

COVER SHEET

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S.E.C. Registration Number

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(Company's Full Name)

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

Atty. Maria Carla T. Uykim

Contact Person

5 318 4374 loc 6112

Company Telephone Number

1	2
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Month

3	1
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Day

Fiscal Year

2022 INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

FORM TYPE

Last Thursday of June

Month Day

Annual Meeting

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Secondary License Type, If Applicable

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Dept. Requiring this Doc.

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Amended Articles Number/Section

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Total No. of Stockholders

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Domestic

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Foreign

Total Amount of Borrowings

Top be accomplished by SEC Personnel concerned

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CASHIER



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **2022**
2. SEC Identification Number **AS094-4462**
3. BIR Tax Identification No. **000-426-523-000**
4. Exact name of issuer as specified in its charter **GLOBAL-ESTATE RESORTS, INC.**
5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **9/F Eastwood Global Plaza, Palm Tree Avenue**
Eastwood City, Bagumbayan, Quezon City
Address of principal office
8. **(632) 5318-4374**
Issuer's telephone number, including area code

1110

Postal Code

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NONCOMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance 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			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	The Board is composed of directors with a collective working knowledge, experience or expertise that is relevant to the real estate industry. 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, to enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction.	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	<p>The Corporate Governance Committee also ensures that all members possess all the qualifications and none of the disqualifications as mentioned in the New Manual on Corporate Governance.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A). 	

		<p>The profiles of each director containing the academic qualifications, industry knowledge, professional experience, expertise, and relevant trainings of directors are indicated on pages 30 to 35 of the Annual Report.</p> <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p> <ul style="list-style-type: none"> • Board of Directors <p>https://geri.com.ph/about/board-of-directors/</p> <ul style="list-style-type: none"> • New Manual on Corporate Governance [Section IV(A)] <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>Currently, GERI has 3 non-executive directors, 2 independent directors, and 4 executive directors, to wit:</p> <p><i>Non-Executive Directors:</i> Ferdinand T. Santos Kevin Andrew L. Tan Giancarlo C. Ng</p> <p><i>Independent Directors:</i></p>	

		<p>Jesus B. Varela Cresencio P. Aquino</p> <p><i>Executive Directors:</i> Andrew L. Tan (Chairman & CEO) Lourdes T. Gutierrez-Alfonso (Managing Director) Monica T. Salomon (President) Wilbur L. Chan (Director for Hotels and Club)</p> <p><i>References:</i></p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A). Item 9, page 29 https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf • Board of Directors (Profile of each director) https://geri.com.ph/about/board-of-directors/ • GERI ASM 2022 Definitive Information Statement, p.9-13 https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf 	
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Recommendation 1.3

<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>Compliant</p>	<p>To allow the Board to discharge its duties and responsibilities, the Board shall obtain professional training and have continuing education.</p> <p>It is the Corporate Governance Committee's function to recommend and ensure continuing education and training programs for the Company's directors.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance [Section IV (L)(4)(d) and Section IV (L)(4)(f)] <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
<p>2. Company has an orientation program for first time directors.</p>	<p>Compliant</p>	<p>The Company provides a comprehensive 8-hour orientation program for new directors.</p> <p>For 2022, all directors and key officers have attended the 2022 Annual Corporate Governance Training Program.</p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p>Please see below list of the trainings attended by the Board:</p> <p>Monica T. Salomon, Lourdes T. Gutierrez-Alfonso, Wilbur L. Chan, Ferdinand T. Santos, Giancarlo C. Ng, Kevin Andrew L. Tan, Cresencio P. Aquino, Jesus B. Varela, Maria Carla T. Uykim, Nelileen S. Baxa, Lailani V. Villanueva, Ma. Emelyn Gertrudes C. Martinez, Felipe L. Mangubat, Jr., Karen B.</p>	

		<p>Maderazo, and Michael R. Roxas, attended "2022 Megaworld Group Corporate Governance Seminar" held on 1 December 2022. Andrew L. Tan and Kevin Andrew L. Tan attended the same seminar held on 6 December 2022.</p> <p>Wilbur L. Chan and Ferdinand T. Santos, attended the Corporate Governance Seminar conducted by Risks, Opportunities, Assessment and Management, Inc. held on 13 December 2022.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance [Section IV (D)(2)(h)] <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • 2022 Certifications on Attendance of Corporate Governance Seminar on 1, 6 and 13 December 2022 <p>https://geri.com.ph/wp-content/uploads/2023/03/GLOBAL-ESTATE-RESORTS-INC.-Letter-Certificates-of-Completion-of-Corporate-Governance-Seminar.pdf</p> <p>https://geri.com.ph/wp-content/uploads/2023/03/GLOBAL-ESTATE-RESORTS-INC._Letter-on-Attendance-to-2022-</p>	
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		Corporate-Governance-Seminar-Batch-2_23-December-2022.pdf	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>The Board has a policy on board diversity, which is a move to avoid groupthink and ensure that optimal decision-making is achieved. Board diversity includes diversity in gender, age, ethnicity, culture, skills, competence, and knowledge.</p> <p>The current Board is composed of seven (7) male directors and two (2) female directors.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A). Item 9, page 29 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant		

2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	GERI's Corporate Secretary is Atty. Maria Carla T. Uykim. She has been the Corporate Secretary since 16 April 2019 and was re-elected during the Organizational Meeting held immediately after the Annual Stockholders' Meeting on 22 July 2022.	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<p>Atty. Uykim is not GERI's Compliance Officer and is not a member of the Board of Directors. The members of the Board are likewise indicated in the Results of Annual Stockholders' Meeting and GERI's 2022 Annual Report.</p> <p>References:</p> <ul style="list-style-type: none"> • Results of 2022 Organizational Meeting <p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A). Item 9, page 34 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>Atty. Maria Carla T. Uykim attended "2022 Megaworld Group Corporate Governance" held on 1 December 2022.</p> <p>Reference:</p>	

		<ul style="list-style-type: none"> 2022 Corporate Governance Certificate of Completion <p>https://geri.com.ph/wp-content/uploads/2023/03/GLOBAL-ESTATE-RESORTS-INC.-_Letter-Certificates-of-Completion-of-Corporate-Governance-Seminar.pdf</p>	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	<p>GERI's Compliance Officer is Ms. Lailani V. Villanueva. She was elected during the Organizational Meeting conducted last 22 July 2022.</p> <p>Ms. Villanueva's profile is also contained in GERI's 2022 Annual Report.</p> <p>As stated in Section IV (N)(2) of the Manual on Corporate Governance, <i>"the Board shall appoint a Compliance Officer who shall have the rank of Vice President or an equivalent position with adequate stature and authority in the corporation."</i></p> <p>Currently, Ms. Villanueva holds the position of "First Vice President" which is considered of the same stature and authority as a Senior Vice President in the Company.</p> <p>Ms. Villanueva is not a member of the Board of Directors. The members of the Board are likewise indicated in the Results of Annual Stockholders' Meeting and GERI's 2022 Annual Report.</p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant		

		<p>References:</p> <ul style="list-style-type: none"> • Results of 2022 Annual Stockholders' Meeting <p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-ASM-Meeting.pdf</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A). Item 9, page 33 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
<p>4. Compliance Officer attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Ms. Villanueva attended "2022 Megaworld Group Corporate Governance Seminar held on 1 December 2022.</p> <p>Reference:</p> <ul style="list-style-type: none"> • 2022 Corporate Governance Certificate of Completion <p>https://geri.com.ph/wp-content/uploads/2023/03/GLOBAL-ESTATE-RESORTS-INC.-Letter-Certificates-of-Completion-of-Corporate-Governance-Seminar.pdf</p>	

<p>Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.</p>			
<p>Recommendation 2.1</p>			
<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>As disclosed in the Company's New Manual on Corporate Governance, it is one of the duties and responsibilities of a director to "be knowledgeable of his fiduciary roles, responsibilities and accountabilities under the law, the Corporation's articles and by-laws, and other legal pronouncements and guidelines", and that "a director should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Corporation and all shareholders".</p> <p>Board of Directors actively participate during Board meetings and annual stockholders' meetings. Further, the Chairman of the Board makes certain that the meeting agenda focuses on strategic matters in coordination with the Corporate Secretary, while taking into consideration the advice and suggestions of the Board and Management.</p> <p>The Board performed their duties by acting through resolutions obtained in meetings such as but not limited to the annual stockholders' meeting, special board meetings, etc.</p> <p>References:</p>	

		<ul style="list-style-type: none"> GERI's New Manual on Corporate Governance [Section IV(H)(2)(h)] https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf Minutes of the 2022 Annual Stockholders' Meeting https://geri.com.ph/wp-content/uploads/2022/07/Minutes_GERI-ASM-2022.pdf 	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The Board oversees the development of and approves the Corporation's business objectives and strategy, and monitors their implementation, in order to sustain the Corporation's long-term viability and strength.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>The Company's website provides all the current reports (SEC Form 17-C) submitted by the Company, thereby disclosing all the relevant actions of the Board for monitoring purposes.</p> <p>References:</p> <ul style="list-style-type: none"> GERI's New Manual on Corporate Governance [Section IV(G)(1)] 	

