





## SEC FORM-ACGR (FOR PC/RI)

### ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

1. For the fiscal year ended .....**2023**.....
2. SEC Registration Number .....**AS0954616**.....
3. BIR Tax Identification Number .....**004-624-281-000**.....
4. Exact Name of the Issuer as specified in its charter .....**PHILTOWN PROPERTIES, INC.**....
5. Province, Country or other jurisdiction of incorporation or organization .....**PHILIPPINES**.....
6. Address of Principal Office **3F BJS BUILDING, BJS COMPOUND, 1869 P. DOMINGO STREET**  
**BRGY., KASILAWAN, MAKATI CITY**.....
7. Postal Code .....**1206**.....
8. Issuer's telephone number, including area code ..... **(632)8-8006694**.....
9. Former name, former address, and former fiscal year, if changed since last report  
.....**N/A**.....
10. Industry Classification Code (For SEC's use only) .....

ANNUAL CORPORATE GOVERNANCE REPORT FOR PUBLIC COMPANIES AND REGISTERED ISSUERS

RECOMMENDATION	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>THE BOARD'S GOVERNANCE RESPONSIBILITIES</b>			
<b>Principle 1. ESTABLISHING A COMPETENT BOARD</b>			
The company should be headed by a competent, working Board to foster the long-term success of the corporation, and to sustain its competitiveness and growth in a manner consistent with its corporate objectives and the long-term best interests of its shareholders/members and other stakeholders.			
<b>Recommendation 1.1</b>			
1	The Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Refer to Article 5, Paragraph A, Pages 2-3 of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a> for the Composition of the Board.
2	The Board has an appropriate mix of competence and expertise.	Compliant	Refer to Part IV, Item 9, Pages 17-18 of the Annual Report for FY 2023 (SEC Form 17-A) with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a> for the academic qualifications, industry knowledge, professional experience, and expertise of directors.
3	Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	Refer to Board Committees – Part IV. Roles and Responsibilities of the Corporate Governance Committee members of the 2023 Corporate Governance Committee Charter with link at <a href="https://www.philtownpropertiesinc.com/board-committees">https://www.philtownpropertiesinc.com/board-committees</a> for the qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance.

Recommendation 1.2				
1	The Board is headed by a competent and qualified Chairperson.	Compliant	Refer to Part IV, Item 9, Page 17 of Annual Report (SEC Form 17-A) for FY 2023 with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a> containing information on the name, qualifications and expertise of the Chairman of the Board.	
Recommendation 1.3				
1	The company provides a policy on training of directors.	Compliant	Refer to Article 5 Paragraph I, Pages 10-11 - Training of Directors of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The company has an orientation program for first-time directors.	Compliant	Refer to Article 5 Paragraph B.1 (vi), Page 4 – Duties of the Chairman of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
3	The company has relevant annual continuing training for all directors.	Compliant	<a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
Recommendation 1.4				
1	The Board has a policy on board diversity.	Compliant	Refer to Article 5, Paragraph A of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a> showing information on the board’s strict policy on board diversity.  Refer to Part IV, Item 9. Directors and Executive Officers of Annual Report (SEC Form 17-A) for FY 2023 with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a> indicating the gender, age, and competence composition of the board.	

Recommendation 1.5				
1	The Board is assisted by a Corporate Secretary.	Compliant	Refer to Article 5, Paragraph O, Page 14 - The Corporate Secretary of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	Refer to Part IV, Item 9 - Directors and Executive Officers of Annual Report (SEC Form 17-A) for FY 2023 with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a> containing information of the Corporate Secretary, including his/her name, qualifications, duties and functions.	
3	The Corporate Secretary is not a member of the Board of Directors.	Compliant		
4	The Corporate Secretary attends annual training/s on corporate governance.	Compliant	Refer to Annex "A" - Certificate of Participation issued by Institute of Corporate Directors (ICD) to Atty. Robinson Vinas, PPI Corporate Secretary for having completed the ADVANCE CORPORATE GOVERNANCE TRAINING held on October 26, 2003 from 1:00 pm to 5:00 pm through zoom meetings.	
Recommendation 1.6				
1	The Board is assisted by a Compliance Officer.	Compliant	Refer to Article 5, Paragraph P, Page 15 - The Compliance Officer of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a> Refer to Part IV, Item 9. Directors and Executive Officers of Annual Report (SEC Form 17-A) for FY 2023 with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a> containing information of the Compliance Officer, including his/her name, position, qualifications, duties and functions.	
2	The Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3	The Compliance Officer is not a member of the board.	Compliant		
4	The Compliance Officer attends annual training/s on corporate governance.	Compliant	Refer to Annex "A" - Certificate of Participation issued by Institute of Corporate Directors (ICD) to Esmegardo S. Reyes, Compliance Officer for having completed the ADVANCE CORPORATE GOVERNANCE TRAINING held on October 26, 2003 from 1:00 pm to 5:00 pm through zoom meetings.	

<b>Principle 2. ESTABLISHING CLEAR ROLES AND RESPONSIBILITIES OF THE BOARD</b>				
The fiduciary roles, responsibilities, and accountabilities of the Board, as provided under the law, the company’s articles of incorporation and bylaws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to shareholders/members and other stakeholders.				
<b>Recommendation 2.1</b>				
1	The Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company, shareholders and stakeholders.	Compliant	<p>Refer to Article 5, Paragraph F – Specific Duties and Responsibilities of a Director, Page 9 of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a></p> <p>Refer to Article 5 Paragraph B.1 (ii), 1 (iii) and 1 (iv) Page 3 – Duties of the Chairman of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a></p> <p>Refer to Annex B - Corporate Secretary’s Certification on Attendance of Board of Directors in the 2023 Board Meetings.</p>	
<b>Recommendation 2.2</b>				
1	The Board oversees the development and approval of the company’s business objectives and strategy.	Compliant	<p>Refer to Article 5, Paragraph E, Page 8 - Responsibilities, Duties and Functions of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a></p>	
2	The Board oversees and monitors the implementation of the company’s business objectives and strategy.	Compliant	<p>Refer to Annex B - Corporate Secretary’s Certification on Attendance of Board of Directors in the 2023 Board Meetings.</p>	
<b>Recommendation 2.3</b>				
1	The Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Refer to Article 5, Paragraph E, Pages 7-8 - Responsibilities, Duties and Functions of the Board of the Manual on Corporate Governance of 2023 with	

2	The Board adopts a policy for the retirement of directors and key officers	Compliant	link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a> providing information on the company's succession planning policies and programs and its implementation.	
<b>Recommendation 2.4</b>				
1	The Board aligns the remuneration of key officers and board members with the long-term interests of the company.	Compliant	Refer to Article 5, Paragraph K - Remuneration of Directors and Officers of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>  The Corporate Governance Committee (CGC) handles the duties of a Remuneration Committee. CGC meets to tackle remuneration and performance of officers and personnel.	
2	The Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3	The Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		
<b>Recommendation 2.5</b>				
1	The Board has a formal and transparent board nomination and election policy.	Compliant	Refer to Article 5. Paragraph N.1, Pages 12-13 - Corporate Governance Committee of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a> and Articles IV.2 and VII of the Corporate Governance Committee Charter with link at <a href="https://www.philtownpropertiesinc.com/board-committees">https://www.philtownpropertiesinc.com/board-committees</a> providing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the candidates are shortlisted and how it encourages nominations from shareholders.	
2	The Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3	The Board nomination and election policy includes how the company accepted nominations from shareholders/members.	Compliant		
4	The Board nomination and election policy includes how the board reviews the qualifications of nominated candidates.	Compliant		
5	The Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement/removal of a director.	Compliant		
6	The Board has a process for identifying the quality of directors/trustees that is aligned with the strategic direction of the company.	Compliant		

Recommendation 2.6				
1	The Board has overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Refer to Article 5, Paragraph H, Page 10 - Related Party Transactions Policy of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Refer to Part IV, Item 12. Certain Relationship and Related Party Transactions of Annual Report (SEC Form 17-A) for FY 2023 with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a>	
Recommendation 2.7				
1	The Board is primarily responsible for approving the selection of Management, led by the Chief Executive Officer (CEO) or his/her equivalent, and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	Refer to Article 5.E.: Responsibilities, Duties and Functions of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The Board is primarily responsible for assessing the performance of Management, led by the CEO or his/her equivalent and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive, as may be applicable).	Compliant	Refer to Part IV, Item 9. Management Committee Members/Key Officers, Pages 19 to20 where resumes of Management Team are discussed of Annual Report (SEC Form 17-A) for FY 2023 with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a>  Refer to Article 5.N.1: Corporate Governance Committee duties and responsibilities of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>  In 2023, the Corporate Governance Committee met regularly usually held after the regular and special board meetings.	

