networks for professional guidance.

• Projects, Programs, and Initiatives:

- Career Growth Acceleration Program Focused on upskilling and reskilling employees for emerging industry trends.
- Leadership Development Pipeline Cultivating future leaders through executive coaching and mentorship.
- Technical Skill Certification Sponsorships Offering financial support for employees pursuing industry recognized certifications
- Compliance Training Modules Ensuring alignment with labor laws, workplace ethics, and industry regulations.



Effective immediately Metro Global Holdings, Corp. (MGHC) shall prohibit its employees and officers from soliciting and/ or accepting gifts offered by suppliers, contractors, customers, potential employees, potential suppliers and contractors, or any other individual or organization, no matter the value.

By "gifts," MGHC means any item including pens, hats, t-shirts, mugs, calendars, bags key chains, portfolios, and other tchotchkes as well as items of greater value. Exempted are cards, thank you notes, certificates, or other written forms of thanks and recognition.

Employees are required to professionally inform suppliers and contractors, potential suppliers and contractors and other of this no-gift policy. Employees will request that suppliers and contractors respect our company policy and not purchase and deliver any gift for our employees, a department, an office or the company, at any time, for any reason.

If an employee or department receives a gift: if feasible, the gift is returned to the suppliers and contractors; if not feasible to return the gift, the gift must be raffled off to all employees. Gifts of food that may arrive during the holidays, and at other times of the year when gift giving is traditional, belong to the entire staff even if addressed to a single employee. Under no circumstances may an employee take a food gift home; food gifts must be shared with and distributed to all staff.

MGHC No Gift Policy December 2017 KMBenitez METRO GLOBAL HOLDINGS CORP.

If any employee has questions about and/ or needs clarification of any aspect of this policy, the employees should check with their supervisor. If the supervisor is uncertain, Human Resources is the arbiter of the gift policy to ensure consistent employee treatment across the company. Any exceptions to the gift policy may be made only with the permission of the company president.

All employees must acknowledge that they have received and understand the company gift policy.

MGHC No Gift Policy December 2017 KMBenitez COMPANY NAME : METRO GLOBAL HOLDINGS CORP.

LIST OF TOP 100 STOCKHOLDERS As Of December 31, 2024

STOCKHOLDER'S NAME	OUTSTANDING & ISSUED SHARES (FULLY PAID)	OUTSTANDING & SSUED SHARES PARTIALLY PAIR	TOTAL HOLDINGS (SUBSCRIBED)	PERCENTAGE TO TOTAL	NATIONALITY
FIL-ESTATE MANAGEMENT, INC.	2,452,690,196	. 0	2,452,690,196	89.189	FILIPINO
PCD NOMINEE CORPORATION (FILIPINO)	100,447,633	0	100,447,633	3.653	FILIPINO
ALAKOR SECURITIES CORPORATION	66,778,253		66,778,253	2.428	FILIPINO
SMART SHARE INVESTMENTS LIMITED	55,000,000	0	55,000,000	2.000	HONGKONG
BANK OF COMMERCE - TRUST SERVICES GROUP	43,211,800	0	43,211,800	1.571	FILIPINO
BANK OF COMMERCE TG-91-07-001-C	6,383,000	0	6,383,000	0.232	FILIPINO
PCD NOMINEE CORPORATION (NON-FILIPINO)	3,661,629	0	3,661,629	0.133	NON-FILIPINO
FIL-ESTATE MANAGEMENT INC.	2,059,998	0	2,059,998	0.075	FILIPINO
BANCOMMERCE INVESTMENT CORP.	2,000,000	0	2,000,000	0.073	FILIPINO
ATTY, GILBERT REYES ITF VARIOUS SHAREHOLDERS	2,35	1,901,163	1,903,514	0.069	FILIPINO
NOEL CARINO	1,506,500		1,506,500	0.055	FILIPINO
JAIME V. BORROMEO	1,000,000	0	1,000,000	0.036	FILIPINO
LEROY TAN	675,500	0	675,500	0.025	FILIPINO
BELSON SECURITIES, INC. A/C#196-358	664,000	0	664,000	0.024	FILIPINO
ROBERTO N. DEL ROSARIO	628,000	0	628,000	0.023	FILIPINO
CFC CORPORATION	576,000	0	576,000	0.021	FILIPINO
THE HOLDERS OF THE UNEXCHANGEDSAN JOSE OIL CO., IN	556,839	0	556,839	0.020	OTHER ALIEN
DAVID GO SECURITIES CORP.	414,200	0	414,200	0.015	FILIPINO
TRENDLINE SECURITIES CORP.	382,500	0	382,500	0.014	FILIPINO
ALBERTO MENDOZA &/OR JEANIE C. MENDOZA	300,000	0	300,000	0.011	FILIPINO
ALAKOR CORPORATION	200,000	0	200,000	0.007	FILIPINO
PATRICIA S. BORJA	200,000	0	200,000	0.007	FILIPINO
CATHERINE CHOA	200,000	0	200,000	0.007	FILIPINO
GRACE VICTORIA V. PEREZ DE TAGLE	190,000	0	190,000	0.007	FILIPINO
ROBERT JOHN SOBREPENA	190,000	0	190,000	0.007	FILIPINO
RAMON S. MONZON	165,000	0	165,000	0.006	FILIPINO
JALANDONI, JAYME, ADAMS AND COMPANY, INCORPORATE	157,570	0	157,570	0.006	FILIPINO
BARCELON, ROXAS SEC., INC.	146,500	0	146,500	0.005	FILIPINO
BEATRIZ GO &/OR MICHELLE GO	130,000	0	130,000	0.005	FILIPINO
F. YAP SECURITIES, INC.	128,300	0	128,300	0.005	FILIPINO
YU & COMPANY, INC.	127,700	0	127,700	0.005	FILIPINO
PHILIPPINE OVERSEAS DRILLING AND OIL DEVELOPMENT	125,500	0	125,500	0.005	FILIPINO
PAPA SECURITIES CORPORATION	117,000	0	117,000	0.004	FILIPINO
ROBERTO V. SAN JOSE	110,000	0	110,000	0.004	FILIPINO

ELEVEN SEVEN PROFIT MAKER, INC.	109,500	0	109,500	0.004	FILIPINO
LOURDES SCHOOL OF MANDALUYONG	109,000	0	109,000	0.004	FILIPINO
G. D. TAN AND COMPANY, INC.	105,400	0	105,400	0.004	FILIPINO
BANK OF COMMERCE- TRUST SERVICES GROUP AS TRUSTEE FOR CAPPI TRU	100,000	0	100,000	0.004	FILIPINO
ANTONIO K. GOCOLAY	100,000	0	100,000	0.004	FILIPINO
VICENTE R. JAYME	100,000	0	100,000	0.004	FILIPINO
KERRY SEC. (PHILS) INC. A/C NO. LJM01	100,000	0	100,000	0.004	FILIPINO
JUAN MANUEL V. LOPEZ	100,000	o	100,000	0.004	FILIPINO
EDMUNDO F. UNSON	100,000	0	100,000	0.004	FILIPINO
EMMANUEL ZAPANTA	100,000	0	100,000	0.004	FILIPINO
MA. JOSEFINA E. SAN MIGUEL	87,000	o	87,000	0.003	FILIPINO
QUALITY INVESTMENTS & SEC. CORPORATION	86,000	0	86,000	0.003	FILIPINO
WILLIAM RUSSELL L. SOBREPENA	82,000	0	82,000	0.003	FILIPINO
JESUSA O. BERNARDO	80,000	0	80,000	0.003	FILIPINO
TANSENGCO AND COMPANY, INC.	80,000	0	80,000	0.003	FILIPINO
RAMON T. LAO	79,000	0	79,000	0.003	FILIPINO
ANSALDO, GODINEZ & CO., INC	78,200	0	78,200	0.003	FILIPINO
S. J. ROXAS & CO., INC.	78,000	0	78,000	0.003	FILIPINO
G & L SECURITIES CO., INC.	77,500	0	77,500	0.003	FILIPINO
THERESITA BEDI	77,000	0	77,000	0.003	FILIPINO
YU TING CHONG	70,000	0	70,000	0.003	FILIPINO
EASTERN SECURITIES DEV. CORP.	68,000	0	68,000	0.002	FILIPINO
F. C. HAGEDORN & CO., INC.	65,000	0	65,000	0.002	FILIPINO
LUIS CO CHI KIAT	60,000	0	60,000	0.002	FILIPINO
ARCH. RUBEN R. PAYUMO	60,000	0	60,000	0.002	FILIPINO
ISIDRO TAN	59,500	0	59,500	0.002	FILIPINO
PAN-ASIA SECURITIES CORP.	55,000	0	55,000	0.002	FILIPINO
ROBERT JOHN SOBREPENA	51,000	0	51,000	0.002	FILIPINO
CHING TIONG KENG &/OR CYNTHIA D. CHING	50,000	0	50,000	0.002	FILIPINO
LILIAN C. CHONG	50,000	0	50,000	0.002	FILIPINO
FIRST PACIFIC SEC. PHILS., INC	50,000	0	50,000	0.002	FILIPINO
THOMAS Y. LIM	50,000	O	50,000	0.002	FILIPINO
ADRIAN PAULINO S. RAMOS	50,000	0	50,000	0.002	FILIPINO
ALEXANDRA S. RAMOS	50,000	0	50,000	0.002	FILIPINO
GERARD ANTON S. RAMOS	50,000	0	50,000	0.002	FILIPINO
ANSELMO TRINIDAD & CO., INC.	49,000	0	49,000	0.002	FILIPINO
LISA GOKONGWEI CHENG	45,002	0	45,002	0.002	FILIPINO
LANCE YU GOKONGWEI	45,002	0	45,002	0.002	FILIPINO
FAITH GOKONGWEI LIM	45,002	0	45,002	0.002	FILIPINO
ROBINA GOKONGWEI PE	45,002	0	45,002	0.002	FILIPINO
MARCIA YU GOKONGWEI	45,001	0	45,001	0.002	FILIPINO
HOPE GOKONGWEI TANG	45,001	0	45,001	0.002	FILIPINO
MACARIO B. ARO	45,000	O	45,000	0.002	FILIPINO
EDWARD T. GABALDON	45,000	0	45,000	0.002	FILIPINO
CHIONG & COMPANY, INC.	41,800	0	41,800	0.002	FILIPINO
CITISECURITIES, INC.	41,500	0	41,500	0.002	FILIPINO