		<p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> SEC Form 17-C available at GERI's website <p>https://geri.com.ph/company-disclosures/type/sec-form-17-c-current-report/</p>	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission, and core values.	Compliant	<p>As can be gleaned in the Company's website, it has been the Company's mission/vision to establish its position as the leading developer of master-planned fully integrated tourism estates in the Philippines catering to both the domestic and foreign markets.</p> <p>Reference:</p> <ul style="list-style-type: none"> Vision and Mission <p>https://geri.com.ph/about/mission-vision/</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p>The Board fosters long-term success of the Corporation and secures its sustained competitiveness, profitability and fiduciary responsibility in a manner that is consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.</p> <p>The Board oversees the development of and approves the Corporation's business objectives and strategy, and monitors their implementation,</p>	

		<p>in order to sustain the Corporation's long-term viability and strength.</p> <p>The Board regularly carries out evaluations to appraise its performance as a body and assess whether it possesses the right mix of backgrounds and competencies.</p> <p>The Board conducts an annual self-assessment of its performance, including the performance of the Chairman, individual members, and committees.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance [Section IV (G)(1)] <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
Recommendation 2.3			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>GERI's Chairman is Dr. Andrew L. Tan.</p> <p>As disclosed in the GERI's 2022 Annual Report, Dr. Tan has extensive experience in real estate.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A). Item 9, page 30 	

		<p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV (1) (2) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • Board of Directors, Dr. Andrew L. Tan <p>https://geri.com.ph/about/board-of-directors/members-of-the-board-of-directors/dr-andrew-l-tan/</p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers, and management.	Compliant	<p>As mentioned in GERI's New Manual on Corporate Governance, the Board adopts an effective succession planning program for the directors, key officers, and management to ensure growth and a continued increase in the shareholders' value. The Corporate Governance Committee also recommends succession plan for the board members and senior officers, and remuneration packages for corporate and individual performance. This includes adopting a retirement policy.</p> <p>References:</p>	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		

		<ul style="list-style-type: none"> GERI's New Manual on Corporate Governance [Section IV (G)(2)(b)] https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf GERI's 2022 Annual Report (17-A). Item 9 https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf 	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	As disclosed in GERI's New Manual on Corporate Governance, it is the Board's responsibility to align the remuneration of key officers and board members with the long-term interests of the Company. It should formulate and adopt a policy specifying the relationship between remuneration and performance, which includes specific financial and non-financial metrics to measure performance and set specific provisions for employees with significant influence on the overall risk profile of the corporation.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	GERI adopts a performance-based compensation scheme. The total annual compensation paid to the five most highly compensated officers and all other directors and officers are disclosed in GERI's 2022 Annual Report. References:	

		<ul style="list-style-type: none"> GERI's New Manual on Corporate Governance [Section IV(K)(1) and (2)] https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf GERI's 2022 Annual Report (17-A). Item 10, page 36-38 https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf 	
Optional Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	The Board approves the remuneration of the Company's key officers and senior executives.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	<p>As stated in the New Manual on Corporate Governance, the Board of Directors ensures that remuneration of key officers and Board members are aligned with the long-term interests of the Company by adopting a policy specifying the relationship between remuneration and performance.</p> <p>On 23 September 2011, the Company approved an Executive Stock Option Plan (ESOP) for key Company executives, directors, and senior officers. The purpose of the Plan is to enable the key Company executives, directors and senior</p>	

		<p>officers who are largely responsible for its further growth and development to obtain an ownership interest in the Company, thereby encouraging long-term commitment to the Company.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance [Section IV(K)(1) and (2)] <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A). Item 10, page 37 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p> <ul style="list-style-type: none"> • GERI's ESOP Reports to the PSE <p>https://geri.com.ph/company-disclosures/type/geri-exclusive-stock-plan-esop-reports/</p>	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	GERI's nomination and election policy and process and its implementation, including the criteria used	

		in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders are contained in the Company's New Manual on Corporate Governance.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	The Corporate Governance Committee, which also serves as the Company's Nomination Committee, reviews, evaluates, pre-screens and shortlists all candidates nominated to become a member of the Board of Directors and other appointments requiring Board approval to ensure that candidates possess all the required qualifications, including whether candidates: (1) possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the entity's business and risk profile; (2) have a record of integrity and good repute; (3) have sufficient time to carry out their responsibilities; and (4) have the ability to promote a smooth interaction between board members, and none of the disqualifications and to assess the effectiveness of the Board's processes and procedures in the election or replacement of directors.	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	GERI's nomination and election process is also contained in GERI's 2022 Definitive Information Statement. References:	

		<ul style="list-style-type: none"> GERI's New Manual on Corporate Governance Section IV(L)(2), p. 24 Section VII (B) (1) and (8) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> GERI ASM 2022 Definitive Information Statement <p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p>	
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Board formulates and implements group-wide policy and system governing related party transactions and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality, that would ensure the integrity and transparency of related party transactions between and among the Company and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers, and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationships by members of the Board.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	GERI employees are also required to promptly disclose any business and family-related transaction with the Company to ensure that	

		<p>potential conflicts of Interest surfaces and are brought to the attention of management.</p> <p>In compliance with SEC Memorandum Circular No. 10-2019, the Company adopted its Related Party Transactions Policy, which took effect on October 28, 2019.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's Related Party Transactions Policy <p>https://geri.com.ph/wp-content/uploads/2019/11/Related-Party-Transactions-Policy.pdf</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance, p. 19 <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • Note 25 of 2022 Audited Financial Statements <p>GERI's 2022 Annual Report (17-A), Item 12</p> <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
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Supplement to Recommendations 2.7

<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>	<p>Compliant</p>	<p>Under the Company's Related Party Transactions ("RPT") Policy, material RPT refer to any RPT, either individually, or in aggregate over a twelve (12)-month period with the same related party, amounting to ten percent (10%) or higher of a company's total consolidated assets based on its latest audited financial statements.</p> <p>The Company or any Related Party shall report any and all Material RPT to the Board of Directors before entering into the transaction.</p> <p>Directors and officers with personal interest in the transaction shall fully and timely disclose any and all material facts related to Material RPTs, including their respective direct and indirect interests in any transaction or matter that may affect the Company. Such director or officer shall not participate in the discussions or voting on such transaction. In case they refuse to abstain, their attendance and vote shall not be considered for purposes of assessing the quorum and their votes shall not be counted for purposes of determining majority approval.</p> <p>RPT shall be disclosed in the Company's financial statements in accordance with applicable Philippine Financial Reporting Standards.</p> <p>Reference:</p> <ul style="list-style-type: none"> ● GERI's Related Party Transactions Policy 	
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		https://geri.com.ph/wp-content/uploads/2019/11/Related-Party-Transactions-Policy.pdf	
<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	Compliant	<p>All Material RPTs shall be approved by at least two-thirds (2/3) vote of the Company's Board of Directors, with at least a majority of the independent directors voting to approve the same. In case that majority of the independent directors' vote is not secured, the Material RPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock. For aggregate RPT transactions within a twelve (12)-month period that breaches the Materiality Threshold, the same Board approval will be required for the transaction/s that meets and exceeds the Materiality Threshold covering the same related party.</p> <p>Directors with personal interest in the transaction shall abstain from participating in discussions and voting on the same. In case they refuse to abstain, their attendance shall not be counted for the purposes of assessing the quorum and their votes shall not be counted for purposes of determining approval.</p> <p>Reference:</p> <ul style="list-style-type: none"> ● GERI's Related Party Transactions Policy 	

		https://geri.com.ph/wp-content/uploads/2019/11/Related-Party-Transactions-Policy.pdf	
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	<p>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. To enable it to fulfill its roles and responsibilities and respond to the needs of the Corporation based on the evolving business environment and strategic direction, and to effectively participate and help secure objective, independent judgment on corporate affairs and to substantiate proper checks and balances, the Board only appoints competent, professional, honest and highly motivated management officers.</p> <p>The Management Team is composed of Ms. Lourdes T. Gutierrez-Alfonso as Managing Director, Atty. Monica T. Salomon as President, Ms. Lailani V. Villanueva as Chief Finance Officer/Treasurer, Corporate Information Officer, and Chief Compliance Officer, Mr. Jesus B. Varela as Chairman of the Audit Committee, Engr. Felipe L. Mangubat as Head of Operations Management Division, and Mr. Michael R. Roxas as Chief Risk Officer and Chief Audit Executive.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance, [Section IV (G)(2)(a)] 	

		<p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • GERI ASM 2022 Definitive Information Statement <p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p> <ul style="list-style-type: none"> • Results of 2022 Organizational Meeting of the Board of Directors <p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf</p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer, and Chief Audit Executive).</p>	<p>Compliant</p>	<p>The Board formulates the Corporation's vision, mission, strategic objectives, policies and procedures that guide its activities, including the means to effectively monitor Management's performance through an assessment process. Thus, the Board regularly carries out evaluations to appraise its performance as a body and assesses whether it possesses the right mix of backgrounds and competencies.</p> <p>The Board also conducts an annual self-assessment of its performance, including the performance of the Chairman, individual members, and committees.</p>	