Recommendation 2.8				
1	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that Management's performance is on par with the standards set by the Board and Senior Management.	Compliant	Refer to Article 5.E.2. (vii): Responsibilities, Duties and Functions of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The Board establishes an effective performance evaluation framework that includes a standard or criteria for assessment and ensures that personnel's performance is on par with the standards set by the Board and Senior Management.	Compliant	Refer to Articles IV.1.b and c of the Corporate Governance Committee Charter with link at <a href="https://www.philtownpropertiesinc.com/board-committees">https://www.philtownpropertiesinc.com/board-committees</a>	
Recommendation 2.9				
1	The Board ensures that an appropriate internal control system is in place.	Compliant	Refer to Article 5.G.: Internal Control Responsibilities of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The internal control system includes a mechanism for monitoring and managing potential/actual conflicts of interest of the board members/trustees, management and shareholders/members.	Compliant	Company has an Audit Committee and an Independent Internal Auditor	
3	The Board adopts an Internal Audit Charter.	Compliant	Refer to Audit Committee Charter with link at <a href="https://www.philtownpropertiesinc.com/board-committees">https://www.philtownpropertiesinc.com/board-committees</a>  Company has an Internal Audit Charter with link at <a href="https://www.philtownpropertiesinc.com/internal-audit-charter">https://www.philtownpropertiesinc.com/internal-audit-charter</a>	
Recommendation 2.10				
1	The Board ensures that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	<b>Non- Compliant</b>	No formal enterprise risk management framework. The members of the Board agree to tackle enterprise risk issues as a group.	
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.	<b>Non -Compliant</b>		

Recommendation 2.11				
1	The Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	Compliant	Refer to Article 5.E.2 of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a> that discusses Responsibilities, Duties and Functions of the Board.  The Manual on Corporate Governance of 2023 is in the corporation's website.	
2	The Board Charter serves as a guide to the directors/trustees in the performance of their functions.	Compliant		
3	The Board Charter is publicly available.	Compliant		

### Principle 3. ESTABLISHING BOARD COMMITTEES

The 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, compliance and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all the board committees should be contained in their respective board committee charters.

### Recommendation 3.1

1	The Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Refer to Article 5.N: Board Committees of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>  <i>Provide information or link/reference to a document containing information of all board committees established by the company.</i>	
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### Recommendation 3.2

1	The Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	Refer to Article 5.N.2: Audit Committee of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>  It is the Audit Committee's responsibility to recommend the appointment or removal of the corporation's external auditor.	
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2	The Audit Committee is composed of at least three (3) qualified non-executive directors, the majority of whom, including the Chairperson, are independent directors.	Compliant	<p>The Audit Committee is composed of 3 non-executive directors. The Committee's chairperson is an independent director and is not the Chairman of the corporation's Board of Directors.</p> <p>All members of the Audit Committee have years of experience in accounting, audit and finance.</p> <p>Members of the Audit Committee are:  Chairperson – Marilou Adea (independent director)  Member – Alfredo Parungao (independent director)  Member - Lauro Ramos (director)</p> <p>Their resumes are in the Company's 2023 17-A which is in the website with link at  <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a></p> <p>Refer to Board Committees with link at  <a href="https://www.philtownpropertiesinc.com/board-committees">https://www.philtownpropertiesinc.com/board-committees</a></p>	
3	All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Refer to Board Committees with link at <a href="https://www.philtownpropertiesinc.com/board-committees">https://www.philtownpropertiesinc.com/board-committees</a>	
4	The Chairperson of the Audit Committee is not the Chairperson of the Board or of any other committee.	Compliant		
<b>Recommendation 3.3</b>				
1	The Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	Refer to Article 5.N.1: Corporate Governance Committee of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	

2	The Corporate Governance Committee is composed of at least three (3) members, majority of whom, including the Chairperson, should be independent directors.	Compliant	Refer to Part V, Item 13. Pages 23 that discusses the members of the Corporate Governance Committee of Annual Report (SEC Form 17-A) for FY 2023 with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a>  The Chairperson of the Corporate Governance Committee is an independent director.	
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### Recommendation 3.4

1	The 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.	<b>Non-Compliant</b>	Company did not establish a BROC as the Board decided that the function of the BROC will fall under the Corporate Governance Committee	
2	The BROC is composed of at least three (3) members, the majority of whom should be independent directors, including the Chairperson.	<b>Non-Compliant</b>		
3	At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	<b>Non-Compliant</b>		

### Recommendation 3.5

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	Refer to Board Committees with link at <a href="https://www.philtownpropertiesinc.com/board-committees">https://www.philtownpropertiesinc.com/board-committees</a>	
2	The Committee Charters provide standards for evaluating the performance of a committee and its members.	Compliant		

### Principle 4. FOSTERING COMMITMENT

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.

<b>Recommendation 4.1</b>				
1	The Directors attend and actively participate in all meetings of the Board, Committees and shareholders/members in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Refer to Article 5.J.: Board Meetings and Quorum Requirement of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The Directors review meeting materials for all Board and Committee meetings.	Compliant	Refer to Annex B - Corporate Secretary's Certification on Attendance of Board of Directors in the 2023 Board Meetings.	
3	The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Directors are permitted to ask questions during Board meetings and Committee meetings. These are all recorded in Minutes of these meetings.	
<b>Recommendation 4.2</b>				
1	Non-executive directors concurrently serve in not more than ten (10) public companies and/or registered issuers. If concurrently sitting in at least three (3) publicly listed companies, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers.	Compliant	Refer to Article 5.N.1: Corporate Governance Committee of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>  Refer to Part IV, Item 9. Directors and Executive Officers of Annual Report (SEC Form 17-A) for FY 2023 that shows the resumes of each Director with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a>	
<b>Recommendation 4.3</b>				
1	The Directors notify the company's board before accepting a directorship in another company.	Compliant	For 2023, there was no incidence of a director offered or accepting a directorship in another company.	
<b>Principle 5. REINFORCING BOARD INDEPENDENCE</b>				
The Board should endeavor to exercise an objective and independent judgment on all corporate affairs.				