DHARMALA SECURITIES PHILS.INC.	40,500	0	40,500	0.001	FILIPINO
INVESTORS SECURITIES, INC.	40,000	0	40,000	0.001	FILIPINO
FRANCISCA MONZON	40,000	0	40,000	0.001	FILIPINO
MARCELO P. RAMOS	40,000	0	40,000	0.001	FILIPINO
MANUEL V. SAN JOSE	40,000	0	40,000	0.001	FILIPINO
SEVERINO I. SANTIAGO	40,000	0	40,000	0.001	FILIPINO
AUGUSTO B. SUNICO	40,000	0	40,000	0.001	FILIPINO
R & L INVESTMENTS, INC.	37,600	O	37,600	0.001	FILIPINO
CONRAD C. LEVISTE	36,000	0	36,000	0.001	FILIPINO
ENRIQUE &/OR RAMONIT A ZALAMEA	35,700	0	35,700	0.001	FILIPINO
JAIME F. PANGANIBAN	35,000	0	35,000	0.001	FILIPINO
E. SANTAMARIA & COMPANY, INC.	31,500	0	31,500	0.001	FILIPINO
GEORGE K. YOUNG	31,250	O	31,250	0.001	FILIPINO
ALFREDO C. RAMOS	30,610	O	30,610	0.001	FILIPINO
VICENTE GOQUIOLAY AND CO., INC	30,100	0	30,100	0.001	FILIPINO
PURA CU-UNJIENG	30,000	0	30,000	0.001	FILIPINO
SANTO DY	30,000	O	30,000	0.001	FILIPINO
LORNA PEREZ LAUREL	30,000	0	30,000	0.001	FILIPINO
ROBERTO LIM LIANTING	30,000	0	30,000	0.001	FILIPINO
CARLOTA T. ONG	30,000	0	30,000	0.001	FILIPINO
ISAURO J. PAGDANGANAN	30,000	0	30,000	0.001	FILIPINO
JANET PUA	30,000	0	30,000	0.001	FILIPINO
ILUMINADA P. RODRIGUEZ	30,000	o	30,000	0.001	FILIPINO
BENJAMIN CO CA & CO., INC.	27,830	0	27,830	0.001	FILIPINO
MARIANO YU AND COMPANY, INC.	27,600	0	27,600	0.001	FILIPINO
UNIVERSAL SECURITIES CORP.	27,500	О	27,500	0.001	FILIPINO
SARTORIOUS & COMPANY	26,129	0	26,129	0.001	OTHER ALIEN
ONG SECURITIES CORPORATION	25,300	0	25,300	0.001	FILIPINO
CRISELDA I. CRUZ	25,000	0	25,000	0.001	FILIPINO
E. CHUA CHIACO SEC., INC.	25,000	0	25,000	0.001	FILIPINO
SANTIAGO P. DE GUZMAN	24,000	0	24,000	0.001	FILIPINO
KEY SECURITIES, INC.	23,000	0	23,000	0.001	FILIPINO
R. COYIUTO SECURITIES, INC.	21,900	0	21,900	0.001	FILIPINO
TIONG SECURITIES, INC.	21,800	0	21,800	0.001	FILIPINO
FEDERATION SECURITIES CORP.	20,150	0	20,150	0.001	FILIPINO
AGJ SECURITIES CORPORATION	20,000	0	20,000	0.001	FILIPINO
LEONIDES S. ASUNCION &/OR LINA S. ASUNCION	20,000	0	20,000	0.001	FILIPINO
MYRNA MARTINEZ CO	20,000	O	20,000	0.001	FILIPINO
PETER M. JIMENEZ	20,000	0	20,000	0.001	FILIPINO
PEDRO JOVEN	20,000	0	20,000	0.001	FILIPINO
VIRGINIA LIM SY	20,000	0	20,000	0.001	FILIPINO
LUYS SECURITIES COMPANY, INC.	20,000	0	20,000	0.001	FILIPINO
SIBLEY C. MACLI-ING	20,000	O	20,000	0.001	FILIPINO
NENITA S.J. MANALO	20,000	0	20,000	0.001	FILIPINO
NORBERTO MENDIOLA	20,000	O	20,000	0.001	FILIPINO
ESTELITA S. MONZON	20,000	O	20,000	0.001	FILIPINO

LEONCIO MONZON	20.000	0	20,000	0.001	FILIPINO
VILMA G. PO SY	20,000	0	20,000	0.001	FILIPINO
VILMA G. PO-SY	20,000	0	20,000	0.001	FILIPINO
FRANCISCO PONCE	20,000	0	20,000	0.001	FILIPINO
LUZ M. SANTOS	20,000	0	20,000	0.001	FILIPINO
ANNABELLE SIA	20,000	0	20,000	0.001	FILIPINO
ELMER SY	20,000	0	20,000	0.001	FILIPINO
ROBERT KIMGIOK TAN	20,000	0	20,000	0.001	FILIPINO
FELY WONG	20,000	0	20,000	0.001	FILIPINO
LESLIE ANNE YAO	20,000	0	20,000	0.001	FILIPINO
NANCY UY YAP	20,000	0	20,000	0.001	FILIPINO
ROBERTO YOUNG	20,000	0	20,000	0.001	FILIPINO
ENRIQUE YUSAY JR.	20,000	O	20,000	0.001	FILIPINO
MANOTOC SECURITIES, INC.	19,400	0	19,400	0.001	FILIPINO
WILLIAM NICHOLAS HOGG	19,000	О	19,000	0.001	CANADIAN
L. RECIO AND COMPANY, INC.	18,300	0	18,300	0.001	FILIPINO
RODOLFO G. IBANEZ	18,000	0	18,000	0.001	FILIPINO
JOSEPH CHUA & COMPANY, INC.	18,000	0	18,000	0.001	FILIPINO
IMPERIAL, DE GUZMAN, ABALOS AND COMPANY, INC.	17,000	О	17,000	0.001	FILIPINO
TANSENGCO, UY & COMPANY, INC	16,000	0	16,000	0.001	FILIPINO
ROBERT LA O OZAETA	15,900	0	15,900	0.001	FILIPINO
DAVID WILSON	15,794	О	15,794	0.001	AMERICAN
IMPERIAL, DE GUZMAN, DEE INC.	15,750	О	15,750	0.001	FILIPINO
JESUS R. JAYME AND COMPANY, INC	15,650	0	15,650	0.001	FILIPINO
SOLITA S. ALCANTARA	15,000	0	15,000	0.001	FILIPINO
DAVID ASTEJADA	15,000	0	15,000	0.001	FILIPINO
ALBERTO CHUA &/OR LINDA CHUA	15,000	0	15,000	0.001	FILIPINO
EAST WEST CAPITAL CORPORATION	15,000	0	15,000	0.001	FILIPINO
ELIZABETH SEE KOA	15,000	0	15,000	0.001	CHINESE
OLIVIA MACAPUGAY	15,000	0	15,000	0.001	FILIPINO
VICENTE P. VALENZUELA	15,000	0	15,000	0.001	FILIPINO
GENEROSO VILLANUEVA	15,000	0	15,000	0.001	FILIPINO
DE CASTRO, VALDERRAMA, ARROYO SECURITIES CORPORATI	14,500	0	14,500	0.001	FILIPINO
J. M. BARCELON AND CO., INC.	13,900	0	13,900	0.001	FILIPINO
SECURITIES MANILA, INC.	13,500	0	13,500	0.000	FILIPINO
LIBRADO S. CALILUNG	12,210	0	12,210	0.000	FILIPINO
MARIETTA CO CHIEN	12,000	О	12,000	0.000	FILIPINO
ANDRES G. LIM	12,000	0	12,000	0.000	FILIPINO
UY-TIOCO AND CO., INC.	12,000	0	12,000	0.000	FILIPINO
SHEARSON, HAYDEN STONE, INC.	11,908	0	11,908	0.000	OTHER ALIEN
NOEL DE LA PAZ	11,000	0	11,000	0.000	FILIPINO
FRANK CONSALVO & JEANNETTE CONSALVO JTWROS	10,757	0	10,757	0.000	AMERICAN