		<p>The Board has also put in place a system that provides, at the minimum, criteria, and process to determine the performance of the Board, the individual directors, committees that allows for a feedback mechanism from the shareholders.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance, [Section IV(G)(1)] <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
Recommendation 2.9			
<p>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.</p>	Compliant	<p>As disclosed in GERI's New Manual on Corporate Governance, the Board determines GERI's purpose, its vision, mission, strategic objectives, policies, and procedures to guide its activities, monitor management's performance and supervise the proper implementation of the same.</p>	
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	Compliant	<p>The Board also identifies key risk areas and key performance indicators and monitors these factors with due diligence to enable the Corporation to anticipate and prepare for possible threats to its operational and financial viability.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV (G)(1) 	

		https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	As disclosed in GERI's New Manual on Corporate Governance, the Board, through the Audit Committee and Internal Audit Department, monitors and evaluates the adequacy and effectiveness of the Company's internal control system.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>On an annual basis, the Audit Committee confirms that it had reviewed the internal control system of the Company based on the assessment completed and reported by the internal and external auditors and found that the system is adequate and effective.</p> <p>The minimum internal control mechanisms for the performance of the Board's oversight responsibility include:</p> <ol style="list-style-type: none"> a. Definition of the duties and responsibilities of the CEO who is ultimately accountable for the Corporation's organizational and operational controls; b. Selection of the person who possesses the ability, integrity and expertise essential for the position of CEO; 	

		<p>c. Evaluation of proposed senior management appointments;</p> <p>d. Selection and appointment of qualified and competent management officers;</p> <p>e. Oversee the implementation of the key control functions, such as risk management, compliance, and internal audit; and</p> <p>f. Review of the Corporation's human resource policies, conflict of interest situations, compensation program for employees, and management succession plan.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(l)(3) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
3. Board approves the Internal Audit Charter.	Compliant	<p>The Board, through the Audit Committee, recommends the approval of the Internal Audit Charter (IA Charter), which formally defines the purpose, role, authority, and responsibility of Internal Audit and the audit plan as well as oversees the implementation of the IA Charter.</p> <p>References:</p>	

		<ul style="list-style-type: none"> ● GERI's New Manual on Corporate Governance Section IV (L) (5) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> ● Internal Audit Charter <p>https://geri.com.ph/wp-content/uploads/2019/07/Internal-Audit-Charter.pdf</p>	
Recommendation 2.11			
<p>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.</p>	<p>Compliant</p>	<p>The Corporation has an adequate and effective internal control system and an enterprise risk management framework in the conduct of its business, taking into account its size, risk profile and complexity of operations.</p> <p>With the key risk areas identified, we have been able to ensure that the risk priorities and mitigation activities across the organization are relevant and current with respect to the Company's business objectives and strategies.</p> <p>Reference:</p> <ul style="list-style-type: none"> ● GERI's New Manual on Corporate Governance Section IV (I)(1) 	

		https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	<p>The Audit Committee oversees GERI's financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management. This function includes regular receipt from Management of information on risk exposures and risk management activities.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV (L)(5) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities, and accountabilities in carrying out its fiduciary role.	Compliant	The Board Charter states the roles, responsibilities, and accountabilities of the Board, which serves as a guide for the directors on how to discharge their	

<p>2. Board Charter serves as a guide to the directors in the performance of their functions.</p>		<p>functions and provides the standards for evaluating the performance of the Board.</p> <p>The Board Charter is publicly available and posted on the Company's website.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(A) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
<p>3. Board Charter is publicly available and posted on the company's website.</p>	<p>Compliant</p>	<ul style="list-style-type: none"> • Board Charter: <p>https://geri.com.ph/wp-content/uploads/2018/11/Board-Charter_0.pdf</p>	
<p>Additional Recommendation to Principle 2</p>			
<p>1. Board has a clear insider trading policy.</p>	<p>Compliant</p>	<p>The Corporation respects the proprietary ownership of trade secrets and observes the confidentiality of non-public information.</p> <p>A director is required to keep secure and confidential trade secrets and all non-public information acquired or learned by reason of his position. He should not reveal confidential information to unauthorized persons without authority of the Board.</p>	

		<p>Reference:</p> <ul style="list-style-type: none"> Insider Trading Policy <p>https://geri.com.ph/investor-relations/corporate-governance/company-policies/insider-trading-policy/</p>	
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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

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>In order to aid the Corporation in complying with the principles of good corporate governance and in the optimal performance of its functions, the Board constituted the following Board Committees:</p> <ol style="list-style-type: none"> Board Executive Committee; Corporate Governance Committee; Board Risk Oversight Committee; Audit Committee; and Related Party Transactions Committee <p>These committees are required to have Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources and other relevant information.</p>	
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		<p>The Committee Charters are available to the public and posted on the Company's website.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(L) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • Board Committee Charters <p>https://geri.com.ph/investor-relations/corporate-governance/board-committees/</p>	
Recommendation 3.2			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	<p>Compliant</p>	<p>The Board created an Audit Committee to enhance its oversight capability over the Corporation's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulation.</p> <p>The Audit Committee recommends to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who undertakes an independent audit of the Corporation. The Audit Committee also provides an objective assurance on the manner by which the financial statements</p>	

		<p>should be prepared and presented to the stockholders.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(L)(5) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • Board Committee Charters <p>https://geri.com.ph/wp-content/uploads/2019/07/Internal-Audit-Charter.pdf</p>	
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p>Compliant</p>	<p>The Audit Committee is currently composed of Atty. Cresencio P. Aquino as Chairman, and Mr. Jesus B. Varela and Mr. Kevin Andrew L. Tan as members. Mr. Varela and Atty. Aquino are both Independent Directors while Mr. Tan is a regular director.</p> <p>References:</p> <ul style="list-style-type: none"> • Results of 2022 Organizational Meeting of the Board of Directors 	

		<p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf</p> <ul style="list-style-type: none"> • Audit Committee <p>https://geri.com.ph/investor-relations/corporate-governance/board-committees/audit-committee/</p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Each member of the Audit Committee has adequate understanding on the Corporation's financial management systems and environment particularly, in the areas of accounting, audit and finance to generate effective discussion, challenge, and objective decision-making.</p> <p>The qualifications of the members of the Audit Committee are indicated in pages 31-34 of GERI's 2022 Annual Report.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A) 	

		https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf <ul style="list-style-type: none"> Profile of Members of the Board of Directors https://geri.com.ph/about/board-of-directors/members-of-the-board-of-directors/	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	<p>The Chairman of Audit Committee is Atty. Cresencio P. Aquino, who is an Independent Director.</p> <p>Reference:</p> <ul style="list-style-type: none"> Results of 2022 Organizational Meeting of the Board of Directors https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>As disclosed in GERI's New Manual on Corporate Governance, the Audit Committee evaluates and determines the non-audit work, if any, of the External Auditor, and reviews periodically the non-audit fees paid to the External Auditor.</p> <p>The External Auditor performed the audit of the Company's financial statements and the services that are normally provided by the external</p>	

		<p>auditors in connection with statutory and regulatory filings for the calendar year report of 2022, 2021, and 2020.</p> <p>No other assurance and related services have been rendered by the External Auditor to the Company other than the items discussed above.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance [Section IV(L)(5)] <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A) <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	<p>Compliant</p>	<p>In compliance with the New Manual on Corporate Governance, the Audit Committee regularly and independently meets with the Company's External Auditor to ensure that proper checks and balances are in place within the corporation.</p> <p>Reference:</p>	

		<ul style="list-style-type: none"> GERI's New Manual on Corporate Governance [Section IV(L)(5)] <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
Recommendation 3.3			
<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.</p>	Compliant	<p>In compliance with GERI's New Manual on Corporate Governance, the Board created a Corporate Governance Committee that will be tasked to assist the Board in the performance of its corporate governance responsibilities.</p> <p>Among its functions include identifying and ensuring the quality of directors aligned with the company's strategic direction, to wit:</p> <p><i>"a. Oversee the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the corporation's size, complexity and business strategy, as well as its business and regulatory environments;</i></p> <p><i>"b. Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance;</i></p>	

		<p><i>“c. Ensure that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement.”</i></p> <p>References:</p> <ul style="list-style-type: none"> • Results of 2022 Organizational Meeting of the Board of Directors <p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(L)(4) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Non-compliant</p>		<p>The members of the Corporate Governance Committee are disclosed in SEC Form 17-C (Results of 2022 Organizational Meeting of the Board of Directors)</p>

			<p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf</p> <p>The Corporate Governance Committee is composed of Mr. Jesus B. Varela as Chairman, and Atty. Cresencio P. Aquino and Mr. Giancarlo C. Ng as members.</p> <p>Mr. Varela and Atty. Aquino are both Independent Directors while Mr. Ng is a regular director.</p>
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Compliant</p>	<p>The Chairman of the Corporate Governance Committee is Mr. Jesus B. Varela, who is an Independent Director.</p> <p>References:</p> <ul style="list-style-type: none"> Results of 2022 Organizational Meeting of the Board of Directors <p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf</p> <ul style="list-style-type: none"> Board of Directors, Independent Director <p>https://geri.com.ph/about/board-of-directors/</p>	