Recommendation 5.1				
1	The Board is composed of a majority of non-executive directors who possess the necessary qualifications.	Compliant	Refer to Article 5.A.: Composition of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>  Refer to Part IV, Item 9. Directors and Executive Officers of Annual Report (SEC Form 17-A) for FY 2023 that shows the list of directors including Independent directors with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a>	
Recommendation 5.2				
1	The Board has at least two (2) independent directors or such number as to constitute one-third (1/3) of the board, whichever is higher.	Compliant	Refer to Article 5.A.: Composition of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>  Refer to Part IV, Item 9. Directors and Executive Officers of Annual Report (SEC Form 17-A) for FY 2023 that shows the list of directors including independent directors with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a>	
Recommendation 5.3				
1	The independent directors possess all the qualifications and none of the disqualifications to hold the position.	Compliant	Refer to Article 5.A.: Composition of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
Recommendation 5.4				
1	The company perpetually bars an independent director from serving in such capacity after the term limit of nine (9) years.	Compliant	Refer to Article 5.A.: Composition of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	In the instance that the company retains an independent director in the same capacity after nine (9) years, the Board provides meritorious justification and seeks shareholders'/members' approval during the annual regular meeting.	Compliant	Refer to Article 5.A.: Composition of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	

			Refer to Annex C – SEC 17C report dated 27 July 2023 on the results of the 2023 ASM where majority of the shareholders’ approved retaining Alfredo B. Parungao as an independent director (Mr. Parungao has been an independent director for more than 9 years)	
<b>Recommendation 5.5</b>				
1	The positions of Chairperson of the Board and Chief Executive Officer (or its equivalent) are held by separate individuals.	Compliant	Chairman of the Board – Alfredo B. Parungao President – Ernest Fritz Server	
2	The Chairperson of the Board and Chief Executive Officer (or its equivalent) have clearly defined responsibilities.	Compliant	Refer to Article 5, Paragraph B - Chairman of the Board and Chief Executive Officer of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
<b>Recommendation 5.6</b>				
1	The Board designates a lead director among the independent directors if the Chairperson of the Board is not an independent director.	Compliant	Refer to Part IV, Item 9. Directors and Executive Officers, Page 17 of Annual Report (SEC Form 17-A) for FY 2023 showing that the Chairman is an independent director with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a>	
<b>Recommendation 5.7</b>				
1	The Directors/Trustees with material interest in a transaction affecting the corporation fully disclose his/her adverse interest, abstain from taking part in the deliberations for the same, and recuse from voting on the approval of transaction.	Compliant	For 2023, the corporation was not involved in a transaction with an entity where a director had a material interest in.	
<b>Recommendation 5.8</b>				
1	The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present.	Compliant	The NEDs, being members of the Audit Committee and Corp. Governance Committee have official meetings with external auditor, internal auditor and compliance officer.	
2	The meetings are chaired by the lead independent director, if applicable.	Compliant	Audit Committee and Corporate Governance Committee are both chaired by Independent Directors.	
<b>Principle 6. ASSESSING BOARD PERFORMANCE</b>				

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

**Recommendation 6.1**

1	The Board conducts an annual self-assessment of its performance as a whole.	Compliant	<p>Refer to Article 5.L.: Assessment of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a></p> <ol style="list-style-type: none"> <li>1) Annex D-1 – Board, Committee and Self-Assessment of Chairman and independent director Alfredo B. Parungao</li> <li>2) Annex D-2 – Board, Committee and Self-Assessment of Vice Chairman Lauro B. Ramos</li> <li>3) Annex D-3 – Board and Self-Assessment of Ernest Fritz Server</li> <li>4) Annex D-4 – Board and Self-Assessment of Francisco A. Segovia</li> <li>5) Annex D-5 – Board, Committee and Self-Assessment of independent director Marilou Adea</li> <li>6) Annex D-6 - Board and Self-Assessment of Ariel A. De Guzman</li> <li>7) Annex D-7 – Board, Committee and Self-Assessment of independent director Elueterio D. Coronel</li> </ol>	
2	The Chairperson conducts an annual self-assessment of his performance.	Compliant		
3	The individual members conduct a self-assessment of their performance.	Compliant		
4	Each committee conducts a self-assessment of its performance.	Compliant		

**Recommendation 6.2**

1	The Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors/trustees and committees.	Compliant	<p>Refer to Article 5.N.1: Corporate Governance Committee of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a></p>	
2	The system allows for a feedback mechanism from the shareholders/members.	Compliant	Shareholders feedback occur during the corporation’s Annual Stockholders’ Meetings	

**Principle 7. STRENGTHENING BOARD ETHICS**

The Board directors are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1				
1	The 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 board members.	Compliant	Refer to Code of Business Conduct and Ethics with link at <a href="https://www.philtownpropertiesinc.com/code-of-business-conducts-ethics">https://www.philtownpropertiesinc.com/code-of-business-conducts-ethics</a>	
2	The Code is properly disseminated to the members of Board.	Compliant	The code is properly disseminated to the members of the board.	
3	The Code is disclosed and made available to the public through the company website.	Compliant	Refer to Code of Business Conduct and Ethics with link at <a href="https://www.philtownpropertiesinc.com/code-of-business-conducts-ethics">https://www.philtownpropertiesinc.com/code-of-business-conducts-ethics</a>	

Recommendation 7.2				
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1	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Refer to Code of Business Conduct and Ethics with link at <a href="https://www.philtownpropertiesinc.com/code-of-business-conducts-ethics">https://www.philtownpropertiesinc.com/code-of-business-conducts-ethics</a>  The Code was approved by the Board of Directors on March 29, 2023.	
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DISCLOSURE AND TRANSPARENCY				
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Principle 8. ENHANCING COMPANY DISCLOSURE POLICIES AND PROCEDURES				
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The Board should establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations.				
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Recommendation 8.1				
1	The Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders/members and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	Refer to Article 13: Reportorial or disclosure system of Company's Corporate Governance Policies of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
Recommendation 8.2				
1	The company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within five (5) business days.	Compliant	Refer to Article 12: Disclosure and Transparency of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within five (5) business days.	Compliant		
Recommendation 8.3				
1	The company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Refer to Article 5: Board of Governance of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>  Manual on Corporate Governance for the Year 2023 was submitted to SEC on April 19, 2023.  Refer to the company website with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The company's MCG is submitted to the SEC.	Compliant		
3	The company's MCG is posted on the company website.	Compliant		
Recommendation 8.4				
1	The company's corporate governance policies and practices and all relevant information are disclosed in its Annual Corporate Governance Report (ACGR).	Compliant	Please refer to the Company's Annual Corporate Governance Report in the Company website with link at <a href="https://www.philtownpropertiesinc.com/annual-corporate-governance-report">https://www.philtownpropertiesinc.com/annual-corporate-governance-report</a>  ACGR for Y2022 was submitted to SEC on June 26, 2023 ACGR for Y2021 was already posted on the company website.	
2	The company's ACGR is submitted to the SEC.	Compliant		
3	The company's ACGR is posted on the company website.	Compliant		

<b>Principle 9. STRENGTHENING EXTERNAL AUDITOR'S INDEPENDENCE AND IMPROVING AUDIT QUALITY</b>				
The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.				
<b>Recommendation 9.1</b>				
1	The Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of external auditors.	Compliant	Refer to Article 5.N.2: Audit Committee of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and the shareholders/members.	Compliant	Refer to Article 7: Accountability and Audit of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
3	For the removal of external auditor, the reasons for such removal or change are disclosed to the SEC, the shareholders/members, and the public through the company website and required disclosures.	Compliant	<i>Provide information or link/reference to a document containing the company's reason for removal or change of external auditor.</i>	
<b>Recommendation 9.2</b>				
1	The Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	Refer to Audit Committee Charter with link at <a href="https://www.philtownpropertiesinc.com/board-committees">https://www.philtownpropertiesinc.com/board-committees</a>  Audit Committee Charter includes all of the recommended responsibilities	
2	The Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant		
<b>Recommendation 9.3</b>				

1	The company discloses the nature of non-audit services performed by its external auditor in the Annual Report to manage potential conflict of interest cases.	Compliant	Refer to Part III, Item 8 of Annual Report (SEC 17-A) for FY 2023 with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a>	
2	The Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	Compliant	Refer to Article 7: Accountability and Audit of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	

**Principle 10. INCREASING FOCUS ON NON-FINANCIAL AND SUSTAINABILITY REPORTING**

The Board should ensure that the company discloses material and reportable non-financial and sustainability issues.