GRAND TOTAL (168)	2.746.281.417	1.901.163	2.748.182.580
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MEMBER	April 22, 2024	May 22, 2024	June 6, 2024	November 25, 2024	ATTENDANCE RATE/PERCENTAGE	
Jose Wilfrido M. Suarez	Р	Р	Р	Р	100%	
Francisco C. Gonzalez	Р	Р	Р	Р	100%	
Robert John L. Sobrepeña	Р	Р	Р	Р	100%	
Ferdinand T. Santos	Р	Р	Р	Р	100%	
Rafael R. Perez de Tagle, Jr.	Р	Р	Р	Р	100%	
Alice Odchigue-Bondoc	Р	Р	Р	Р	100%	

MINUTES OF THE SPECIAL MEETING OF THE CORPORATE GOVERNANCE COMMITTEE

OF

METRO GLOBAL HOLDINGS CORPORATION

Held on 22 April 2024 Mezzanine Floor, Renaissance Towers Meralco Avenue, Pasig City

PRESENT:

JOSE WILFRIDO M. SUAREZ FRANCISCO C. GONZALEZ ROBERT JOHN L. SOBREPEÑA ATTY. FERDINAND T. SANTOS RAFAEL PEREZ DE TAGLE, JR. ATTY. ALICE ODCHIGUE-BONDOC

- 1. The Chairman of the Corporate Governance Committee (the "Committee"), Mr. Jose Wilfrido M. Suarez called the meeting to order and presided over the same. The Committee Member & Assistant Corporate Secretary, Atty. Alice Odchigue-Bondoc, recorded the minutes of the proceedings.
- 2. The Committee Member & Assistant Corporate Secretary certified the presence of a quorum; hence, the meeting of the Committee proceeded with the transaction of corporate business.
- 3. Upon motion made and seconded, the reading of the minutes of the previous meeting of the Committee was dispensed with and the minutes approved without reading.
- 4. The Chairman reminded the members that under the Corporate Governance Committee Charter, the Committee should oversee the annual performance evaluation of the effectiveness of the Board, its Committees and the contribution of each director, including its executive directors, which evaluation will be externally facilitated once every three years. He added that the Committee should agree on an action plan addressing the results of the Board effectiveness review.

The Chairman informed the members that for this year, the evaluation need not be externally facilitated. For this reason, it is the Committee who has formulated the Assessment Forms for evaluation of the Board, its Committees and its directors. He then instructed Committee member, Atty. Alice Bondoc to present to the Committee the Assessment Forms (Board and Self-Assessment) which the Committee recommends to be distributed to the Board of Directors to accomplish.

Atty. Bondoc presented and furnished each of the Committee members the Assessment Forms to be distributed to the Board of Directors to accomplish.

After some discussions, the Committee agreed to distribute the Assessment Forms to the Board of Directors to accomplish and directed Atty. Bondoc to take charge of the distribution of the same.

Atty. Bondoc noted the instructions of the Chairman and suggested to the Committee that the Board of Directors should be informed that all Assessment Forms should be submitted back to the Committee not later than a week before May 31, 2024 which is the deadline for submission of the 2023 Integrated Annual Corporate Governance Report inasmuch as the Assessment Forms are to be included in the said Report.

5. There being no further business, upon motion made and seconded, the meeting was adjourned.

ATTEST:

TOSE WILFRIDO M. SUAREZ
Chairman

ROBERT JOHN L.
SOBREPENA
Member

Member

RAFAEL PEREZ DE TAGLE,
JR.
Member

Member

Member

ALICE ODCHIGUE-BONDOC
Member

Member

MINUTES OF THE SPECIAL MEETING OF THE CORPORATE GOVERNANCE COMMITTEE

OF

METRO GLOBAL HOLDINGS CORPORATION

Held on 22 May 2024 Mezzanine Floor, Renaissance Towers Meralco Avenue, Pasig City

PRESENT:

JOSE WILFRIDO M. SUAREZ FRANCISCO C. GONZALEZ ROBERT JOHN L. SOBREPEÑA ATTY. FERDINAND T. SANTOS RAFAEL PEREZ DE TAGLE, JR. ATTY. ALICE ODCHIGUE-BONDOC

- 1. The Chairman of the Corporate Governance Committee (the "Committee"), Mr. Jose Wilfrido M. Suarez called the meeting to order and presided over the same. The Committee Member & Assistant Corporate Secretary, Atty. Alice Odchigue-Bondoc, recorded the minutes of the proceedings.
- 2. The Committee Member & Assistant Corporate Secretary certified the presence of a quorum; hence, the meeting of the Committee proceeded with the transaction of corporate business.
- Upon motion made and seconded, the reading of the minutes of the previous meeting of the Committee was dispensed with and the minutes approved without reading.
- 4. The Compliance Officer, Atty. Bondoc, presented to the members of the Committee the draft Integrated Annual Corporate Governance Report for the fiscal year ended 2023. Atty. Bondoc stated that the said report is required to be filed with the SEC in compliance with the Code of Corporate Governance. Atty. Bondoc then explained to the Committee that the said report is an output of the collaborative efforts of the Finance Department, Audit Department, Human Resources Department and Advertising Department.

After some discussions on the report, upon motion made and duly seconded, the following resolutions were unanimously approved:

"RESOLVED, That the Corporate Governance Committee hereby approves the Integrated Annual Corporate Governance Report for the fiscal year ended 2023 as reflected in attached Annex "A" herein;

"RESOLVED, FURTHER, that the Committee shall present before the Board of Directors of the Corporation such Integrated Annual Corporate Governance Report for their approval and the filing thereof at the Securities and Exchange Commission and the Philippine Stock Exchange as required by existing rules and regulations of the said regulatory entities."

5. There being no further business, upon motion made and seconded, the meeting was adjourned.

ATTEST:

TOSE WILFRIDO M. SUAREZ
Chairman

ROBERT JOHN L.
SOBREPENA
Member
Member
Member

RAFAEL PEREZ DE TAGLE,
JR.
Member

MINUTES OF THE SPECIAL MEETING OF THE CORPORATE GOVERNANCE COMMITTEE

OF

METRO GLOBAL HOLDINGS CORPORATION

Held on 6 June 2024 Mezzanine Floor, Renaissance Towers Meralco Avenue, Pasig City

PRESENT:

JOSE WILFRIDO M. SUAREZ FRANCISCO C. GONZALEZ ROBERT JOHN L. SOBREPEÑA ATTY. FERDINAND T. SANTOS RAFAEL PEREZ DE TAGLE, JR. ATTY. ALICE ODCHIGUE-BONDOC

- 1. The Chairman of the Corporate Governance Committee (the "Committee"), Mr. Jose Wilfrido M. Suarez called the meeting to order and presided over the same. The Committee Member & Assistant Corporate Secretary, Atty. Alice Odchigue-Bondoc, recorded the minutes of the proceedings.
- 2. The Committee Member & Assistant Corporate Secretary certified the presence of a quorum; hence, the meeting of the Committee proceeded with the transaction of corporate business.
- 3. Upon motion made and seconded, the reading of the minutes of the previous meeting of the Committee was dispensed with and the minutes approved without reading.
- 4. The Chairman of the Committee reminded the members of the Committee that the function of the Nomination and Election Committee under the By-Laws of the Company have been assumed by the Corporate Governance Committee.

The Chairman then said that in view of the forthcoming 2024 Annual Shareholders Meeting on July 25, 2024, the Committee should lead the screening process for nominations for election to the Board of Directors. It should review and evaluate the qualifications of all persons nominated for election to the Board of Directors in accordance with the requirements of the Corporation's By-Laws, Manual of Corporate Governance and applicable legal,

regulatory and listing requirements. It shall identify, approve and recommend to the Board of Directors the list of eligible nominees to be elected as members of the Board of Directors.

The Chairman added that the Committee shall consider and determine if nominees for election as independent directors are qualified according to the criteria set under the Listing rules, Revised Code of Corporate Governance of 2012, and other applicable laws and regulations.

The Chairman then directed the Assistant Corporate Secretary and Committee Member, Atty. Alice Bondoc to inform again the Committee on the process and criteria for Nominations to the Board.