Recommendation 3.4			
<p>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.</p>	<p>Compliant</p>	<p>During its 2022 Organizational Meeting, the Board elected the Board Risk Oversight Committee members to oversee GERI's financial management functions specifically in the areas of managing credit, market, liquidity, operational, legal and other risks of the Corporation, and crisis management. This function shall include regular receipt from Management of information on risk exposures and risk management activities.</p> <p>References:</p> <ul style="list-style-type: none"> ● Results of 2022 Organizational Meeting of the Board of Directors <p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf</p> <ul style="list-style-type: none"> ● Members of the Board Risk Oversight Committee <p>https://geri.com.ph/investor-relations/corporate-governance/board-committees/board-risk-oversight-committee/</p> <ul style="list-style-type: none"> ● GERI's New Manual on Corporate Governance Section IV(I) 	

		https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	<p>The members of the BROC are composed of Atty. Cresencio P. Aquino, as Chairman, and Mr. Jesus B. Varela and Kevin Andrew L. Tan, as members.</p> <p>Atty. Aquino and Mr. Varela are both Independent Directors while Mr. Tan is a regular director.</p> <p>References:</p> <ul style="list-style-type: none"> • Results of 2022 Organizational Meeting of the Board of Directors <p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf</p> <ul style="list-style-type: none"> • Members of the Board Risk Oversight Committee <p>https://geri.com.ph/investor-relations/corporate-governance/board-committees/board-risk-oversight-committee/</p>	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant		

<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Compliant</p>	<p>Messrs. Varela and Tan have extensive experience in risk management.</p> <p>References:</p> <ul style="list-style-type: none"> • Profiles of Messrs. Jesus B. Varela and Kevin Andrew L. Tan <p>https://geri.com.ph/about/board-of-directors/members-of-the-board-of-directors/mr-jesus-b-varela/</p> <p>https://geri.com.ph/about/board-of-directors/members-of-the-board-of-directors/mr-kevin-andrew-l-tan/</p> <ul style="list-style-type: none"> • GERI's 2022 Definitive Information Statement, pp. 12 to 13. <p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p>	
<p>Recommendation 3.5</p>			
<p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>	<p>Compliant</p>	<p>In compliance with the Company's Related Party Transactions Policy, the Board created a Related Party Transactions Committee, which is tasked with reviewing all material related party transactions of the company.</p> <p>References:</p>	

		<ul style="list-style-type: none"> • Results of 2022 Organizational Meeting of the Board of Directors https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf • Board Committees https://geri.com.ph/investor-relations/corporate-governance/board-committees/ 	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Compliant</p>	<p>The members of the RPT Committee are composed of Atty. Cresencio P. Aquino, as Chairman, and Messrs. Jesus B. Varela and Giancarlo C. Ng as members.</p> <p>Atty. Aquino and Mr. Varela are both Independent Directors while Mr. Ng is a regular director.</p> <p>References:</p> <ul style="list-style-type: none"> • Results of 2022 Organizational Meeting of the Board of Directors https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf 	

		<ul style="list-style-type: none"> Members of the Related Party Transactions Committee <p>https://geri.com.ph/investor-relations/corporate-governance/board-committees/related-party-transactions-committee/</p>	
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	<p>The functions of each of the Committee are enumerated in the Manual of Corporate Governance and the Committee Charters which are disclosed in the Company's website.</p> <p>Reference:</p> <ul style="list-style-type: none"> Board Committee Charters <p>https://geri.com.ph/investor-relations/corporate-governance/board-committees/</p>	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant		
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees, and shareholders in person or through tele/video conferencing	Compliant	The attendance of the Board of Directors as of 31 December 2022 as filed with the SEC is disclosed in the Company's website:	

<p>conducted in accordance with the rules and regulations of the Commission.</p>		<p>Reference:</p> <ul style="list-style-type: none"> • Certification of Attendance of Director <p>https://geri.com.ph/wp-content/uploads/2022/12/Global-Estate-Resorts-Inc._Advisement-Letter-of-Board-of-Directors-Attendance-for-2022_31-January-2023.pdf</p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	Compliant	<p>All meeting materials are provided to the directors days before the start of the actual meetings.</p>	
<p>3. The Directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	Compliant	<p>During Board and Board Committee meetings, directors are encouraged to raise questions and/or clarifications for the reports presented.</p>	
Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	Compliant	<p>Based on GERI's New Manual on Corporate Governance, non-executive directors may concurrently serve as directors to a maximum of five (5) publicly listed companies.</p> <p>Information on the directorships of GERI's directors in both listed and non-listed companies are disclosed in GERI's 2022 Annual Report and 2022 Definitive Information Statement.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(B)(3) 	

		<p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • GERI ASM 2022 Definitive Information Statement <p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A), pp. 30-34 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
Recommendation 4.3			
1. The Directors notify the company's Board before accepting a directorship in another company.	Compliant	<p>The directors are expected to notify the Board during Board meetings all of their nominations for directorship. As a process, the concerned director shall notify the Board through the Corporate Secretary immediately upon receipt of invitation or nomination from a publicly listed company. Alternatively, the concerned director can notify the Board in the next scheduled board meeting if the time permits.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(C)(1) 	

		https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf	
Optional: Principle 4			
1. Board of directors meet at least six times during the year.	Compliant	<p>In 2022, GERI's Board of Directors had a total of 3 meetings.</p> <p>In compliance with SEC Memo Circular No. 1, Series of 2014 and in relation to Memo Circular no. 5 Series of 2013, GERI submitted Letter-Certification on Attendance of Directors held for 2022.</p> <p>Reference:</p> <ul style="list-style-type: none"> Company Disclosures, SEC Filings, Certification <p>https://geri.com.ph/wp-content/uploads/2022/12/Global-Estate-Resorts-Inc._Advisement-Letter-of-Board-of-Directors-Attendance-for-2022_31-January-2023.pdf</p>	
2. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-compliant		Article III, Section 6, of the Amended By-Laws of the Corporation provides that a majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business, while every

			decision of at least a majority of the directors present at a meeting at which a quorum is present shall be valid as a corporate act, except for the election of officers which requires the vote of a majority of all the members of the Board.
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Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-compliant		<p>The Company has two (2) independent directors which is still compliant under the Securities Regulation Code (SRC) and the rules and regulations of the SEC requiring a company to have at least 20% of the number of directors [i.e., nine (9) directors in the Company's case] or two (2), whichever is lower, but in no case less than two.</p> <p>Reference:</p> <ul style="list-style-type: none"> Results of 2022 Annual Stockholders' Meeting <p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-ASM-Meeting.pdf</p>
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Recommendation 5.2

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>As stated in the Certificate of Qualifications submitted by GERI's IDs in compliance with SEC Notice dated 20 October 2006, as amended by SEC Memorandum Circular No. 5, Series of 2017, GERI's Independent Directors possess all the qualifications and none of the disqualification to hold the position of Independent Director.</p> <p>The Corporate Governance Committee also determined that all the nominees for regular and independent directors have all the qualifications and none of the disqualifications of a director.</p> <p>Reference:</p> <ul style="list-style-type: none">• GERI ASM 2022 Definitive Information Statement <p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p>	
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Supplement to Recommendation 5.2

1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	<p>There are no shareholder agreements, by-laws provisions, or other arrangements that constrains the directors' ability to vote independently.</p> <p>The provisions in Company's By-Laws and the New Manual on Corporate Governance are compliant with all applicable Philippine laws and regulations. The New Manual on Corporate Governance, for instance, provides that independent directors are independent of Management and free from any business or other</p>	
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		<p>relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director. Further, conflicted directors are required to abstain from participating in board meetings to prevent the exercise of undue influence.</p> <p>Per Company's Code of Business Conduct and Ethics, a director should conduct fair business transactions with the Company and ensure that his personal interest does not bias, conflict, or prejudice Board decisions.</p> <p>References:</p> <ul style="list-style-type: none"> ● GERI's New Manual on Corporate Governance <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> ● GERI's Amended By-Laws <p>https://geri.com.ph/wp-content/uploads/2020/06/Amended-By-Laws-2019-1.pdf</p> <ul style="list-style-type: none"> ● Code of Business Conduct & Ethics 	
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		https://geri.com.ph/wp-content/uploads/2019/07/CodeOfBusinessConductAndEthics.pdf	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>The Company's Independent Directors, namely: Mr. Jesus B. Varela and Atty. Cresencio P. Aquino have served as IDs for almost 6 years and 4 years, respectively, as of end-2022 (reckoned from 2012).</p> <p>References:</p> <ul style="list-style-type: none"> • GERI ASM 2022 Definitive Information Statement, pp. 10, 12-13. <p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A), p. 32-33 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Based on the Company's New Manual on Corporate Governance, the Board's independent directors shall serve for a maximum cumulative term of nine (9) years. After which, the independent director shall be perpetually barred from reelection as such in the Company but may	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides	Compliant		

<p>meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>		<p>continue to qualify for nomination and election as a non-independent director.</p> <p>Mr. Jesus B. Varela was first elected as an independent director in June 2016. Atty. Cresencio P. Aquino, on the other hand, was first elected as an independent director in 2010 to 2012 and was re-elected in February 2018.</p> <p>Both Mr. Varela and Atty. Aquino have not exceeded the term limits for independent director as prescribed under SEC Memorandum Circular No. 9 Series of 2011, as revised by SEC Memorandum Circular No. 4 Series of 2017.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(B)(6) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
Recommendation 5.4			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Compliant</p>		<p>GERI's Chairman and CEO is Dr. Andrew L. Tan.</p>
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>		<p>Art. IV, Sec. 2, of Amended By-Laws of the Company provides that the Chairman shall also be the CEO and his main responsibility is to define the strategic vision of the Company</p>