**Recommendation 10.1**

1	The Board has a clear and focused strategy on the disclosure of non-financial information.	Compliant	Refer to Article 8: G (Corporate Relations Office) and Article 9: Material and Reportorial Non-Financial and Sustainability Issues of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The company discloses to all shareholders/members and other stakeholders the company's strategic and operational objectives with emphasis on the management of environmental, economic, social and governance (EESG) issues of its business which underpin sustainability.	Compliant	<i>Disclose or provide link to the company's policies and practices on the disclosure of non-financial information, including EESG issues. Provide link or reference to the company's disclosure of strategic and operational objectives, with emphasis on EESG matters.</i>	

**Principle 11. PROMOTING A COMPREHENSIVE AND COST-EFFICIENT ACCESS TO RELEVANT INFORMATION**

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

**Recommendation 11.1**

1	The company has a website to ensure a comprehensive, cost-efficient, transparent and timely manner of disseminating relevant information to the public.	Compliant	Please refer to the website with link at <a href="https://www.philtownpropertiesinc.com/">https://www.philtownpropertiesinc.com/</a>	
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**INTERNAL CONTROL AND RISK MANAGEMENT FRAMEWORKS**

**Principle 12. STRENGTHENING INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS**

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

**Recommendation 12.1**

1	The company has an adequate and effective internal control system in the conduct of its business.	Compliant	Refer to Article 5.G: Internal Control Responsibilities of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>  <i>List quality service programs for the internal audit functions.</i>  <i>Indicate frequency of review of the internal control system.</i>	
2	The company has an adequate and effective enterprise risk management framework in the conduct of its business.	<b>Non-Compliant</b>	No formal enterprise risk management framework. The members of the Board agree to tackle enterprise risk issues as a group.  The Board is of the position that since corporation is under corporate rehabilitation, the presence of a court-appointed receiver reduces business risks as all key decisions are brought to the receiver and rehabilitation court.	

<b>Recommendation 12.2</b>				
1	The 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	Company has an independent Internal Auditor who reports directly to the Company's Audit Committee.  Also refer to Article 5.G.: Internal Control Responsibilities of the Board of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
<b>CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS/MEMBERS</b>				
<b>Principle 13. PROMOTING SHAREHOLDER/MEMBER RIGHTS</b>				
The company should treat all shareholders/members fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.				
<b>Recommendation 13.1</b>				
1	The Board ensures that basic shareholder/member rights are disclosed in the Manual on Corporate Governance.	Compliant	Refer to Article 8.: Stockholders' Rights and Protection of Minority Stockholders' Interest of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
<b>Recommendation 13.2</b>				
1	The Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders'/Members' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting.	Compliant	For Year 2023, notices of ASM were sent to stockholders via publication in 2 newspapers of general circulation on June 23, 2023 and June 30, 2023. ASM was held on July 26, 2023.  Refer to the company website, Company Disclosures, ASM Matters, Notice of ASM for Y2023 with link at <a href="https://www.philtownpropertiesinc.com/asm-matters">https://www.philtownpropertiesinc.com/asm-matters</a>	
<b>Recommendation 13.3</b>				
1	The Board encourages active shareholder/member participation by making the result of the votes taken during the most recent Annual or Special Shareholders'/Members' Meeting publicly available the next working day.	Compliant	Refer to Annex C – SEC 17C report dated 27 July 2023 on the results of the 2023 ASM' shareholders' approval on the election of the directors of the Corporation during the ASM held on 26 July 2023.	

2	The minutes of the Annual and Special Shareholders'/Members' Meetings were made available on the company website within five (5) business days from the date of the meeting.	Compliant	Minutes of 2023 ASM will be made available in the corporation's website after approval during the 2024 ASM.  <i>Provide link to minutes of meeting in the company website. Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll. Include whether there was opportunity to ask question and the answers given, if any.</i>	
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**Recommendation 13.4**

1	The Board makes available, at the option of a shareholder/member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Refer to Article 5.F.: Alternative Dispute Resolution of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
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**Recommendation 13.5**

1	The Board establishes an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent to ensure constant engagement with its shareholders/members.	Compliant	Refer to Article 8.G.: Corporate Relations Office of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>  1. Name of the person – Mr. Eric Ailes (CRO) 2. Telephone number – 8800-66-94 4. E-mail address – philtown.ssm@gmail.com	
2	The IRO or CRO or its equivalent is present at every shareholders'/members' meeting.	Compliant	Mr. Ailes is present in the 2023 ASM and previous ASMs	

**DUTIES TO STAKEHOLDERS**

**Principle 14. RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS**

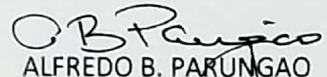
The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

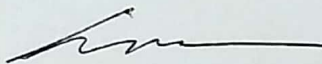
<b>Recommendation 14.1</b>				
1	The Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	<p>Refer to Article 8.: Stockholders' Rights and Protection of Minority Stockholders' Interest of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a></p> <p>Refer to Part II, Item 5. Market for Issuer's Common Equity and Related Stockholders Matters of Annual Report (SEC Form 17-A) for FY 2022 with link at <a href="https://www.philtownpropertiesinc.com/sec-filings">https://www.philtownpropertiesinc.com/sec-filings</a></p>	
<b>Recommendation 14.2</b>				
1	The Board establishes clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of stakeholders.	Compliant	<p>Refer to Article 8.: Stockholders' Rights and Protection of Minority Stockholders' Interest of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a></p>	
<b>Principle 15. ENCOURAGING EMPLOYEES' PARTICIPATION</b>				
A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the company's objectives and good corporate governance goals.				
<b>Recommendation 15.1</b>				
1	The Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>Refer to Article 10.: Employee Participation of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a></p> <p>The Company has an Annual Planning Session to set the targets for the following fiscal year. This session includes all departments. These targets are then presented to the Board by Management.</p>	

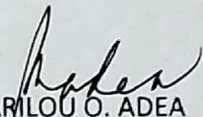
Recommendation 15.2				
1	The Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Business Conduct and Ethics.	Compliant	Refer to Code of Business Conduct and Ethics with link at <a href="https://www.philtownpropertiesinc.com/code-of-business-conducts-ethics">https://www.philtownpropertiesinc.com/code-of-business-conducts-ethics</a>	
2	The Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant		
Recommendation 15.2				
1	The Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	Compliant	Refer to Article 10.: Employee Participation, Paragraph 3, Page 19 of the Manual on Corporate Governance of 2023 mentioning that a suitable framework for whistleblowing shall be established by the Board with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
2	The Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	<i>Indicate if the framework includes procedures to protect the employees from retaliation.</i>	
3	The Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<i>Provide contact details to report any illegal or unethical behavior. Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</i>	
Principle 16. ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY				
The company should be socially responsible in all its dealings with the communities in which it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.				
Recommendation 16.1				
1	The 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	Refer to Article 9.: Material and Reportable Non-Financial and Sustainability Issues of the Manual on Corporate Governance of 2023 with link at <a href="https://www.philtownpropertiesinc.com/manual-on-corporate-governance">https://www.philtownpropertiesinc.com/manual-on-corporate-governance</a>	
			<i>Provide information or reference to a document containing the company's community involvement and environment-related programs.</i>	


Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the city of MAKATI CITY, on the JUN 24 2024, 2024.