Atty. Bondoc then elaborated that the following procedure and criteria shall be observed in the review and screening of persons nominated for election to the Board of Directors:

- Written nominations by the stockholders shall be received by the corporation at least 60 days before the date of the Annual Meeting of the Stockholders;
- 2. The Committee shall assess and determine if the person nominated for election to the Board of Directors meet the following qualification standards for directorship: (a) Ownership of at least one (1) share of the capital stock of the Corporation registered in his name in the books of the Corporation; (b) College degree or its equivalent, or comparable experience and competence in managing a business in lieu of such formal education; (c) Relevant experience and credentials such as previous business experience in the corporation, membership in good standing in relevant industry and membership in business or professional organizations; (d) Able to conduct fair business transactions with the Corporation and devote the necessary time and attention to properly and effectively perform his duties and responsibilities as director; (e) Able to act judiciously and exercise independent judgment; (f) Has none of the director disqualifications prescribed under the Securities Regulations Code and its implementing rules, SEC Code of Corporate Governance and such other applicable laws and regulations; and (g) For independent directors: (i) Beneficial equity ownership in the Corporation or in its related companies must not exceed two (2%); and (ii) Each must meet the term limit and independence standards set under SEC corporate governance rules as follows:
 - Must not be a regular director or officer of the Company or any of its related companies 1 or substantial shareholders 2 for the current or any of the past two financial years;
 - Must not be an ex-officio director or officer of the Company, including as a Chairman Emeritus of the Board, or a member of the executive

advisory board or as Board adviser for the current or preceding financial year;

- Must comply with the maximum 9 -year term limit
- Must not have a member of his immediate family who is a director, officer or substantial shareholder of the Company or any of its related companies;
- Must have a maximum of 5 directorships in other publicly listed companies
- Must not be a nominee or representative of a director or substantial shareholder of the Company or its related companies and/or its substantial shareholders;
- Must not have been an executive employee of the Company or its related companies or substantial shareholders within the last past five years;
- Must not have been an adviser (whether personally or through his firm or other similar entity) of the Company, its related companies or its substantial shareholders, within the last five years;
- Must not engage in any transaction (whether personally or through a firm where he is a partner, director, officer or substantial shareholder) with the Company, its related companies or substantial shareholders unless conducted on arm's length basis and immaterial;
- 3. The Committee may also consider the following matters in their evaluation: (a) Directorships in other corporations; (b) Age of the director; and (c) Any possible conflict of interest.
- 4. The Committee shall pre-screen and identify the individual nominees who possess all the qualifications and none of the disqualifications for directorship set for directors, including independent directors, under the Securities Regulations Code and its implementing rules, SEC Code of Corporate Governance and such other applicable laws and regulations.
- 5. Thereafter, the Committee shall identify and recommend a shortlist of qualified nominees for Board approval and endorsement of the final list of nominees for election at the Annual Meeting of the Stockholders.

Atty. Bondoc then informed the Board that written nominations for the Board of Directors of the Company were received from a stockholder, Mr. Jaime Borromeo.

After some discussions, upon motion made and duly seconded, the Final List of Nominees for Directors for the ensuring year were unanimously approved by the Committee:

For Regular Directors:

Robert John Sobrepena Ferdinand T. Santos Noel M. Carino Jaime M. Cacho Rafael Perez de Tagle Jr. Roberto S. Roco Alice Odchigue-Bondoc

For Independent Directors:

Jose Wilfrido M. Suarez Francisco C. Gonzalez

Atty. Bondoc then informed the Board that the nomination of Francisco Gonzalez may be commented by the SEC as having reached the 9 year term limit if the SEC does not agree with the Company's decision that the "covid years" should not be counted in the computation of the 9-year term limit since the Company was not able to operate its business as usual on those years.

Atty. Bondoc added that should the SEC take an exception on the nomination of Mr. Gonzalez, then the recourse of the Company would be to seek the shareholders' approval on the 1 year term extension of Mr. Gonzalez and to include this matter in the Agenda for the Annual Meeting.

The Committee noted the information of Atty. Bondoc and directed Atty. Bondoc to include in the Information Statement of the Company the final list of nominees for directors for the forthcoming Annual Meeting of the Company as approved by the Committee.

There being no further business, upon motion made and seconded, the meeting was adjourned.

ATTEST:

JOSE WILFRIDO M. SUAREZ

Chairman

FRANCISCO C. GONZALEZ

Member

ROBERT JOHN L. SOBREPENA

Member

RAFAEL PEREZ DE TAGLE,

JR.

Member

ATTY. FERDINAND T. SANTOS

Member

ALICE ODCHIGUE-BONDOC

Member

5

MINUTES OF THE SPECIAL MEETING OF THE CORPORATE GOVERNANCE COMMITTEE

OF

METRO GLOBAL HOLDINGS CORPORATION

Held on 25 November 2024 at 9AM via Zoom

PRESENT:

JOSE WILFRIDO M. SUAREZ FRANCISCO C. GONZALEZ ROBERT JOHN L. SOBREPEÑA ATTY. FERDINAND T. SANTOS RAFAEL R. PEREZ DE TAGLE, JR. ATTY. ALICE ODCHIGUE-BONDOC

- 1. The Chairman of the Corporate Governance Committee (the "Committee"), Mr. Jose Wilfrido M. Suarez, called the meeting to order and presided over the same. Atty. Alice Odchigue-Bondoc, recorded the minutes of the proceedings.
- 2. Atty. Bondoc certified the presence of a quorum; hence, the meeting proceeded with the transaction of corporate business.
- 3. Upon motion made and seconded, the reading of the minutes of the previous meeting of the Committee was dispensed with and the minutes approved without reading.
- 4. Upon motion made and seconded, the following resolutions were approved:

"RESOLVED, That the Corporate Governance Committee recommends the engagement of **CENTER FOR GLOBAL BEST PRACTICES** to act as training provider to the Corporation in connection with the 2024 SEC Mandatory Corporate Governance Seminar to be held via Zoom on 17 December 2024 (Tuesday) at 1PM to 5PM. This 4-hour seminar is a yearly compliance requirement for directors and key officers of publicly listed companies per SEC MC20, Series of 2013 and SEC MC19, Series of 2016;

RESOLVED, FURTHER, That the Corporate Governance Committee recommends for the Corporation's Chief Finance Officer, **RAMON G. JIMENEZ**, to sign, execute and deliver any and

Page 1 of 2

all documents and papers necessary or incidental in the foregoing."

5. There being no further business, upon motion made and seconded, the meeting was adjourned.

ATTEST:

JOSE WILFRIDO M. SYAREZ

Chairman of the Committee

REET JOHN L. SOBREPEÑA

FRANCISCO C. GONZALEZ

ATTY. FERDINAND T. SANTOS

Member

RAFAEL R. PEREZ DE TAGLE, JR.

Member

ATTY. ALICE ODCHIGUE-BONDOC

Member

Back to recommendation Annex "25"

	MEETINGS OF THE BOARD OF DIRECTORS FOR THE YEAR 2024												
DIRECTOR	January 25, 2024	February 23, 2024	April 29, 2024	May 13, 2024	May 28, 2024	May 29, 2024	June 20, 2024	July 1, 2024	July 17, 2024	July 25, 2024	August 14 2024	November 8, 2024	RATE (%)
Robert John L. Sobrepeña	Р	Р	P	Р	Р	Р	Р	P	Р	Р	Р	Р	100%
Ferdinand T. Santos	Р	P	Р	Р	Р	P	Р	Р	Р	Р	Р	Р	100%
Noel M. Cariño	Α	Р	Р	Р	Р	Р	Р	Р	Р	Р	P	Р	91.7%
Jaime M. Cacho	Р	Р	Р	Р	Р	Р	Р	Р	Р	Р	Р	Р	100%
Francisco C. Gonzalez	Α	Р	Р	P	Р	Р	Р	Р	Р	Р	Р	Р	91.7%
Roberto S. Roco	Р	Р	Р	P	Р	P	Р	P	Р	Р	Р	Р	100%
Rafael R. Perez de Tagle, Jr.	Р	Р	P	P	Р	Р	Р	Α	Р	Р	Р	Р	91.7%
Jose Wilfrido M. Suarez	P	Р	Р	Р	Р	P	Р	P	Р	Р	Р	Р	100%
Alice Odchigue-Bondoc	Р	Р	P	Р	Р	Р	Р	Р	Р	Р	Р	Р	100%



SELF-EVALUATION AND ASSESSMENT QUESTIONNAIRE FOR THE CHAIRMAN OF THE BOARD

Name of Assessor:	Date Completed:
ROBERT JOHN L. SOBREPEÑA	April 25, 2025
Period Covered: 2024	Signature:
responsibilities of the Chairman of the Board	statements based on the roles, functions and found under the Company's Revised Manual on you have performed for each criterion and indicate or rating scale:

Rating	Definition
5	Strongly Agree
4	Agree
3	Undecided
2	Disagree
1	Strongly Disagree

Duties and Responsibilities of the Chairman of the Board

			Rating Scale			
		1	2	3	4	5
1	The Chairman ascertains that the meeting agenda focuses on strategic matters, including the overall risk appetite of the Company, considering the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations.					/
2	The Chairman ensures that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions.					1
3	The Chairman facilitates discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors.					1
4	The Chairman ensures that the Board sufficiently challenges and inquires on reports submitted and representations made by Management.					1
5	The Chairman facilitates the availability of proper orientation for first-time directors and continuing training opportunities for all directors.					1
6	The Chairman ensures that the meetings of the Board are held in accordance with the By-Laws or as the Chairman may deem necessary.					1
7	The Chairman has oversight in the preparation of the agenda of the Board meetings in coordination with the Corporate Secretary, taking into consideration the suggestions of the directors and Management.					1
8	The Chairman maintains qualitative and timely lines of the communication and information between the Board and Management.					1