			<p>and align its operations to said vision. He guides the Board in formulating the objectives of the Company and assists in establishing the operating policies and developing the means to achieve the objectives.</p> <p>Significantly, the administration and direction of the day-to-day affairs of the Corporation are reposed in the President, per Art. IV, Sec. 4, of the Amended By-Laws. The President has the general supervision and management of the business affairs and property of the Company and ensures that the administrative and operational policies are carried out under his supervision and control. The President is also a director of the Company and, as such, is able to provide the Board with timely and first-hand feedback on the effectiveness of the policies that the Board adopts.</p> <p>Thus, notwithstanding, that the roles of Chairman and CEO are assumed by the same person, the concentration of the administrative functions in the person of the President ensures that the Board gets the benefit</p>
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			of independent views in formulating, evaluating, and assessing the effectiveness of the policies of the Company.
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	<p>The Chairman of the Board, Dr. Andrew L. Tan, is not an independent director.</p> <p>In compliance with SEC MC No. 20 Series of 2016, Mr. Jesus B. Varela was appointed as Lead Independent Director during the Organizational Meeting held on 22 July 2022.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(D)(4) and (5) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • Results of 2022 Organizational Meeting <p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf</p>	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation	Compliant	Per Company's Code of Business Conduct and Ethics and New Manual on Corporate Governance, a director should avoid situations	

<p>abstain from taking part in the deliberations on the transaction.</p>		<p>that may compromise his impartiality. If an actual or potential conflict of interest may arise on his part, a director should fully and immediately disclose it and should not participate in the decision-making process or should seriously consider resigning if there exists a continuing material conflict of interest.</p> <p>For 2022, there were no transactions involving material interest of any of the Company's directors.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(C)(1) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • Code of Business Conduct & Ethics <p>https://geri.com.ph/wp-content/uploads/2019/07/CodeOfBusinessConductAndEthics.pdf</p>	
Recommendation 5.7			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal</p>	<p>Compliant</p>	<p>In 2022, the NEDs held two meetings with GERI's external auditors but with the executives present</p>	

audit, compliance, and risk functions, without any executive present.		as observers solely for the purpose of providing informational support.	
2. The meetings are chaired by the lead independent director.	Compliant	The meetings were chaired by Mr. Cresencio P. Aquino, who is the lead independent director.	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	GERI's CEO for the past 3 years is Dr. Andrew L. Tan.	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	As disclosed in the Company's New Manual on Corporate Governance, the best measure of the Board's effectiveness is through an assessment process. Thus, the Board regularly carries out evaluations to appraise its performance as a body and assess whether it possesses the right mix of backgrounds and competencies. Board performs a self-evaluation measured against the financial performance of the Company and the New Manual on Corporate Governance. Corporate Governance Committee conducts self-annual evaluation in compliance with SEC Circ. No. 4 S. 2012 Reference:	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		

		<ul style="list-style-type: none"> GERI's New Manual on Corporate Governance Section IV(G) and X <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		The Company's assessment process for the performance of the Board, Board Committees, Board Chairman, and Individual Directors is in-house.
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	As disclosed in GERI's New Manual on Corporate Governance, the best measure of the Board's effectiveness is through an assessment process. Thus, the Board regularly carries out evaluations to appraise its performance as a body and assess whether it possesses the right mix of backgrounds and competencies.	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p>The Board also conducts an annual self-assessment of its performance, including the performance of the Chairman, individual members, and committees.</p> <p>The Board also has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, the individual directors, committees and allows for a feedback mechanism from the shareholders.</p> <p>Feedback mechanism from the shareholders is also available thru:</p>	

		<ol style="list-style-type: none"> 1. Open Forum during the Annual Stockholder's Meeting 2. GERI's website where the company's Investor Relations or the Customer Service contact information are available. <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(G)(1) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • Investor Relations Contact Information <p>https://geri.com.ph/investor-relations/investor-relations-contact-information/</p>	
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Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in	Compliant	<p>GERI's Code of Business Conduct and Ethics is available through its website.</p> <p>Reference:</p>	
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<p>internal and external dealings of the company.</p>		<ul style="list-style-type: none"> Code of Business Conduct & Ethics <p>https://geri.com.ph/wp-content/uploads/2019/07/CodeOfBusinessConductAndEthics.pdf</p>	
<p>2. The Code is properly disseminated to the Board, senior management, and employees.</p>	<p>Compliant</p>	<p>Copies of the Code of Business Conduct and Ethics are disseminated to the Board, all senior management, and employees. The contents thereof are explained to new employees as part of their orientation. The Company's Human Resources Division cascades the training program on Code of Ethics.</p> <p>Reference:</p> <ul style="list-style-type: none"> Code of Business Conduct & Ethics <p>https://geri.com.ph/wp-content/uploads/2019/07/CodeOfBusinessConductAndEthics.pdf</p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>Compliant</p>	<p>GERI's Code of Ethics is publicly posted on the Company website.</p> <p>Reference:</p> <ul style="list-style-type: none"> Code of Business Conduct & Ethics <p>https://geri.com.ph/wp-content/uploads/2019/07/CodeOfBusinessConductAndEthics.pdf</p>	

Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying, and receiving bribes.	Compliant	<p>The Company's "No Acceptance of Gifts Policy" prohibits the solicitation or acceptance of gifts in any form from a business partner, directly or indirectly, by any director, officer, or employee of the Company. The policy is intended to ensure integrity in procurement practices and the selection of the most appropriate business partner in each instance.</p> <p>Moreover, the Company, through its Human Resources Division, issued a memo on 22 December 2017 entitled "Reiteration of Company Policy on Receiving Gifts from Supplier/Contractor".</p> <p>Reference:</p> <ul style="list-style-type: none"> • Code of Business Conduct & Ethics <p>https://geri.com.ph/wp-content/uploads/2019/07/CodeOfBusinessConductAndEthics.pdf</p>	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	The Company implements and monitors compliance through its Human Resource Division, with the support of the Division Heads who are tasked with cascading Company policies to the employees and monitoring their adherence to the policies.	
2. Board ensures the proper and efficient implementation and monitoring of	Compliant	Reference:	

<p>compliance with company internal policies.</p>		<ul style="list-style-type: none"> Code of Business Conduct & Ethics <p>https://geri.com.ph/wp-content/uploads/2019/07/CodeOfBusinessConductAndEthics.pdf</p>	
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Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

Recommendation 8.1

<p>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.</p>	<p>Compliant</p>	<p>Prior to the Annual Shareholders' Meeting, the Company distributes to its shareholders the Information Statement, Audited Financial Statements and Management Report, Annual, Quarterly and Current Reports of the Company.</p> <p>The reports are available on the Company website.</p> <p>References:</p> <ul style="list-style-type: none"> GERI ASM 2022 Definitive Information Statement <p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p> <ul style="list-style-type: none"> GERI's 2022 Annual Report (17-A), 	
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		<p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p> <ul style="list-style-type: none"> Minutes of the 2022 Annual Stockholders' Meeting <p>https://geri.com.ph/wp-content/uploads/2022/07/Minutes_GERI-ASM-2022.pdf</p>	
Supplement to Recommendations 8.1			
<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	Compliant	<p>In accordance with the implementing Rules and Regulations of the Securities Regulation Code, the Company discloses its audited consolidated financial statements as part of the annual report within 105 days after the end of the fiscal year and its interim reports within 45 days after the end of each of the first three (3) quarters of each fiscal year.</p> <p>For 2022, the Company was able to file its Annual Report (SEC Form 17-A) and Audited Financial Statements for the fiscal year ended December 31, 2022 on April 14, 2023, which is within the deadline extension given by the SEC under SEC Memorandum Circular (MC) No. 01 Series of 2023 to all covered companies.</p> <p>Reference:</p> <ul style="list-style-type: none"> GERI's 2022 Annual Report (17-A), 	

		https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; crossholdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	<p>The Security Ownership of Certain Beneficial Owners and Management of the Company is disclosed in SEC Form 17-A. Further, percentage ownership of the Company to its subsidiaries and affiliates are disclosed in the same report and in the Company website.</p> <p>Reference:</p> <ul style="list-style-type: none"> GERI's 2022 Annual Report (17-A) <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
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	As disclosed in GERI's New Manual on Corporate Governance, all directors and officers of the Company are required to disclose any dealings in the Company's shares within three (3) business days.	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	<p>Moreover, GERI's Insider Trading Policy prohibits all directors, officers, employees and other covered persons from engaging in transactions that result in conflicts of interest and are mandated to promptly disclose actual or perceived conflicts of interest.</p> <p>References:</p>	

		<ul style="list-style-type: none"> ● GERI's New Manual on Corporate Governance Section IX(D) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> ● Company Policies, Insider Trading <p>https://geri.com.ph/investor-relations/corporate-governance/company-policies/insider-trading-policy/</p>	
Supplement to Recommendation 8.2			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g., share buy-back program).</p>	<p>Compliant</p>	<p>Shares held by the Company's directors, officers and controlling shareholders are disclosed in the Annual Report (SEC Form 17-A). Moreover, GERI's Group Corporate Structure is also attached to 17-A Annual Report and is publicly posted in the Company website.</p> <p>References:</p> <ul style="list-style-type: none"> ● GERI's 2022 Annual Report (17-A) <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p> <ul style="list-style-type: none"> ● Public Ownership Report 	