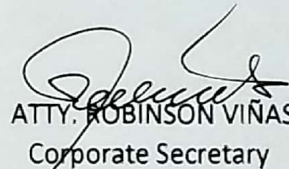
**SIGNATURES**


  
ALFREDO B. PARUNGAO  
Chairman / Independent Director

  
ERNEST FRITZ D. SERVER  
President

  
MARILOU O. ADEA  
Independent Director

  
ELEUTERIO D. CORONEL  
Independent Director

  
ATTY. ROBINSON VIÑAS  
Corporate Secretary

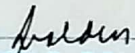
  
ESMEGARDO S. REYES  
Compliance Officer

JUN 24 2024

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_, affiants exhibiting me their competent evidence of Identity, as follows;

NAME	COMPETENT EVIDENCE OF IDENTITY & NO.
Alfredo B. Parungao	BIR TIN: 132-197-846
Ernest Fritz D. Server	BIR TIN: 115-593-099
Atty. Robinson Viñas	BIR TIN: 905-784-305
Marilou O. Adea	BIR TIN: 110-232-487
Eleuterio D. Coronel	BIR TIN: 101-513-032
Esmegardo S. Reyes	BIR TIN: 135-954-520

Doc No. 471  
Page No. 95  
Book No. 4/3  
Series of 2024.

  
**DAISY R. ROLDAN**  
Notary Public  
Until December 31, 2024  
PTR No. 18456032 - Makati  
IBP No. 248855-Roll No. 25068

# ANNEX A – CERTIFICATE OF PARTICIPATION ON CORPORATE GOVERNANCE TRAININGS



Institute of Corporate Directors  
presents this

Certificate of Participation  
to  
**Robinson Vinas**  
Philtown Properties, Inc.  
for having completed the  
**Advanced Corporate  
Governance Training**  
held on  
October 26, 2023 | 1:00 PM – 5:00 PM  
through Zoom Meetings



Carlos Jose P. Gatmaitan  
Chief Executive Officer




Institute of Corporate Directors  
presents this

Certificate of Participation  
to  
**Esmegardo Reyes**  
Philtown Properties, Inc.  
for having completed the  
**Advanced Corporate  
Governance Training**  
held on  
October 26, 2023 | 1:00 PM – 5:00 PM  
through Zoom Meetings




Carlos Jose P. Gatmaitan  
Chief Executive Officer



Institute of Corporate Directors  
presents this

Certificate of Participation  
to  
**Jose Alberto D. Maningat**  
Philtown Properties, Inc.  
for having completed the  
**Advanced Corporate  
Governance Training**  
held on  
October 26, 2023 | 1:00 PM – 5:00 PM  
through Zoom Meetings



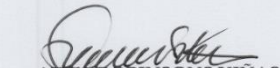
Carlos Jose P. Gatmaitan  
Chief Executive Officer



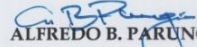
25 October 2023

Alfredo B. Parungao  
Lauro B. Ramos  
Ernest Fritz Server  
Francisco A. Segovia  
Marilou O. Adea  
Eleuterio D. Coronel  
Ariel De Guzman

IN WITNESS WHEREOF, we have hereunto set our hand this 23rd day of January 2024 in the City of Makati, Philippines.

  
ATTY. ROBINSONS VINAS  
Corporate Secretary


ATTESTED BY:

  
ALFREDO B. PARUNGAO  
Chairman of the Board of Directors

JAN 22 2024

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_ day of \_\_\_\_\_, at **MAKATI CITY**, Philippines, affiant exhibiting to me his License No. E07-01-01-1780.

DOC No. 99 ;  
Page No. 30 ;  
Book No. 461 ;  
Series of 2024.

  
**DAISY R. ROLDAN**  
Notary Public  
Until December 31, 2024  
PTR No. 18456032 - Makati  
IBP No. 248855-Roll No. 25068

Republic of the Philippines)  
**MAKATI CITY** ) S.S

**SECRETARY'S CERTIFICATE**

I, **ATTY. ROBINSON C. VIÑAS**, of legal age, Filipino, with office address at 3rd Floor BJS Building, BJS Compound #1869 P. Domingo Street, Makati City, after having been duly sworn in accordance with law, hereby certify that:

I am the duly elected and qualified Corporate Secretary of **PHILTOWN PROPERTIES, INC. (formerly Philippine Townships, Inc.)**, a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office address at 3rd Floor BJS Building, BJS Compound #1869 P. Domingo Street, Makati City (the "Corporation").

After having been duly sworn in accordance with law, hereby certify that the directors named hereunder were present at the five (5) regular meetings of the Board of Directors for the year 2023. All of which were presided over the online meeting via the Zoom platform, duly called for the purpose, and at each of which a quorum was present and acting throughout:

25 January 2023

Alfredo B. Parungao  
Lauro B. Ramos  
Ernest Fritz Server  
Francisco A. Segovia  
Marilou O. Adea  
Eleuterio D. Coronel  
Ariel De Guzman

29 March 2023

Alfredo B. Parungao  
Lauro B. Ramos  
Ernest Fritz Server  
Francisco A. Segovia  
Marilou O. Adea  
Eleuterio D. Coronel  
Ariel De Guzman

31 May 2023

Alfredo B. Parungao  
Lauro B. Ramos  
Ernest Fritz Server  
Francisco A. Segovia  
Marilou O. Adea  
Eleuterio D. Coronel  
Ariel De Guzman

30 August 2023

Alfredo B. Parungao  
Lauro B. Ramos  
Ernest Fritz Server  
Francisco A. Segovia  
Marilou O. Adea  
Eleuterio D. Coronel  
Ariel De Guzman

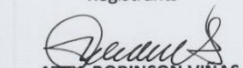
The following are the records of attendance of the Board of Directors of the Corporation for the (5) Board meetings held from January 2023 to December 2023.

Name	Date of Meeting	No. of Attendance
Alfredo B. Parungao	January 31, 2023 to December 31, 2023	5
Lauro B. Ramos	January 31, 2023 to December 31, 2023	5
Ernest Fritz Server	January 31, 2023 to December 31, 2023	5
Francisco Segovia	January 31, 2023 to December 31, 2023	5
Marilou Adea	January 31, 2023 to December 31, 2023	5
Eleuterio Coronel	January 31, 2023 to December 31, 2023	5
Ariel De Guzman	January 31, 2023 to December 31, 2023	5

**SIGNATURE**

Pursuant to the requirements of the Securities Regulation Code, the registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PHILTOWN PROPERTIES, INC**  
Registrants

  
**ATTY. ROBINSON VINAS**  
Corporate Secretary

**A S O 9 5 4 6 1 6**  
SEC Registration Number

**COVER SHEET**

**P H I L T O W N P R O P E R T I E S , I N C O R P O R A T E D**

(Company's Full Name)

**3 R D F L R . B J S B U I L D I N G , 1 8 6 9 P .**  
**D O M I N G O S T R E E T , M A K A T I C I T Y**

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

**JOSE ALBERTO D. MANINGAT**  
(Contact Person)

**0632-8800-6694**  
(Company Telephone Number)

**1 2** **3 1**  
Month Day  
(Calendar Year)

**17-C**  
(Form Type)

**0 6 3 0**  
Month Day  
(Annual Meeting)

**Not Applicable**  
(Secondary License Type, if Applicable)

**CFD**  
Dept. Requiring this Doc.

**NA**  
Amended Articles Number/Section

**4030**  
Total No. of Stockholders

Total Amount of Borrowings  
**NA** **N.A.**  
Domestic Foreign

File Number

To be accomplished by SEC Personnel concerned

LCU

Document ID

Cashier

**STAMPS**

Remarks: Please use BLACK ink for scanning purposes.