Good	Corporate Governance Practices and Principles	Rating (1-5)	Remarks
com	pany Policies	all control	
1	Take time to understand Metro Global, its goals and stretegies, its businesses, its government and other key policies, purpose statement, and its brand.	5	
2	Lunderstand and adhere to the mission, vision, and values of the Company.		
3	Toposécut myself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that the office of a director is one of trust and confidence:	2	
4	in the performance of my duties and reagonabilities as a dentitor, I consider the lower lettern success of the Company, its sustained competitiveness and profitability, its best interest and that of its shareholders and stakeholders.	5	
5	Guided by the principles of its Code of Ethies and Guainess Conduct, Proprosent Matra Global positively and constructively in all external dealings, seeking to enhance Metra Global's name and reputation.	· s	
Atte	ndance and Participation		
6	I regularly attend and actively participate in all meetings of the Board, Committees, and shareholders, except when prevented by justifiable course.	5	
1	I review receiving materiate and if called for, ask the necessary questions or seek clarifications and englanations in Board and Committee meetings.	5	
8	willingly offer alternative viewpoints during discussions to reflect my own personal experiences and opinions.	5	
9	I fully support decisions made by the Board in the external arena, even if that discision did not completely reflect my own viewpoints.	5	
Porf	ormance		
10	I seek to find ways to concinuously improve the efficiency and effectiveness of the Board or any committee that I are a member of, taking any relevant suggestions to the Board Chairman or Committee Chairman, as the case maybe, for his consideration.	5	
11	I always exercise independent judgment.	5	
12	I keep myself informed of bast corporate governance, practices, industry developments, and business treads affecting the businesses of the Company.		
13	My board memberships in other companies, if any, do not interfere with my commitment, to effectively carry out my duties and responsibilities as a director of the Company.	5	
Forti	he succeeding questions, please answer those which are applicable to you.		
A	For Executive Directors only		
14	I maintain a primary identity as a deard member when dealing with Board natices, at the same cline bringing to the Board the benefit of closer knowledge of operational considerations.	5	
2	For independent and Non-Executive Directors only		
15	I bring fully to the Board the benefit of a particular experience or expertise, at		
16	I bring fully to the Board on objective and independent position, not afiald to take		

	an unpopular position corollary to what i think is beneficial to the Company		
17	I have access to accurate, timely, and retevant information necessary for me to contribute to the discussions during the meetings.		
c.	For Board Committee Chairman only	_	
13	Toversee the coccue: of the Board Committee in line with the Committee mendace and working procedures.		
19	I menage the agenda of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mendate.		
20	reffectively chair Committee meetings, emuring proper consideration of metters for discussion and recommendation to the full Seard.		
Z1	Lensure that each member of the Committine has full opportunity to express views and contribute effectively to discussion.		
22	Lensure that appropriate record of Committee deliberations and conclusions are maintained.		
23	I lead and facilitate the Committee in reporting coediforations and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, or to the Roard as a body.		
D.	For Board Committoe members only		
24	I am foreillar with appecific erross of concern covered by the Committee that I am a mamber of, and do not sock to divert into other areas not specifically ancienced by the committee mandate.	5	
25	I believe that, relative to the size the businesses of the Company, the Board has an effective contraktee structure that complements the full Board in performing to function.	5	
26	I have access to timely, accurate, sufficient, and relevant information about the subject matter being discussed at the committee meetings (attend.	5	
27	l constructively engage and consult with the Company CEO and other serior leaders for the purpose of the Committee being better informed, or better positioned to effer the Board more reliable recommendations.	5	
28	I maintain excernal conflidentainly of the details of Committee discussions, including the individual views of members, except as otherwise agreed for formal communication to the Board and/or Senior Management by the Committee as a whole:	s	
29	The frequency of the committee meetings is sufficient, ellowing its members to perform their responsibilities according to the functions of the Committee.	5	



SELF-ASSESSMENT QUESTIONNAIRE (INDIVIDUAL DIRECTOR)

Name of Assessor:	FERDINAND T. SANTOS
Date Completed:	25 April 2025
Period Covered:	2024

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate bux using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

Good	Corporate Governance Practices and Principles	Rating (1-5)	Remarks
Com	pany Policies		
1	I take time to understand Metro Global, its goals and strategies, its businesses, its governance and other key policies, purgose statement, and its brand.	5	
2	Lunderstand and adhere to the mission, vision, and values of the Company.	5	
3	I conduct myself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that the office of a director is one of trust and confidence.	5	
4	In the performance of my duties and responsibilities as a director, I consider the long-term success of the Company, its sustained competitiveness and profitability, its best interest and that of its shareholders and stakeholders.	5	
5	Guided by the principles of its Code of Ethics and Business Conduct, I represent Metro Global positively and constructively in all external dealings, seeking to enhance Metro Global's name and reputation.	5	
Atte	ndance and Participation		
6	I regularly attend and actively participate in all meetings of the Board, Committees, and shareholders, except when prevented by justifiable cause.	3-	
7	I review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations in Board and Committee meetings.	5	
8	I willingly offer alternative viewpoints during discussions to reflect my own personal experiences and opinions.	5	
9	I fully support decisions made by the Board in the external arena, even if that decision did not completely reflect my own viewpoints.	5	
Perf	ormance		
10	I seek to find ways to continuously improve the efficiency and effectiveness of the Board or any Committee that I am a member of, taking any relevant suggestions to the Board Chairman or Committee Chairman, as the case maybe, for his consideration.	6	
11	I always exercise independent judgment.	5	
12	I keep myself informed of best corporate governance practices, industry developments, and business trends affecting the businesses of the Company.	4	
13	My board memberships in other componios, if any, do not interfere with my commitment to effectively carry out my duties and responsibilities as a director of the Company.	-5	

For the succeeding questions, please answer those which are applicable to you.

A.	For Executive Directors only		
14	I maintain a primary identify as a Board member when dealing with Board matters, at the same time bringing to the Board the benefit of closer knowledge of operational considerations.	-5-	
В.	For Independent and Non-Executive Directors only		
15	I bring fully to the Board the benefit of a particular experience or expertise, at the same time not feeling constrained to contribute on matters that may be outside my personal experience and expertise.		
16	I bring fully to the Board an objective and independent position, not afraid to take		

	an unpopular position corollary to what I think is beneficial to the Company.	5"	
17	I have access to accurate, timely, and relevant information necessary for me to contribute to the discussions during the meetings.	S**	

-			
C.	For Board Committee Chairman only		
18	I oversee the conduct of the Board Committee in line with the Committee mandate and working procedures.	6~	
19	I manage the agenda of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mandate.	5-	
20	s effectively chair Committee meetings, ensuring proper consideration of matters for discussion and recommendation to the full Board.	5-	
21	I ensure that each member of the Committee has full opportunity to express views and contribute effectively to discussion.	5	
22	I ensure that appropriate record of Committee deliberations and conclusions are maintained.	5-	
23	I lead and facilitate the Committee in reporting comiderations and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, or to the Board as a body.	ے۔	
D.	For Board Committee members only		
24	I am familiar with specific areas of concern covered by the Committee that I am a member of, and do not seek to divert into other areas not specifically envisioned by the committee mandate.	5-	
25	I believe that, relative to the size the businesses of the Company, the Board has an effective committee structure that complements the full Board in performing its functions.	5"	
26	I have access to timely, accurate, sufficient, and relevant information about the subject matter being discussed at the committee meetings I attend.	5	
27	I constructively engage and consult with the Company CEO and other senior leaders for the purpose of the Committee being better informed, or better positioned to offer the Board more reliable recommendation.	6	
28	I maintain external confidentiality of the details of Committee discussions, including the individual views of members, except as otherwise agreed for formal communication to the Board and/or Senior Management by the Committee as a whole.	۵-	
29	The frequency of the committee meetings is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.	5	



SELF-ASSESSMENT QUESTIONNAIRE (INDIVIDUAL DIRECTOR)

Name of Assessor:	NOEL M. CARIÑO	
Date Completed:	25 April 2025	
Period Covered:	2024	

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

Good	Corporate Governance Practices and Principles	Rating (1-5)	Remarks
Com	pany Policies		
1	I take time to understand Metro Global, its goals and strategies, its businesses, its governance and other key policies, purpose statement, and its brend.		
2	I understand and adhere to the mission, vision, and values of the Company.		
3	I conduct myself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that the office of a director is one of trust and confidence.		
4	In the performance of my duties and responsibilities as a director, I consider the long-term success of the Company, its austained competitiveness and profrability, its best interest and that of its shareholders and stakeholders.		
5	Guided by the principles of its Code of Ethics and Business Conduct, I represent Metro Global positively and constructively in all external dealings, seeking to enhance Metro Global's name and reputation.	/	
Atte	ndance and Participation		
6	I regularly attend and actively participate in all recetings of the Board, Committees, and shareholders, except when prevented by justifiable cause.	1	
7	I review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations in Board and Committee meetings.	V	
8	I willingly offer alternative viewpoints during discussions to reflect my own personal experiences and opinions.		
9	I fully support decisions made by the Board in the external arena, even if that decision did not completely reflect my own viewpoints.		
Perf	ormance		
10	I seek to find ways to continuously improve the efficiency and effectiveness of the Board or any Committee that I am a member of, taking any relovant suggestions to the Board Chairman or Committee Chairman, as the case maybe, for his consideration.		
11	I always exercise independent judgment.		
12	I keep myself informed of best corporate governance practices, industry developments, and business trends affecting the businesses of the Company.		
13	My board memberships in other companies, if any, do not interfere with my commitment to effectively carry out my duties and responsibilities as a director of the Company.	/	

For the succeeding questions, please answer those which are applicable to you.