		<p>https://geri.com.ph/company-disclosures/type/public-ownership-reports/</p> <ul style="list-style-type: none"> Foreign Ownership Report <p>https://geri.com.ph/company-disclosures/type/foreign-ownership-monitoring-reports/</p> <ul style="list-style-type: none"> List of Top 100 Stockholders <p>https://geri.com.ph/company-disclosures/type/top-100-stockholders/</p> <ul style="list-style-type: none"> Group Corporate Structure <p>https://geri.com.ph/wp-content/uploads/2021/05/Group-Corporate-Structure.pdf</p>	
Recommendation 8.3			
<p>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.</p>	<p>Compliant</p>	<p>The directors' academic qualifications, share ownership in the Company, membership in other boards, other executive positions, professional experiences, expertise, and relevant trainings attended are available in GERI's 2022 Annual Report and 2022 Definitive Information Statement.</p> <p>References:</p> <ul style="list-style-type: none"> GERI ASM 2022 Definitive Information Statement 	

		<p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p> <ul style="list-style-type: none"> GERI's 2022 Annual Report (17-A), pp. 30-34 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>GERI's key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise, and relevant trainings attended are available in GERI's 2022 Annual Report.</p> <p>Reference:</p> <ul style="list-style-type: none"> GERI's 2022 Annual Report (17-A), pp. 33-35 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	As disclosed in the Company's New Manual on Corporate Governance, a portion of the remuneration of executive directors may be structured or be based on corporate and individual performance. The Board aligns the remuneration of key officers and board members	

<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>with the long-term interests of the Corporation. The Board formulates and adopts a policy specifying the relationship between remuneration and performance, which includes specific financial and non-financial metrics to measure performance and set specific provisions for employees with significant influence on the overall risk profile of the corporation.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(K)(1) and (2) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A), pp. 36-38 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Compliant</p>	<p>For executive remuneration, the Company adopts a performance-based compensation scheme. The amount of total annual compensation of the President and top four highly compensated executives or the last three years and the projected total annual compensation for the current year are disclosed in GERI's 2022 Annual Report.</p>	

		<p>The total annual compensation paid to all senior personnel from AVP and up are all payable in cash. The total annual compensation includes the basic salary and 13th month pay.</p> <p>The Company has no other arrangement with regard to the remuneration of its existing officers aside from the compensation received as herein stated.</p> <p>On the other hand, the Directors receive a per diem per attendance at board meetings.</p> <p>In 2011, the Board of Directors of the Company approved an Executive Stock Option Plan. The purpose of the Plan is to enable the key Company executives, directors and senior officers who are largely responsible for its further growth and development to obtain an ownership interest in the Company, thereby encouraging long-term commitment to the Company.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A), pp. 36-38 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring	Compliant	The Company's Related Party Transactions (RPT) Policy is publicly posted in the Company website and is disclosed also in the Annual Report.	

<p>transactions in their Manual on Corporate Governance.</p>		<p>The Company also discloses its policies governing RPTs and other unusual or infrequently occurring transactions in its New Manual on Corporate Governance. The material or significant RPTs reviewed and approved during the year is also disclosed in its Annual Report.</p> <p>There were no related party transactions, outside the usual course of business, that have breached the materiality threshold.</p> <p>References:</p> <ul style="list-style-type: none"> ● GERI's 2022 Annual Report (17-A) <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p> <ul style="list-style-type: none"> ● GERI's New Manual on Corporate Governance Section XI(H) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> ● GERI's Related Party Transaction Policy <p>https://geri.com.ph/wp-content/uploads/2019/11/Related-Party-Transactions-Policy.pdf</p>	
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<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>In compliance with its Related Party Transactions policy, the Company discloses in its annual report the balances of its significant related party transactions.</p> <p>For 2022, there were no related party transactions, outside the usual course of business, that have breached the materiality threshold.</p> <p>Reference:</p> <ul style="list-style-type: none"> 2022 Annual Report (17-A), Item 12 and See Note 25 – Related Party Transactions of 2022 Financial Statements <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
Supplement to Recommendation 8.5			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p>Based on the Company's Conflict of Interest Policy, all directors and employees are prohibited from engaging in transactions that result in conflicts of interest and are mandated to promptly disclose actual or perceived conflicts of interest.</p> <p>As disclosed in the Company's New Manual on Corporate Governance, <i>"a conflict of interest shall be considered material if the director's personal or business interest is antagonistic to that of the corporation or stands to acquire or gain</i></p>	

		<p><i>financial advantage at the expense of the Corporation."</i></p> <p>References:</p> <ul style="list-style-type: none"> • GERI's Conflict of Interest Policy <p>https://geri.com.ph/investor-relations/corporate-governance/company-policies/conflict-of-interest-policy/</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section XI(H) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
Optional: Recommendation 8.5			
<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	<p>Compliant</p>	<p>Information on RPTs of the Company can be found in Note 25 of the Audited Financial Statements.</p> <p>Reference:</p> <ul style="list-style-type: none"> • 2022 Annual Report (17-A), Item 12 and See Note 25 – Related Party Transactions of 2022 Financial Statements <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	

Recommendation 8.6			
<p>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.</p>	Compliant	<p>As disclosed in the Company's New Manual on Corporate Governance, the Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.</p> <p>The Company also ensures that it complies with SEC and PSE Disclosure Rules. All required disclosures are immediately posted on the Company website.</p> <p>References:</p> <ul style="list-style-type: none"> ● GERI's New Manual on Corporate Governance <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> ● Company Disclosures, GERI Website <p>https://geri.com.ph/investor-relations/company-disclosures/sec-filings/</p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction</p>	Compliant	<p>For 2022, there were no transactions on acquisition or disposal of assets, which required shareholders' approval.</p>	

price on the acquisition or disposal of assets.			
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	<p>There are no shareholder agreements, by-laws provisions, or other arrangements that constrains the directors' ability to vote independently. The provisions in Company's Amended By-Laws and the New Manual on Corporate Governance are compliant with all applicable Philippine laws and regulations.</p> <p>The New Manual on Corporate Governance, for instance, provides that independent directors are independent of Management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director. Further, conflicted directors are required to abstain from participating in board meetings to prevent the exercise of undue influence.</p> <p>References:</p> <ul style="list-style-type: none"> ● GERI's New Manual on Corporate Governance, p. 3, 7-8 <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> ● GERI's Amended By-Laws 	

		https://geri.com.ph/wp-content/uploads/2020/06/Amended-By-Laws-2019-1.pdf	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	GERI's corporate governance policies, programs and procedures are contained in its New Manual on Corporate Governance, which was submitted to SEC and PSE. The same is available on the Company's website.	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	Reference: <ul style="list-style-type: none"> GERI's New Manual on Corporate Governance 	
3. Company's MCG is posted on its company website.	Compliant	https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf	
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Per PSE Disclosure Form 17-18, the Company submitted its New Manual on Corporate Governance to PSE on 01 June 2017. Reference: <ul style="list-style-type: none"> GERI's New Manual on Corporate Governance 	

		https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:			
a. Corporate Objectives	Compliant	<p>GERI's corporate objectives are disclosed in the 2022 Annual Report (17-A).</p> <p>Reference:</p> <ul style="list-style-type: none"> • 2022 Annual Report (17-A), Item 1 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
b. Financial performance indicators	Compliant	<p>GERI's Financial Performance Indicators are disclosed in the 2022 Annual Report (17-A).</p> <p>Reference:</p> <ul style="list-style-type: none"> • 2022 Annual Report (17-A), Item 6, p. 19 and 20 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	

c. Non-financial performance indicators	Compliant	<p>GERI's non-financial performance indicators are disclosed in the 2022 Annual Report (17-A).</p> <p>Reference:</p> <ul style="list-style-type: none"> 2022 Annual Report (17-A), Item 5, p.16 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
d. Dividend Policy	Compliant	<p>GERI's Dividend Policy is disclosed in the 2022 Annual Report (17-A).</p> <p>Reference:</p> <ul style="list-style-type: none"> 2022 Annual Report (17-A), Item 5, p. 18 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	<p>The profiles of each director are disclosed in Item 9 of the 2022 Annual Report (17-A).</p> <p>Reference:</p> <ul style="list-style-type: none"> 2022 Annual Report (17-A), Item 9, pp. 30-34 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	

<p>f. Attendance details of each director in all directors' meetings held during the year</p>	<p>Compliant</p>	<p>The attendance details of each director are disclosed in the Company's SEC Form 20-IS Definitive and Item 13 of the Annual Report (17-A).</p> <p>References:</p> <ul style="list-style-type: none"> • GERI ASM 2022 Definitive Information Statement <p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p> <ul style="list-style-type: none"> • 2022 Annual Report (17-A), Item 13 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p> <ul style="list-style-type: none"> • Certification of Attendance of Directors <p>https://geri.com.ph/wp-content/uploads/2022/12/Global-Estate-Resorts-Inc._Advisement-Letter-of-Board-of-Directors-Attendance-for-2022_31-January-2023.pdf</p>	
<p>g. Total remuneration of each member of the board of directors</p>	<p>Compliant</p>	<p>The Directors receive a per diem per attendance at board meetings.</p>	

		<p>In 2011, the Board of Directors of the Company approved an Executive Stock Option Plan. The purpose of the Plan is to enable the key Company executives, directors and senior officers who are largely responsible for its further growth and development to obtain an ownership interest in the Company, thereby encouraging long-term commitment to the Company.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A), pp. 36-38 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
<p>2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is noncompliance, identifies and explains reason for each such issue.</p>	<p>Compliant</p>	<p>In accordance with the requirements of the SEC Revised Code of Corporate Governance, GERI has revised its Manual on Corporate Governance to incorporate the additions and changes introduced in the new Code to increase the responsibilities of the Board, strengthen the protection of minority shareholders, and increase transparency in both financial and non-financial reporting.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A) 	