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FROM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER**

- 27 July 2023**  
Date of Report (Date of earliest event reported)
- SEC Identification Number **ASO95-4616**
- BIR Tax Identification Number **004-624-281**
- PHILTOWN PROPERTIES, INC.**  
Exact name of registrant as specified in its charter
- City of Makati**  
Province, country or other jurisdiction of incorporation
- 06320** ( SEC use only)  
Industry Classification Code
- 3<sup>rd</sup> Floor BJS Building, 1869 P. Domingo St., Makati City** **1206**  
Address of the principal office Postal Code
- (0632) 8800-6694**  
Registrant's telephone number, including area code
- FORMERLY: PHILIPPINE TOWNSHIPS, INC., 6<sup>th</sup> Flr. 8101 Pearl Plaza, Pearl Drive, Ortigas Center**  
Former name or former address, if changed since last report
- Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class

Number of Shares Common & Preferred  
Stocks Outstanding and Amount of Debt  
Outstanding

**Common**  
**Preferred A**  
**Preferred B**

**218,350,005 shares**  
**0 shares**  
**218,349,995 shares**

11. Indicate the item numbers reported herein:

**Item 3. Changes in Issuer's Certifying Accountant**

**(b) Appointment of New Independent Accountant**

During the Corporation's Annual Stockholders' Meeting (ASM) on July 26, 2023, the Corporation appointed RS Bernaldo & Associates as its independent auditor for the year 2023.

**Item 4. Resignation, Removal or Election of Registrant's Directors or Officers**

b) Election or Appointment

The following were elected as directors of the Corporation for the year 2023 during the Annual Stockholders' Meeting (ASM) held on July 26, 2023:

1. Alfredo B. Parungao – Independent Director
2. Eleuterio D. Coronel – Independent Director
3. Marilou O. Adea – Independent Director
4. Ernest Fritz D. Server
5. Francisco A. Segovia
6. Lauro B. Ramos
7. Ariel A. De Guzman

**Item 9. Other Events**

During the Corporation's Annual Stockholders' Meeting on July 26, 2023, the amendment of the Corporation's Articles of Incorporation to change its principal office address from "Metro Manila" to 3<sup>rd</sup> Floor BJS Building, 1869 P. Domingo Street, Makati City, was done to comply with the requirements laid down by SEC Memorandum Circular No. 6, Series of 2014.

**SIGNATURE**

Pursuant to the requirements of the Securities Regulation Code, the registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PHILTOWN PROPERTIES, INC.**

27 July 2023

  
**ATTY. ROBINSONS C. VINAS**  
Corporate Secretary

# ANNEX D – SELF-ASSESSMENT FORM – BOARD OF DIRECTORS

1. ALFREDO B. PARUNGAO

**SELF - ASSESSMENT FORM  
BOARD OF DIRECTORS  
PHILTOWN PROPERTIES INC**

Please read each statement and rank your response based on the following:

RATING	DEFINITION
4	Excellent
3	Above Average
2	Average
1	Below Average

Self - Assessment as an Individual Member of the Board: FY 2023

PERFORMANCE AS A MEMBER OF THE BOARD OF DIRECTORS	RATINGS	REMARKS
1 Regularly attends and participates in Board meetings	4	
2 Regularly attends in Board Committee meetings of which I am a member of (if not member of committee - type NA)	4	
3 Is fully aware of and strictly adheres to the mission, vision, and values of the Corporation	4	
4 Understand the Corporation's goals and operations, as well as its policies and rules	3	
5 Keeps abreast of industry developments, good governance practices and business strategies affecting the business of the Corporation	3	
6 Acts honestly and in good faith in all dealings with the Corporation, keeping in mind the best interest of the Corporation, stockholders and other stakeholders such as its investors, consumers and the public	4	
7 Is independent, transparent, and fair in making decisions as a member of the board to ensure that the Corporation's interest is protected over that of individual shareholders	4	
8 Has sufficient working knowledge of the statutory and regulatory requirements affecting the Corporation, including the content of its Articles of Incorporation and By-Laws, and where applicable, the requirements of regulatory agencies	3	
9 Devotes sufficient time and attention necessary to properly discharge the duties and responsibilities as a member of the Board	4	

ALFREDO B. PARUNGAO  
A.B. Parungao  
MAY 6, 2024

Performance Assessment of the Board of Directors as a Body: FY 2023

CORPORATE GOVERNANCE PRACTICES AND PRINCIPLES	RATING	REMARKS
1 The Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions, and responsibilities	4	
2 The Board considers the long-term success of the Corporation, its sustained competitiveness and profitability, having in mind its best interest and that of its shareholders and stakeholders	4	
3 The Board ensures that it has an appropriate mix of competence and expertise and that, its members remain qualified for their positions individually and collectively	4	
4 The Board periodically evaluates and monitors the implementation of company policies and strategies, including business plans, operating budgets, and Management's overall performance	4	
5 The Board ensures the Corporation's faithful compliance with its own By-Laws, established policies, all applicable laws, regulations, and best business practices	4	
6 The Board regularly establishes clear strategic directions for the Corporation and formulates policies as a guide for Management	4	
7 Constantly finds ways to improve the efficiency and effectiveness of the Board	4	

Comments, Observations and Suggestions:

1. THE PRACTICE, MONITORING AND REPORTING OF CORPORATE PRACTICES AND PROCEDURES IS A VERY GOOD STEP TOWARDS ENSURING TRANSPARENCY OF THE CORPORATION'S GOALS + DIRECTIONS, & ASSURES ITS POLICIES + GUIDES

2. SUGGEST THAT READING MATERIALS ON INDUSTRY DEVELOPMENTS, GOOD GOVERNANCE PRACTICES AND BUSINESS STRATEGIES AFFECTING OR HIGHLY AFFECT THE BUSINESS OF THE CORPORATION BE REGULARLY SUBMITTED THROUGH THE AUTO

Name: ALFREDO B. PARUNGAO

Signatures: [Signature]

Date accomplished: MAY 6, 2024

2. LAURO B, RAMOS

SELF - ASSESSMENT FORM  
BOARD OF DIRECTORS  
PHILTOWN PROPERTIES INC

Please read each statement and rank your response based on the following:

RATING	DEFINITION
4	Excellent
3	Above Average
2	Average
1	Below Average

Self - Assessment as an Individual Member of the Board:

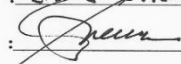
PERFORMANCE AS A MEMBER OF THE BOARD OF DIRECTORS	RATINGS	REMARKS
1 Regularly attends and participates in Board meetings	3	ATTENDANCE VIA ZOOM 4/4
2 Regularly attends in Board Committee meetings of which I am a member of (if not member of committee - type NA)	3	- DO -
3 Is fully aware of and strictly adheres to the mission, vision, and values of the Corporation	4	FULLY AWARE
4 Understand the Corporation's goals and operations, as well as its policies and rules	4	UNDERSTANDS FULLY WELL
5 Keeps abreast of industry developments, good governance practices and business strategies affecting the business of the Corporation	4	
6 Acts honestly and in good faith in all dealings with the Corporation, keeping in mind the best interest of the Corporation, stockholders and other stakeholders such as its investors, consumers and the public	4	
7 Is independent, transparent, and fair in making decisions as a member of the board to ensure that the Corporation's interest is protected over that of individual shareholders	4	FULLY INDEPENDENT AND TRANSPARENT
8 Has sufficient working knowledge of the statutory and regulatory requirements affecting the Corporation, including the content of its Articles of Incorporation and By-Laws, and where applicable, the requirements of regulatory agencies	4	ALWAYS UP TO DATE AND UNDERSTOOD THE REQUIREMENTS
9 Devotes sufficient time and attention necessary to properly discharge the duties and responsibilities as a member of the Board	4	DEVOTES SUBSTANTIAL TIME