A	For Executive Directors only	1	
14	I maintain a primary identity as a Board member when dealing with Board matters, at the same time bringing to the Board the benefit of closer knowledge of operational considerations.	V	
В.	For Independent and Non-Executive Directors only		
15	I bring fully to the Board the benefit of a particular experience or expertise, at the same time not feeling constrained to contribute on matters that may be outside my personal experience and expertise.	J	
16	I bring fully to the Board an objective and independent position, not afraid to take		

	an unpopular position corollary to what I think is beneficial to the Company.	V
17	I have access to accurate, timely, and relevant information necessary for me to contribute to the discussions during the meetings.	
C.	For Board Committee Chairman only	
18	I oversee the conduct of the Board Committee in line with the Committee mandate and working procedures.	
19	I manage the agenda of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mandate.	
20	I effectively chair Committee meetings, ensuring proper consideration of matters for discussion and recommendation to the full Board.	
21	I ensure that each member of the Committee has full opportunity to express views and contribute effectively to discussion.	
22	I ensure that appropriate record of Committee deliberations and conclusions are maintained.	
23	I lead and facilitate the Committee in reporting considerations and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, or to the Board as a body.	
D.	For Board Committee members only	
24	I am familiar with specific areas of concern covered by the Committee that I am a member of, and do not seek to divert into other areas not specifically envisioned by the committee mandate.	
25	I believe that, relative to the size the businesses of the Company, the Board has an effective committee structure that complements the full Board in performing its functions.	
26	I have access to timely, accurate, sufficient, and relevant information about the subject matter being discussed at the committee meetings (attend.	
27	I constructively engage and consult with the Company CEO and other senior leaders for the purpose of the Committee being better informed, or better positioned to offer the Board more reliable recommendation.	
28	I maintain external confidentiality of the details of Committee discussions, including the individual views of members, except as otherwise agreed for formal communication to the Board and/or Senior Management by the Committee as a whole.	
29	The frequency of the committee meetings is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.	



SELF-ASSESSMENT QUESTIONNAIRE (INDIVIDUAL DIRECTOR)

Name of Assessor:	FRANCISCO C. GONZALEZ		
Date Completed:	25 April 2025		
Period Covered:	2024		

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

Good	Corporate Governance Practices and Principles	Rating (1-5)	Remarks
Com	pany Policies	-	
1	I take time to understand Metro Global, its goals and strategies, its businesses, its governance and other key policies, purpose statement, and its brand.	1	
2	I understand and adhere to the mission, vision, and values of the Company.	5	
3	I conduct myself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that the office of a director is one of trust and confidence.	5	
4	In the performance of my disties and responsibilities as a director, I consider the long-term success of the Company, its sustained competitiveness and profitability, its best interest and that of its shareholders and stakeholders.	5	
5	Guided by the principles of its Code of Ethics and Business Conduct, I represent Metro Global positively and constructively in all external dealings, seeking to enhance Metro Global's name and regulation.	5	
Atte	ndance and Participation		
6	I regularly attend and actively participate in all meetings of the Board, Committees, and shareholders, except when prevented by justifiable cause.	5	
7	I review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations in Board and Committee meetings.	5	
8	I willingly offer alternative viewpoints during discussions to reflect my own personal experiences and opinions.	5	
9	I fully support decisions made by the Board in the external arena, even if that decision did not completely reflect my own viewpoints.	5	
Perf	ormance		
10	I seek to find ways to continuously improve the efficiency and effectiveness of the Board or any Committee that I am a member of, taking any relevant suggestions to the Board Chairman or Committee Chairman, as the case maybe, for his consideration.	5	
11	Lalways exercise independent judgment.	5	
12	I keep myself informed of best corporate governance practices, industry developments, and business trends affecting the businesses of the Company.	5	
13	My board memberships in other companies, if any, do not interfere with my commitment to effectively carry out my duties and responsibilities as a director of the Company.	5	

For the succeeding questions, please answer those which are applicable to you.

A	For Executive Directors only	
14	I maintain a primary identity as a Board member when dealing with Board matters, at the same time bringing to the Board the benefit of closer knowledge of operational considerations.	5
B.	For Independent and Non-Executive Directors only	(- / - / - / - / - / - / - / - / - / -
15	I bring fully to the Board the benefit of a particular experience or expertise, at the same time not feeling constrained to contribute on matters that may be outside my personal experience and expertise.	5
16	I bring fully to the Board an objective and independent position, not afraid to take	5

	an ungopular position corollary to what I think is beneficial to the Company.	5
17	I have access to accurate, timely, and relevant information necessary for me to contribute to the discussions during the meetings.	5
c.	For Board Committee Chairman only	
18	I oversee the conduct of the Board Committee in line with the Committee mandate and working procedures.	5
19	I manage the agenda of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mandate.	5
20	I effectively chair Committee meetings, ensuring proper consideration of matters for discussion and recommendation to the full Board.	5
21	I ensure that each member of the Committee has full opportunity to express views and contribute effectively to discussion.	5
22	I ensure that appropriate record of Committee deliberations and conclusions are maintained.	6
23	I lead and facilitate the Committee in reporting considerations and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, or to the Board as a body.	6
D.	For Board Committee members only	
24	I am familiar with specific areas of concern covered by the Committee that I am a member of, and do not seek to divert into other areas not specifically envisioned by the committee mandate.	5
25	I believe that, relative to the size the businesses of the Company, the Board has an effective committee structure that complements the full Board in performing its functions.	5
26	I have access to timely, accurate, sufficient, and relevant information about the subject matter being discussed at the committee meetings I attend.	5
27	I constructively engage and consult with the Company CEO and other senior leaders for the purpose of the Committee being better informed, or better positioned to offer the floard more reliable recommendation.	5
28	I maintain external confidentiality of the details of Committee discussions, including the individual views of members, except as otherwise agreed for formal communication to the Board and/or Senior Management by the Committee as a whole.	5
29	The frequency of the committee meetings is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.	5

SEC Form – I-ACGR * Updated May, 2025



SELF-ASSESSMENT QUESTIONNAIRE (INDIVIDUAL DIRECTOR)

Name of Assessor:	JOSE WILFRIDO M. SUAREZ	March	
Date Completed:	25 April 2025	0,	
Period Covered:	2024		

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate tow well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

Sood	Corporate Governance Practices and Principles	Rating (1-5)	Remarks
com	pany Policies		
1	I take time to understand Metro Global, its goals and strategies, its businesses, its governance and other key policies, purpose statement, and its brand.	5	
2	I understand and adhere to the mission, vision, and values of the Company.	3"	
3	Leunduct myself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that the office of a director is one of trust and confidence.	S	
4	In the performance of my duties and responsibilities as a director, I consider the long-term success of the Company, its sustained competitiveness and profitability, its best interest and that of its shareholders and stakeholders.	5	
5.	Guidard by the principles of its Code of Ethics and Business Conduct, I represent Metro Global positively and constructively in all external dealings, seeking to enhance Metro Global's name and reputation.	5	
Atte	ndance and Participation	6	
6	I regularly attend and actively participate in all meetings of the Board, Committees, and shareholders, except when prevented by justifiable cause.	5	
7	I review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations in Board and Committee meetings.	2	
8	I willingly offer alternative viewpoints during discussions to reflect my own personal experiences and opinions.	2	
9	I fully support decisions made by the Board in the external arena, even if that decision did not completely reflect my own viewpoints.	S	wn -
Perf	ormance		
10	I seek to find whys to continuously improve the efficiency and effectivenesis of the Board or any Committee that I am a member of, taking any relevant suggestions to the Board Chairman or Committee Chairman, as the case maybe, for his consideration.	S	
11	I always exercise Independent judgment.	8	
12	I keep myself informed of best corporate governance practices, industry developments, and business trends affecting the businesses of the Company.	I	
13	My board memberships in other companies, if any, do not interfere with my commitment to effectively carry out my duties and responsibilities as a director of the Company.	5	

For the succeeding questions, please answer those which are applicable to you.