		<p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p> <ul style="list-style-type: none"> GERI's New Manual on Corporate Governance <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	<p>The Board, through the Audit Committee, has reviewed the internal control system of the Company based on the assessments completed and reported by internal and external auditors and found that the system is adequate and effective.</p> <p>Reference:</p> <ul style="list-style-type: none"> GERI's 2022 Annual Report (17-A) <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
4. 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	<p>The key risks to which the Company is materially exposed are disclosed in Item 1 of the Annual Report on "Risk Factors Relating to the Company".</p> <p>Reference:</p>	

		<ul style="list-style-type: none"> GERI's 2022 Annual Report (17-A), Item 1, p. 11-13 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
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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	<p>As stated in the Company's New Manual on Corporate Governance, it is the Audit Committee's responsibility to approve and recommend the appointment, reappointment, removal, and fees of GERI's external auditor.</p> <p>The Board and the stockholders approve the Audit Committee's recommendation.</p> <p>References:</p> <ul style="list-style-type: none"> GERI's New Manual on Corporate Governance, Section IV(L)(5) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
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		<ul style="list-style-type: none"> GERI's 2022 Annual Report (17-A), Item 8, p. 29 https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf Minutes of the Annual Shareholders' Meeting held on 22 July 2022 https://geri.com.ph/wp-content/uploads/2022/07/Minutes_GERI-ASM-2022.pdf 	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board, and ratified by the shareholders.	Compliant	<p>Stockholders representing 82.48% of the total subscribed and outstanding capital stock of the Company ratified reappointment of Punongbayan & Araullo as the company's external auditor for the fiscal year ending 2022.</p> <p>Reference:</p>	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	<ul style="list-style-type: none"> Minutes of the Annual Shareholders' Meeting held on 22 July 2022 https://geri.com.ph/wp-content/uploads/2022/07/Minutes_GERI-ASM-2022.pdf 	

Supplement to Recommendation 9.1

<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>In compliance with the Board of Accountancy Resolution No. 9-2018, the Company's external auditor may be rotated or the handling partner may now serve for a maximum period of seven (7) years or earlier. On 22 July 2022, the Company's Board of Directors approved the designation of Punongbayan and Araullo as the external auditor for the audit of the financial statements of the Company for the year ending 31 December 2022.</p> <p>For the years 2016 to 2022, the partner designated is Mr. Renan A. Piamonte, an Audit and Assurance partner of Punongbayan and Araullo.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance, Section IV(L)(5) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A), Item 8, p. 29 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
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		<ul style="list-style-type: none"> Minutes of the Annual Shareholders' Meeting held on 22 July 2022 <p>https://geri.com.ph/wp-content/uploads/2022/07/Minutes_GERI-ASM-2022.pdf</p>	
Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <p>i. assessing the integrity and independence of external auditors;</p> <p>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</p> <p>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>	Compliant	<p>As stated in its Charter, the Audit Committee is responsible for reviewing with management and external auditors the results of the audit, including any difficulties encountered and other issues warranting the attention of the Committee, and resolve any disagreements between management and the external auditors regarding financial reporting.</p> <p>The Audit Committee also conducts assessment on an annual basis or in such short intervals as may be required by the Board.</p> <p>Reference:</p> <ul style="list-style-type: none"> Audit Committee Charter: <p>https://geri.com.ph/investor-relations/corporate-governance/board-committees/audit-committee/</p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's</p>	Compliant		

suitability and effectiveness on an annual basis.			
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	<p>As stated in its Charter, the Audit Committee reviews and evaluates the professional qualifications, performance and independence of the external auditor and the lead partner.</p> <p>Reference:</p> <ul style="list-style-type: none"> • Audit Committee Charter: <p>https://geri.com.ph/investor-relations/corporate-governance/board-committees/audit-committee/</p>	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	<p>As stated in its Charter, the Audit Committee reviews and approves with the external auditor, before the audit commences, the nature and scope of the audit plans, including scope, audit resources and expenses, and reporting obligations. The Audit Committee also ensures that the external auditor complies with auditing standards.</p> <p>Reference:</p> <ul style="list-style-type: none"> • Audit Committee Charter: <p>https://geri.com.ph/investor-relations/corporate-governance/board-committees/audit-committee/</p>	

Recommendation 9.3			
<p>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.</p>	<p>Compliant</p>	<p>As stated in the Company's New Manual on Corporate Governance, non-audit work, if allowed, shall be disclosed in the Corporation's Annual Report and Annual Corporate Governance Report to deal with the potential conflict of interest.</p> <p>For 2022, there were no non-audit professional services rendered by the Company's external auditor. The Company has no tax consultancy services secured from other entities.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance, Section IV(L)(5)(o), p. 31 <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • GERI's 2022 Annual Report (17-A), Item 8, p. 29 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
<p>2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit</p>	<p>Compliant</p>	<p>As stated in the Company's New Manual on Corporate Governance, the Audit Committee evaluates and determines the non-audit work, if</p>	

<p>services, which could be viewed as impairing the external auditor's objectivity.</p>		<p>any, of the External Auditor, and review periodically the non-audit fees paid to the External Auditor in relation to the total fees paid and to the Company's overall consultancy expenses.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance, Section IV(L)(5), <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
Supplement to Recommendation 9.3			
<p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p>	<p>Compliant</p>	<p>As stated in the Company's New Manual on Corporate Governance, the non-audit work, if allowed, should be disclosed in the Corporation's Annual Report and Annual Corporate Governance Report.</p> <p>For 2022, there were no non-audit professional services rendered by the Company's external auditor. The Company has no tax consultancy services secured from other entities.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance, Section IV(L)(5)(o), p. 31 	

		https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf <ul style="list-style-type: none"> • Audit Committee Charter https://geri.com.ph/investor-relations/corporate-governance/board-committees/audit-committee/	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	1. Name of audit engagement partner: Renan A. Piamonte 2. Accreditation number: No. 107805-SEC 3. Date Accredited: March 2, 2017 4. Expiry date of accreditation: December 31, 2023 5. Address, contact number: 20th Floor, Tower 1, The Enterprise Center, 6766 Ayala Avenue, Makati City; 8988-2288	
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 Company's External Auditor, Punongbayan & Araullo, was last subjected to SOAR Inspection in 2018, which is compliant with the required triennial review.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			

<p>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.</p>	<p>Compliant</p>	<p>The Company's sustainability measures and initiatives are consolidated in its 2022 Annual Sustainability Report (ASR), which is attached to its 2022 Annual Report.</p> <p>Reference:</p> <ul style="list-style-type: none"> • 2022 Annual Report, GERI 2022 Annual Sustainability Report (ASR) <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>The results from the Company's ASR are in line with common sustainability reporting frameworks such as Global Reporting Initiative (GRI), Climate Disclosure Projects (CDP), and Sustainability Accounting Standards Board (SASB), among others, and can satisfy the sustainability reporting requirements for the Philippines Stock Exchange.</p> <p>Reference:</p> <ul style="list-style-type: none"> • 2022 Annual Report, GERI 2022 Annual Sustainability Report (ASR) <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	

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

Recommendation 11.1

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>	<p>Compliant</p>	<p>Listed below are the various modes of communication used by the Company to disseminate information between employees and management or the Company and its stockholders:</p> <ul style="list-style-type: none"> - Bulletin boards, - Newsletters - Magazines - Electronic mail newsletters or messages - Memos - Reports - Corporate filings filed with the Securities and Exchange Commission and the Philippine Stock Exchange <p>Also, the Company utilizes its website as a communication channel used by the Company in which all its public, material, and relevant information are disclosed.</p> <p>The Company discloses its quarterly and annual reports in its website. Analysts/media briefings and press conferences are also conducted right after the Annual Shareholders' Meeting.</p> <p>References:</p> <ul style="list-style-type: none"> ● 2022 Quarterly Reports 	
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		https://geri.com.ph/company-disclosures/type/sec-form-17-q-quarterly-report/ <ul style="list-style-type: none"> • 2022 Annual Report https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf <ul style="list-style-type: none"> • Investor Relations Program https://geri.com.ph/investor-relations/	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		Links of the following information are available at:	
a. Financial statements/reports (latest quarterly)	Compliant	References: <ul style="list-style-type: none"> • 2022 Quarterly Reports https://geri.com.ph/company-disclosures/type/sec-form-17-q-quarterly-report/ <ul style="list-style-type: none"> • 2022 Annual Report 	

		https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf	
b. Materials provided in briefings to analysts and media	Compliant	Reference: https://geri.com.ph/news/	
c. Downloadable annual report	Compliant	Reference: <ul style="list-style-type: none"> • 2022 Annual Report https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf	
d. Notice of ASM and/or SSM	Compliant	Reference: <ul style="list-style-type: none"> • Notice of Annual Shareholders' Meeting 2022 https://geri.com.ph/investor-relations/company-disclosures/newspaper-ads-2022/	
e. Minutes of ASM and/or SSM	Compliant	Reference: <ul style="list-style-type: none"> • Minutes of Annual Shareholders' Meeting 2022 	

		https://geri.com.ph/wp-content/uploads/2022/07/Minutes_GERI-ASM-2022.pdf	
f. Company's Articles of Incorporation and By-Laws	Compliant	Reference: <ul style="list-style-type: none"> GERI's Amended Articles of Incorporation and By-laws https://geri.com.ph/about/articles-of-incorporation-by-laws/	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	The Company complies with SEC Memorandum Circular No. 11, series of 2014. Reference: <ul style="list-style-type: none"> Company Website https://geri.com.ph/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency, and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	The Audit Committee assists the Board in fulfilling its oversight responsibilities for the financial reporting process, internal control, risk management, internal audit, external audit, management and legal, tax and regulatory compliance while the Management is	