Performance Assessment of the Board of Directors as a Body:

CORPORATE GOVERNANCE PRACTICES AND PRINCIPLES	RATING	REMARKS
1 The Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions, and responsibilities	4	ALWAYS
2 The Board considers the long-term success of the Corporation, its sustained competitiveness and profitability, having in mind its best interest and that of its shareholders and stakeholders	4	ALWAYS
3 The Board ensures that it has an appropriate mix of competence and expertise and that, its members remain qualified for their positions individually and collectively	4	- DO -
4 The Board periodically evaluates and monitors the implementation of company policies and strategies, including business plans, operating budgets, and Management's overall performance	4	WITHOUT FAIL
5 The Board ensures the Corporation's faithful compliance with its own By-Laws, established policies, all applicable laws, regulations, and best business practices	4	ALWAYS
6 The Board regularly establishes clear strategic directions for the Corporation and formulates policies as a guide for Management	4	- DO -
7 Constantly finds ways to improve the efficiency and effectiveness of the Board	4	REGULARLY

Comments, Observations and Suggestions:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Name : LAURO B. RAMOS  
 Signatures :   
 Date accomplished : MAY 10, 2024

3. ERNEST FRITZ SERVER

SELF - ASSESSMENT FORM  
BOARD OF DIRECTORS  
PHILTOWN PROPERTIES INC

Please read each statement and rank your response based on the following:

RATING	DEFINITION
4	Excellent
3	Above Average
2	Average
1	Below Average

Self - Assessment as an Individual Member of the Board:

PERFORMANCE AS A MEMBER OF THE BOARD OF DIRECTORS	RATINGS	REMARKS
1 Regularly attends and participates in Board meetings	4	
2 Regularly attends in Board Committee meetings of which I am a member of (if not member of committee - type NA)	4	AS MGT
3 Is fully aware of and strictly adheres to the mission, vision, and values of the Corporation	4	
4 Understand the Corporation's goals and operations, as well as its policies and rules	4	
5 Keeps abreast of industry developments, good governance practices and business strategies affecting the business of the Corporation	4	
6 Acts honestly and in good faith in all dealings with the Corporation, keeping in mind the best interest of the Corporation, stockholders and other stakeholders such as its investors, consumers and the public	4	
7 Is independent, transparent, and fair in making decisions as a member of the board to ensure that the Corporation's interest is protected over that of individual shareholders	4	
8 Has sufficient working knowledge of the statutory and regulatory requirements affecting the Corporation, including the content of its Articles of Incorporation and By-Laws, and where applicable, the requirements of regulatory agencies	3	
9 Devotes sufficient time and attention necessary to properly discharge the duties and responsibilities as a member of the Board	4	

Performance Assessment of the Board of Directors as a Body:

CORPORATE GOVERNANCE PRACTICES AND PRINCIPLES	RATING	REMARKS
1 The Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions, and responsibilities	4	
2 The Board considers the long-term success of the Corporation, its sustained competitiveness and profitability, having in mind its best interest and that of its shareholders and stakeholders	4	
3 The Board ensures that it has an appropriate mix of competence and expertise and that, its members remain qualified for their positions individually and collectively	3	
4 The Board periodically evaluates and monitors the implementation of company policies and strategies, including business plans, operating budgets, and Management's overall performance	3	
5 The Board ensures the Corporation's faithful compliance with its own By-Laws, established policies, all applicable laws, regulations, and best business practices	4	
6 The Board regularly establishes clear strategic directions for the Corporation and formulates policies as a guide for Management	3	
7 Constantly finds ways to improve the efficiency and effectiveness of the Board	3	

Comments, Observations and Suggestions:

THE BOARD HAS 3 WIDE-RANGING DIRECTORS OUT OF 7; A VERY HIGH RATIO. ALL DIRECTORS HAVE EXTENSIVE EXPERIENCE + DIVERSE COMPETENCE IN DIRECTING MANAGEMENT. THE GOALS OF THE CORPORATION ARE CLEAR & EFFECTIVE.

Name : ERNEST FRITZ SERVER  
 Signatures : [Signature]  
 Date accomplished : MAY 6, 2024

4. FRANCISCO A. SEGOVIA

**SELF - ASSESSMENT FORM  
BOARD OF DIRECTORS  
PHILTOWN PROPERTIES INC**

**Please read each statement and rank your response based on the following:**

RATING	DEFINITION
4	Excellent
3	Above Average
2	Average
1	Below Average

**Self - Assessment as an Individual Member of the Board:**

PERFORMANCE AS A MEMBER OF THE BOARD OF DIRECTORS	RATINGS	REMARKS
1 Regularly attends and participates in Board meetings	4	
2 Regularly attends in Board Committee meetings of which I am a member of (if not member of committee – type NA)	N/A	
3 Is fully aware of and strictly adheres to the mission, vision, and values of the Corporation	4	
4 Understand the Corporation's goals and operations, as well as its policies and rules	4	
5 Keeps abreast of industry developments, good governance practices and business strategies affecting the business of the Corporation	4	
6 Acts honestly and in good faith in all dealings with the Corporation, keeping in mind the best interest of the Corporation, stockholders and other stakeholders such as its investors, consumers and the public	4	
7 Is independent, transparent, and fair in making decisions as a member of the board to ensure that the Corporation's interest is protected over that of individual shareholders	4	
8 Has sufficient working knowledge of the statutory and regulatory requirements affecting the Corporation, including the content of its Articles of Incorporation and By-Laws, and where applicable, the requirements of regulatory agencies	4	
9 Devotes sufficient time and attention necessary to properly discharge the duties and responsibilities as a member of the Board	4	

**Performance Assessment of the Board of Directors as a Body:**

CORPORATE GOVERNANCE PRACTICES AND PRINCIPLES	RATING	REMARKS
1 The Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions, and responsibilities	4	
2 The Board considers the long-term success of the Corporation, its sustained competitiveness and profitability, having in mind its best interest and that of its shareholders and stakeholders	4	
3 The Board ensures that it has an appropriate mix of competence and expertise and that, its members remain qualified for their positions individually and collectively	4	
4 The Board periodically evaluates and monitors the implementation of company policies and strategies, including business plans, operating budgets, and Management's overall performance	4	
5 The Board ensures the Corporation's faithful compliance with its own By-Laws, established policies, all applicable laws, regulations, and best business practices	4	
6 The Board regularly establishes clear strategic directions for the Corporation and formulates policies as a guide for Management	4	
7 Constantly finds ways to improve the efficiency and effectiveness of the Board	4	

Comments, Observations and Suggestions:

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Name : FRANCISCO A. SEGOVIA

Signatures : 

Date accomplished : JUNE 7, 2024

5, MARILOU O. ADEA

SELF - ASSESSMENT FORM  
BOARD OF DIRECTORS  
PHILTOWN PROPERTIES INC

Please read each statement and rank your response based on the following:

RATING	DEFINITION
4	Excellent
3	Above Average
2	Average
1	Below Average

For Year 2023

Self - Assessment as an Individual Member of the Board:

PERFORMANCE AS A MEMBER OF THE BOARD OF DIRECTORS	RATINGS	REMARKS
1 Regularly attends and participates in Board meetings	3	missed one board mtg due to surgery
2 Regularly attends in Board Committee meetings of which I am a member of (if not member of committee - type NA)	4	started in Audit Committee mid-year
3 Is fully aware of and strictly adheres to the mission, vision, and values of the Corporation	3	started in first membership yr 2023
4 Understand the Corporation's goals and operations, as well as its policies and rules	3	
5 Keeps abreast of industry developments, good governance practices and business strategies affecting the business of the Corporation	4	
6 Acts honestly and in good faith in all dealings with the Corporation, keeping in mind the best interest of the Corporation, stockholders and other stakeholders such as its investors, consumers and the public	4	
7 Is independent, transparent, and fair in making decisions as a member of the board to ensure that the Corporation's interest is protected over that of individual shareholders	4	
8 Has sufficient working knowledge of the statutory and regulatory requirements affecting the Corporation, including the content of its Articles of Incorporation and By-Laws, and where applicable, the requirements of regulatory agencies	3	
9 Devotes sufficient time and attention necessary to properly discharge the duties and responsibilities as a member of the Board	3	

*Madea*

For year 2023

Performance Assessment of the Board of Directors as a Body:

CORPORATE GOVERNANCE PRACTICES AND PRINCIPLES	RATING	REMARKS
1 The Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions, and responsibilities	3	
2 The Board considers the long-term success of the Corporation, its sustained competitiveness and profitability, having in mind its best interest and that of its shareholders and stakeholders	3	still studying the firm's plan for rehabilitation in court
3 The Board ensures that it has an appropriate mix of competence and expertise and that, its members remain qualified for their positions individually and collectively	3	
4 The Board periodically evaluates and monitors the implementation of company policies and strategies, including business plans, operating budgets, and Management's overall performance	3	provided enough transparency for required information
5 The Board ensures the Corporation's faithful compliance with its own By-Laws, established policies, all applicable laws, regulations, and best business practices	3	
6 The Board regularly establishes clear strategic directions for the Corporation and formulates policies as a guide for Management	3	
7 Constantly finds ways to improve the efficiency and effectiveness of the Board	3	

Comments, Observations and Suggestions:

During a 2023 retreat to the Board of Philtown Properties, Inc. I am trying my best to keep abreast of the firm's overall strategy and operations

Name : MARILOU O. ADEA

Signature : *Madea*

Date accomplished : May 2024

6. ARIEL A. DE GUZMAN

**SELF - ASSESSMENT FORM  
BOARD OF DIRECTORS  
PHILTOWN PROPERTIES INC**

Please read each statement and rank your response based on the following:

RATING	DEFINITION
4	Excellent
3	Above Average
2	Average
1	Below Average

**Self - Assessment as an Individual Member of the Board:**

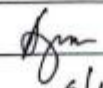
PERFORMANCE AS A MEMBER OF THE BOARD OF DIRECTORS	RATINGS	REMARKS
1 Regularly attends and participates in Board meetings	4	
2 Regularly attends in Board Committee meetings of which I am a member of (if not member of committee - type NA)	NA	
3 Is fully aware of and strictly adheres to the mission, vision, and values of the Corporation	4	
4 Understand the Corporation's goals and operations, as well as its policies and rules	4	
5 Keeps abreast of industry developments, good governance practices and business strategies affecting the business of the Corporation	4	
6 Acts honestly and in good faith in all dealings with the Corporation, keeping in mind the best interest of the Corporation, stockholders and other stakeholders such as its investors, consumers and the public	4	
7 Is independent, transparent, and fair in making decisions as a member of the board to ensure that the Corporation's interest is protected over that of individual shareholders	4	
8 Has sufficient working knowledge of the statutory and regulatory requirements affecting the Corporation, including the content of its Articles of Incorporation and By-Laws, and where applicable, the requirements of regulatory agencies	4	
9 Devotes sufficient time and attention necessary to properly discharge the duties and responsibilities as a member of the Board	4	

**Performance Assessment of the Board of Directors as a Body:**

CORPORATE GOVERNANCE PRACTICES AND PRINCIPLES	RATING	REMARKS
1 The Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions, and responsibilities	4	
2 The Board considers the long-term success of the Corporation, its sustained competitiveness and profitability, having in mind its best interest and that of its shareholders and stakeholders	4	
3 The Board ensures that it has an appropriate mix of competence and expertise and that, its members remain qualified for their positions individually and collectively	4	
4 The Board periodically evaluates and monitors the implementation of company policies and strategies, including business plans, operating budgets, and Management's overall performance	4	
5 The Board ensures the Corporation's faithful compliance with its own By-Laws, established policies, all applicable laws, regulations, and best business practices	4	
6 The Board regularly establishes clear strategic directions for the Corporation and formulates policies as a guide for Management	4	
7 Constantly finds ways to improve the efficiency and effectiveness of the Board	4	

Comments, Observations and Suggestions:

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Name : ARIEL DE GUZMAN  
 Signatures :   
 Date accomplished : 6/10/2024

7. ELEUTERIO D. CORONEL

**SELF - ASSESSMENT FORM  
BOARD OF DIRECTORS  
PHILTOWN PROPERTIES INC**

Please read each statement and rank your response based on the following:

RATING	DEFINITION
4	Excellent
3	Above Average
2	Average
1	Below Average

**Self - Assessment as an Individual Member of the Board:**

PERFORMANCE AS A MEMBER OF THE BOARD OF DIRECTORS	RATINGS	REMARKS
1 Regularly attends and participates in Board meetings	4	
2 Regularly attends in Board Committee meetings of which I am a member of (if not member of committee - <b>type NA</b> )	4	
3 Is fully aware of and strictly adheres to the mission, vision, and values of the Corporation	4	
4 Understand the Corporation's goals and operations, as well as its policies and rules	3	
5 Keeps abreast of industry developments, good governance practices and business strategies affecting the business of the Corporation	3	
6 Acts honestly and in good faith in all dealings with the Corporation, keeping in mind the best interest of the Corporation, stockholders and other stakeholders such as its investors, consumers and the public	4	
7 Is independent, transparent, and fair in making decisions as a member of the board to ensure that the Corporation's interest is protected over that of individual shareholders	4	
8 Has sufficient working knowledge of the statutory and regulatory requirements affecting the Corporation, including the content of its Articles of Incorporation and By-Laws, and where applicable, the requirements of regulatory agencies	3	
9 Devotes sufficient time and attention necessary to properly discharge the duties and responsibilities as a member of the Board	4	

**Performance Assessment of the Board of Directors as a Body:**

CORPORATE GOVERNANCE PRACTICES AND PRINCIPLES	RATING	REMARKS
1 The Board conducts itself with utmost honesty and integrity in the discharge of its duties, functions, and responsibilities	4	
2 The Board considers the long-term success of the Corporation, its sustained competitiveness and profitability, having in mind its best interest and that of its shareholders and stakeholders	4	
3 The Board ensures that it has an appropriate mix of competence and expertise and that, its members remain qualified for their positions individually and collectively	4	
4 The Board periodically evaluates and monitors the implementation of company policies and strategies, including business plans, operating budgets, and Management's overall performance	3	
5 The Board ensures the Corporation's faithful compliance with its own By-Laws, established policies, all applicable laws, regulations, and best business practices	4	
6 The Board regularly establishes clear strategic directions for the Corporation and formulates policies as a guide for Management	3	
7 Constantly finds ways to improve the efficiency and effectiveness of the Board	4	

**Comments, Observations and Suggestions:**

*Being a company that has been placed under receivership, it is just starting to really normalize its operations. The company and the board is in the right direction as it strengthens its operations and capabilities and has established the necessary reform pertinent to the corporate policies and operational procedures, all with the intent of further making it a viable and profitable organization in the year ahead.*

Name : ELEUTERIO CORONEL

Signatures : *[Signature]*

Date accomplished : June 16, 2024