A.	For Executive Directors only		
14	I maintain a primary identity as a Board member when dealing with Board matters, at the same time bringing to the Board the benefit of closer knowledge of operational considerations.		
8.	For Independent and Non-Executive Directors only		
15	I bring fully to the Board the benefit of a particular experience or expertise, at the same time out feeling constrained to contribute on matters that may be outside my personal experience and expertise.	5	
16	I bring fully to the Board an objective and independent position, not afraid to take	S	

	an unpopular position corollary to what I think is beneficial to the Company.	5	
17	I have access to accurate, timely, and relevant information necessary for me to contribute to the discussions during the meetings.	2	

C.	For Board Committee Chairman only	
18	I oversee the conduct of the Board Committee in line with the Committee mandate and working procedures.	
19	I manage the agenda of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mandate.	
20	I effectively chair Committee meetings, ensuring proper consideration of matters for discussion and recommendation to the full finand.	
21	Lensure that each member of the Committee has full opportunity to express views and contribute effectively to discussion.	
22	Lensure that appropriate record of Committee deliberations and conclusions are maintained.	
23	I lead and facilitate the Committee in reporting considerations and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, or to the Board as a body.	
D.	For Board Committee members only	
24	I am familiar with specific areas of concern covered by the Committee that I am a member of, and do not seek to divort into other areas not specifically envisioned by the committee mandate.	S
25	I believe that, relative to the size the Businesses of the Company, the Board has an affective committee structure that complements the full Board in performing its functions.	5
26	I have access to timely, accurate, sufficient, and relevant information about the subject matter being discussed at the committee meetings (attend.	5
27	I constructively engage and consult with the Company CEO and other senior leaders for the purpose of the Committee being better informed, or better positioned to offer the Board more reliable recommendation.	2
28	I maintain external confidentiality of the details of Committee discussions, including the individual views of members, except as otherwise agreed for formal communication to the Board and/or Senior Management by the Committee as a whole.	2
29	The frequency of the committee meetings is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.	5



SELF-ASSESSMENT QUESTIONNAIRE (INDIVIDUAL DIRECTOR)

Name of Assessor:	ROBERTO S. ROCO CALL L
Date Completed:	25 April 2025
Period Covered:	2024

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

Good	d Corporate Governance Practices and Principles	Rating (1-5)	Remarks
Com	pany Policies		
1	I take time to understand Metro Global, its goals and strategies, its businesses, its governance and other key policies, purpose statement, and its brand.	5	
2	I understand and adhere to the mission, vision, and values of the Company.	5	
3	I conduct myself in a manner characterized by transparency, accountability,		
4	in the performance of my duties and responsibilities as a director, I consider the long-term success of the Company, its sustained competitiveness and profitability, its best interest and that of its shareholders and stakeholders.	5	
5	Guided by the principles of its Code of Ethics and Business Conduct, I represent Metro Global positively and constructively in all external dealings, seeking to enhance Metro Global's name and reputation.	5	
Atte	ndance and Participation		
6	I regularly attend and actively participate in all meetings of the Board, Committees, and shareholders, except when prevented by justifiable cause.	5	
7	I review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations in Board and Committee meetings.	5	
8	I willingly offer alternative viewpoints during discussions to reflect my own personal experiences and opinions.	5	
9	I fully support decisions made by the Board in the external arena, even if that decision did not completely reflect my own viewpoints.	5	
Perf	ormance		
10	I seek to find ways to continuously improve the efficiency and effectiveness of the Board or any Committee that I am a member of, taking any reviewant suggestions to the Board Chairman or Committee Chairman, as the case maybe, for his consideration.	5	
11	I always exercise independent judgment.	5	
12	I keep myself informed of best corporate governance practices, industry developments, and business trends affecting the businesses of the Company.	5	
13	My board memberships in other companies, if any, do not interfere with my commitment to effectively carry out my duties and responsibilities as a director of the Company.	5	

For the succeeding questions, please answer those which are applicable to you.

A.	For Executive Directors only			1
14	I maintain a primary identity as a Board member when dealing with Board matters, at the same time bringing to the Board the benefit of closer knowledge of operational considerations.	5	don a control to	
В.	For Independent and Non-Executive Directors only		judazadas	Г
15	I bring fully to the Board the benefit of a particular experience or expertise, at the same time not feeling constrained to contribute on matters that may be outside my personal experience and expertise.			
16	I bring fully to the Board an objective and independent position, not afraid to take			

	an unpopular position corollary to what I think is beneficial to the Company.	
17	I have access to accurate, timely, and relevant information necessary for me to contribute to the discussions during the meetings.	5
c.	For Board Committee Chairman only	
18	Loversee the conduct of the Board Committee is line with the Committee mandate and working procedures.	
19	I manage the agenda of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mandate.	
20	I effectively chair Committee meetings, ensuring proper consideration of matters for discussion and recommendation to the full Board.	
21	I ensure that each member of the Committee has full opportunity to express views and contribute effectively to discussion.	
22	I ensure that appropriate record of Committee deliberations and conclusions are maintained.	
23	I lead and facilitate the Committee in reporting considerations and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, or to the Board as a body.	
D	For Board Committee members only	
24	I am familiar with specific areas of concern covered by the Committee that I am a member of, and do not seek to divert into other areas not specifically envisioned by the committee mandate.	5
25	I believe that, relative to the size the businesses of the Company, the Board has an effective committee structure that complements the full Board in performing its functions.	5
26	I have access to timely, accurate, sufficient, and relevant information about the subject matter being discussed at the committee meetings I attend.	5
27	I constructively engage and consult with the Company CEO and other senior leaders for the purpose of the Committee being better informed, or better positioned to offer the Board more reliable recommendation.	5
28	I maintain external confidentiality of the details of Committee discussions, including the individual views of members, except as otherwise agreed for formal communication to the Board and/or Senior Management by the Committee as a whole.	5
29	The frequency of the committee meetings is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.	5

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SELF-ASSESSMENT QUESTIONNAIRE (INDIVIDUAL DIRECTOR)

Name of Assessor:	ALICE ODCHIGUE-BONDOC	ne
Date Completed:	25 April 2025	
Period Covered:	2024	

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

Good	Corporate Governance Practices and Principles	Rating (1-5)	Remarks
Corne	pany Policies		
1	I take time to understand Metro Global, its goals and strategies, its businesses, its governance and other key policies, purpose statement, and its brand.	6	
2	I understand and adhere to the mission, vision, and values of the Company.	5	
3	I conduct myself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that the office of a director is one of trust and confidence.	5	
4	In the performance of my duties and responsibilities as a director, I consider the long-term success of the Company, its sustained competitiveness and profitability, its best interest and that of its shareholders and stakeholders.	5	
5	Guided by the principles of its Code of Ethics and Business Conduct, I represent Metro Global positively and constructively in all external dealings, seeking to enhance Metro Global's name and reputation.	5	
Atte	ndance and Participation		
6	I regularly attend and actively participate in all meetings of the Board, Committees, and shareholders, except when prevented by justifiable cause.	1	
7	I review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations in Board and Committee meetings.	5	
8	I willingly offer alternative viewpoints during discussions to reflect my own personal experiences and opinions.	5,	
9	I fully support decisions made by the Board in the external arona, even if that decision did not completely reflect my own viewpoints.	5	
Perf	ormance		
10	I seek to find ways to continuously improve the efficiency and effectiveness of the Board or any Committee that I am a member of, taking any relevant suggestions to the Board Chairman or Committee Chairman, as the case maybe, for his consideration.	5	
11	Lalways exercise independent judgment.	1	
12	I keep myself informed of best corporate governance practices, industry developments, and business trends affecting the businesses of the Company.	5	
13	My board memberships in other companies, if any, do not interfere with my commitment to effectively carry out my duties and responsibilities as a director of the Company.	3	

For the succeeding questions, please answer those which are applicable to you.

A.	For Executive Directors only		
14	I maintain a primary identity as a Board member when dealing with Board matters, at the same time tringing to the Board the benefit of closer knowledge of operational considerations.	5	
В.	For Independent and Non-Executive Directors only		
15	I bring fully to the Board the benefit of a particular experience or expertise, at the same time not feeling constrained to contribute on matters that may be outside my personal experience and expertise.		
16	I bring fully to the Board an objective and independent position, not afraid to take		

	an unpopular position corollary to what I think is beneficial to the Company.	
17	I have access to accurate, timely, and relevant information necessary for me to contribute to the discussions during the meetings.	
C.	For Board Committee Chairman only	
18	Loversee the conduct of the Board Committee in line with the Committee mandate and working procedures.	
19	I manage the agenda of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mandate.	
20	I effectively chair Committee meetings, ensuring proper consideration of matters for discussion and recommendation to the full Board.	
21	Tensure that each member of the Committee has full opportunity to express views and contribute effectively to discussion.	
22	Fensure that appropriate record of Committee deliberations and conclusions are maintained.	
23	I lead and facilitate the Committee in reporting considerations and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, or to the Board as a body.	
D.	For Board Committee members only	
24	I am familiar with specific areas of concern covered by the Committee that I am a member of, and do not seek to divert into other areas not specifically envisioned by the committee manded.	5
25	I believe that, relative to the size the businesses of the Company, the Board has an effective committee structure that complements the full Board in performing its functions.	5
26	I have access to timely, accurate, sufficient, and relevant information about the subject matter being discussed at the committee meetings I attend.	5
27	I constructively engage and consult with the Company CEO and other senior leaders for the purpose of the Committee being better informed, or better positioned to offer the Board more reliable recommendation.	5
28	I maintain external confidentiality of the details of Committee discussions, including the individual views of members, except as otherwise agreed for formal communication to the Board and/or Senior Management by the Committee as a whole.	5
29	The frequency of the committee meetings is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.	5

SEC Form – I-ACGR * Updated May, 2025



SELF-ASSESSMENT QUESTIONNAIRE (INDIVIDUAL DIRECTOR)

Name of Assessor	JAIME M. CACHO	
'Date Completed:	26 April 2026	
Period Covered;	2624	

This Silf-Assessment Questionnaire is composed of varying statements based on the roles, function, and responsibilities of the based members found under the Company's Manual on Corporate Governance. Please restude how well you have performed for each criterian and indicate the rating at the appropriate bux using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
1	Average
2	Bolow Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

Goo	d Corporate Governance Practices and Principles	Rating (1-5)	Remário
Com	pany Policies	- Charles	-
D.	Itaks time to understand Metro Global, its goals and stratages, its businesses, its governance and other key policies, purpose statement, and its board.	4	
2	Funderstand and adhere to the mission, wision, and values of the Company.	5	
3	Abonduct myself in a manner characterized by transparency, accountability, integrity, and fatmers, being fully aware that the office of a director is one of must and confidence.	5	
	in the performance of my distins and responsibilities as a director, I consider the long-taxes success of the Company, its suctained compectiveness and proffsability. Its best interest and that of the sharehidders and stakeholders.	4	
50	Suided by the principles of its Code of Ethics and Business Conduct, Exercised Areno Global postariety and crosstructively in all example dealings, seeding to enfance. Metro Global's name and reputation.	4	
Atte	ndance and Participation	11- 11	
ů.	Fregularly attiend and actively participate in all meetings of the Roard, Commutates, and shareholders, except when prevening by justifiation cause.	5	
70	I review meeting materials and if called for, ask the necessary questions or seek stanfordions and explanations in Board and Committee meetings.	5	
8	i willingly offer alternative viewpoints during discussions to reflect my own prevoted experiences and opinions	4	
8	I fully support decisions made by the floard in the external arena, even if that decision did not completely reflect my own riewponts.	4	
Pork	ormance		
10	I cook to find ways to continuously improve the efficiency and effectiveness of the Board or van Committee that I am a neember of baking any relevant suggestions to the Board Chairman or Committee Chairman, as the case maybe for his unsake-sition.	5	
11	Falways exercise independent judgment.	5	
12	keep myself informed at best corporate governance processe, ledustry developments, and housess trends affecting the besides an of the Congramy	4	
13	My board memberships in other companies. If any, do not a nothers with my commitment to effectively carry out my duties and responsibilities as a Giroctor of the Company.	5	

For the succeeding quartions, please answer those which are applicable to you.

Α.	For Executive Directors only	
14	I maintain a primary identity at a Board inscriber when dealing with Board matter, at the some time bringing to the Soard the benefit of closer knowledge, or operational considerations.	
ß.	For Independent and from-executive Directors only	V-1
15	I bring fully to the Board the benefit of a particular experience or expertise, at the came time not beeing constrained to contribute on mothers that may be outside by personal experience and expertise.	5
16	I bring fully to the Enercian objective and independent position, not afraid to take	181

	on unpepular position corplary to what I think is beneficial to the Company.	5	
17	I have occur to accurate, timely, and relevant information necessary for me to commonly to the discussions during the meetings.	4	
-	For Board Committee Chairman only		
38	roversee the conduct of the board committee in line with the Committee mandate and working procedures.	100	
19	I makege the agenda of Committee meetings by taking into conscienation the relevent and appropriate issues conscrining the Committee and its manufate.	-	
20	Leffectively chair Committee meetings, ensuring proper consideration of matters for discussion and recommendation to the full floars.	*	
21	I ensure that each member of the Committee has full opportunity to express wews, and contribute affectively to discussion.	·	
29	Lensure that appropriate record of Committee deliberation, and conductors are maintained.	*	
23	I lead and facilitate the Committee in reporting convolentions and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, or to the Soard as a body.	1	
D.	For Board Committee members only		
24	I am familier with specific areas of concern covered by the Committee that I am a member of, and do not seek to divert into other areas not specifically envisioned by the committee mandate.	-2	
26	I believe that, relative to the size the businesses of the Company, the Board has an affective committee countrie four complements the full licent in performing its functions.	-	
26	I have access to timely, accurate authorion, and relevant information about the subject matter being discussed at the committee pretings Lattend.		
27	I constructively ungage and consult with the Company CSO and other center leaders for the purpose of the Committee being better informed, or better provioused to offer the Board more reliable sections residuals.	311	
28	I materials external confidentiality of the details of Convnitive discussions, including the individual views of members, except anotherwise agreed for formula communication to the Board and/or Senior Management by the Committee as a whole:		
22	The frequency of the committee meetings is sufficient, allowing its members to perform their responsitivities accoming to the functions of the Committee	*	



SELF-ASSESSMENT QUESTIONNAIRE (INDIVIDUAL DIRECTOR)

Name of Assessor:	RAFAEL R. PEREZ DE TAGLE, JR.	
Date Completed:	25 April 2025	
Period Covered:	2024	

This Self-Assessment Questionnaire is composed of varying statements based on the roles, functions and responsibilities of the Board members found under the Company's Manual on Corporate Governance. Please evaluate how well you have performed for each criterion and indicate the rating at the appropriate box using the following rating scale:

Rating	Definition
5	Excellent
4	Above Average
3	Average
2	Below Average
1	Poor

INDIVIDUAL BOARD DIRECTOR'S SELF-ASSESSMENT

Goo	d Corporate Governance Practices and Principles	Rating (1-5)	Remarks
Com	pany Policies		
1	I take time to understand Metro Global, its goals and strategies, its businesses, its governance and other key policies, purpose statement, and its brand.	5	
2	I understand and adhere to the mission, vision, and values of the Company.	5	
3	I conduct myself in a manner characterized by transparency, accountability, integrity, and fairness, being fully aware that the office of a director is one of trust and confidence.	5	
4	In the performance of my duties and responsibilities as a director, I consider the long-term success of the Company, its sustained competitiveness and profitability, its best interest and that of its shareholders and takeholders.	5	
5	Guided by the principles of its Code of Ethics and Business Conduct, I represent Metro Global positively and constructively in all external dealings, seeking to enhance Metro Global's name and reputation.	5	
At te	ndance and Participation		
6	I regularly attend and actively participate in all meetings of the Board, Committees, and shareholders, except when prevented by justifiable cause.	5	
7	I review meeting materials and if called for, as the necessary questions or seek clarifications and explanations in Board and Committee meetings.	5	
8	I willingly offer alternative viewpoints during discussions to reflect my own personal experiences and opinions.	5	
9	I fully support decisions made by the Board in the external arena, even if that decision did not completely reflect my own viewpoints.	5	
Perf	or mance		
10	I seek to find ways to committee that I am a member of, taking any relevant suggestions to the Board Chairman or Committee Chair man, as the case maybe, for his consideration.	5	
11	I always exercise independent judgment.	5	
12	I keep myself informed of best corporate governance practices, industry developments, and business trends affecting the businesses of the Company.	5	
13	My board memberships in other companies, if any, do not interfere with my commitment to effectively carry out my duties and responsibilities as a director of the Company.	5	

For the succeeding questions, please answer those which are applicable to you.

A.	For Executive Directors only	
14	I maintain a primary identity as a Board member when dealing with Board matters, at the same time bringing to the Board the benefit of closer knowledge of operational considerations.	
В.	For Independent and Non-Executive Directors only	(6)
15	I bring fully to the Board the benefit of a particular experience or expertise, at the same time not feeling constrained to contribute on matters that may be outside my personal experience and expertise.	
16	I bring fully to the Board an objective and independent position, not afraid to take	

	an unpopular position corollary to what I think is beneficial to the Company.	
17	I have access to accurate, timely, and relevant information necessary for me to	
	contribute to the discussions during the meetings.	- N

C	For Board Committee Chairman only	
18	I oversee the conduct of the Board Committee in line with the Committee mandate and working procedures	
19	I manage the agends of Committee meetings by taking into consideration the relevant and appropriate issues concerning the Committee and its mandate.	
20	I effectively chair Committee meetings, ensuring proper consideration of matters for discussion and recommendation to the full Board.	
21	I ensure that each member of the Committee has full apportunity to express views and contribute effectively to discussion.	
22	I ensure that appropriate record of Committee deliberations and conclusions are maintained.	
23	I lead and facilitate the Committee in reporting considerations and recommendations on any matter, including both majority conclusions and recommendations and minority conclusions and recommendations, to the Chairman of the Board, arto the Board as a body.	
D.	For Board Committee members only	100
24	I am familiar with specific areas of concern covered by the Committee that I am a member of, and do not seek to divert into other areas not specifically emissioned by the committee mandate.	5
25	I believe that, relative to the size the businesses of the Company, the Board has an effective committee structure that complements the full Board in performing its functions.	5
26	I have access to timely, accurate, sufficient, and relevant information about the subject matter being discussed at the committee meetings I attend.	5
27	I constructively engage and consult with the Company CEO and other senior leaders for the purpose of the Committee being better informed, or better positioned to offer the Board more reliable recommendation.	5
28	I maintain external confidentiality of the details of Committee discussions, including the individual views of members, except as otherwise agreed for formal communication to the Board and/or Senior Management by the Committee as a whole.	5
29	The frequency of the committee meetings is sufficient, allowing its members to perform their responsibilities according to the functions of the Committee.	4

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