		<p>responsible for the implementation of the internal control system of the Company.</p> <p>The Audit Committee reviews periodically the adequacy and effectiveness of the internal control system of the Company and the criteria used for assessment.</p> <p>References:</p> <ul style="list-style-type: none"> • Audit Committee Charter <p>https://geri.com.ph/investor-relations/corporate-governance/board-committees/audit-committee/</p> <ul style="list-style-type: none"> • Internal Audit Charter <p>https://geri.com.ph/wp-content/uploads/2019/07/Internal-Audit-Charter.pdf</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>The Board and Management team remain firmly committed to the effective management and mitigation of strategic operational, financial and compliance related risks throughout the organization.</p> <p>The directors have reviewed the effectiveness of the risk management system and ensure the adequacy thereof.</p>	

		<p>The risk management system is reviewed annually.</p> <p>Reference:</p> <ul style="list-style-type: none"> • 2022 Annual Report, Item 1 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
Supplement to Recommendations 12.1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance, and compliance with the said issuances.</p>	<p>Compliant</p>	<p>The Audit Committee assists the Board in fulfilling its oversight responsibilities for the financial reporting process, internal control, risk management, internal audit, external audit, management and legal, tax and regulatory compliance while the Management is responsible for the implementation of the internal control system of the Company.</p> <p>There is an ongoing review on the effectiveness of the internal control system.</p> <p>Further, the Company's Human Resources Department also cascaded awareness modules in compliance with the mandatory Occupational Safety and Health programs of Department of Labor and Employment (DOLE) and the Executive Order of the President of the Philippines.</p> <p>Reference:</p>	

		<ul style="list-style-type: none"> Audit Committee Charter <p>https://geri.com.ph/investor-relations/corporate-governance/board-committees/audit-committee/</p>	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	<p>GERI's Internal Audit is in-house and is headed by Mr. Michael R. Roxas. The Internal Audit Department of the Company is in-house.</p> <p>Reference:</p> <ul style="list-style-type: none"> Results of the Organizational Meeting <p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf</p>	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>The Company's Chief Audit Executive (CAE) is Mr. Michael R. Roxas. He was appointed by the Board during the Organizational Meeting held immediately after the Annual Stockholders' Meeting on 22 July 2022.</p> <p>As CAE, Mr. Roxas' functions include:</p> <ol style="list-style-type: none"> Evaluating the reliability and integrity of financial information. 	
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		

		<ol style="list-style-type: none"> 2. Evaluating the effectiveness and efficiency of operations and compliance with established policies and procedures. 3. Evaluating the means of safeguarding assets and verifying the existence of such assets. 4. Evaluating specific operations at the request of the Board or management, as appropriate. 5. Reporting the internal audit performance. <p>The Internal Audit Department of the Company is in-house.</p> <p>References:</p> <ul style="list-style-type: none"> • Results of 2022 Organizational Meeting of the Board of Directors <p>https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance Section IV(L)(4) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
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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		Not applicable. GERI's internal audit activity is in-house.
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	The Company has a separate risk management function.	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	The Company engages the services of Marsh Philippines for some of its projects such as but not limited to risk surveys, risk underwriting, etc..	
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 is Mr. Michael R. Roxas. He was appointed by the Board during the Organizational Meeting held immediately after the Annual Stockholders' Meeting on 22 July 2022.	
2. CRO has adequate authority, stature, resources, and support to fulfill his/her responsibilities.	Compliant	Reference: <ul style="list-style-type: none">Results of 2022 Organizational Meeting of the Board of Directors	

		https://geri.com.ph/wp-content/uploads/2022/07/SEC-Form-17-C-Org.-Meeting.pdf	
Additional Recommendation to Principle 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	In the Company's Annual Corporate Governance Report, a statement that the directors have reviewed the effectiveness of the risk management system and ensure the adequacy; and that the risk management system is reviewed annually.	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	The Company's New Manual on Corporate Governance discloses the basic shareholder rights.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	GERI's New Manual on Corporate Governance is posted in the Company Website. Reference: <ul style="list-style-type: none"> GERI's New Manual on Corporate Governance, Section VII https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf	
Supplement to Recommendation 13.1			

<p>1. Company's common share has one vote per one share.</p>	<p>Compliant</p>	<p>As stated in GERI's Amended By-Laws and 2022 Definitive Information Statement, each shareholder is entitled to one vote for each share of stock standing in his name in the books of the Company.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's Amended By-laws <p>https://geri.com.ph/wp-content/uploads/2020/06/Amended-By-Laws-2019-1.pdf</p> <ul style="list-style-type: none"> • GERI ASM 2022 Definitive Information Statement <p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p>	
<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Compliant</p>	<p>The Company has 10,986,000,000 common shares outstanding as of December 2022. Each of the common shares is entitled to one (1) vote with respect to all matters to be taken up during the Annual Shareholders' Meeting.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI ASM 2022 Definitive Information Statement 	

		<p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p> <ul style="list-style-type: none"> Public Ownership Report <p>https://geri.com.ph/company-disclosures/type/public-ownership-reports/</p>	
<p>3. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p>The Company's voting procedure is disclosed in the Amended By-Laws and New Manual on Corporate Governance.</p> <p>This is likewise indicated in Item 19 of GERI's 2022 Definitive Information Statement.</p> <p>References:</p> <ul style="list-style-type: none"> GERI ASM 2022 Definitive Information Statement, Item 19, p. 22 <p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p> <ul style="list-style-type: none"> GERI's New Manual on Corporate Governance, Section VII(B)(1) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	

		<ul style="list-style-type: none"> GERI's Amended By-laws, Article V, Sections 7-8 <p>https://geri.com.ph/wp-content/uploads/2020/06/Amended-By-Laws-2019-1.pdf</p>	
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	<p>While there is a risk that the controlling shareholders' voting power may be restrictive or authorize preferences, the Board is committed to respect the rights of the shareholders as provided for in the Corporation Code. These include the right to vote on all matters that require their consent or approval, such that a director shall not be removed without cause if it will deny minority shareholders representation in the Board.</p> <p>Reference:</p> <ul style="list-style-type: none"> GERI's New Manual on Corporate Governance <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the Annual Stockholders' Meeting or special meeting.	Compliant	<p>As disclosed in GERI's New Manual on Corporate Governance, the shareholders have the right to propose the holding of meetings and items for inclusion in the agenda. However, to prevent the abuse of this right, the Company may require that the proposal be made by shareholders holding a specified percentage of shares or voting rights.</p>	

		<p>Reference:</p> <ul style="list-style-type: none"> GERI's New Manual on Corporate Governance, Section VII (B)(7)(a) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>As disclosed in GERI's New Manual on Corporate Governance, the minority shareholders are granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.</p> <p>The minority shareholders have the right to access any and all information relating to matters for which management is accountable for and propose to include such matters in the agenda of stockholders' meeting, provided that the same is for "legitimate purposes," and in accordance with law, jurisprudence, and best practice.</p> <p>Reference:</p> <ul style="list-style-type: none"> GERI's New Manual on Corporate Governance, Section VII (B)(4)(c) <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	

7. Company has a transparent and specific dividend policy.	Compliant	<p>GERI's Dividend Policy is disclosed in the 2022 Annual Report (17-A)</p> <p>Reference:</p> <ul style="list-style-type: none"> 2022 Annual Report (17-A), Item 5, p. 18-19 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	The Company's Stock and Transfer Agent, BDO Unibank, Inc. - Trust & Investments Group Securities Services & Corporate Agencies validate the votes at the Annual Shareholders' Meeting.	
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	<p>Section VII(C)(1) of the Company's Manual on Corporate Governance states:</p> <p><i>"The Board should encourage active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least fifteen (15) business days before the meeting."</i></p> <p>However, on 21 February 2020, the SEC issued SEC MC No. 3, s. 2020, which provides that written notice of regular meetings shall be sent to all</p>	

		<p>stockholders/members of record at least twenty-one (21) calendar days prior to the date of the meeting.</p> <p>Also, in SEC Notice dated 16 March 2021, the SEC allowed alternative mode for distributing and providing copies of notice of meeting, information statement, and other documents in connection with the holding of Annual Stockholders' Meeting for 2021. Concerned companies are allowed to notify their stockholders about the ASM by causing the publication of the Notice of Meeting in the business sections of two (2) newspapers of general circulation for two (2) consecutive days.</p> <p>For 2022 ASM, the Company published the Notice and Agenda for the ASM via two (2) newspapers of general circulation on June 29 and 30, 2022, which is within the 21-day requirement of the SEC.</p> <p>Reference:</p> <ul style="list-style-type: none"> • Link to the Agenda included in the company's Information Statement (SEC Form 20-IS) is: <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
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Supplemental to Recommendation 13.2

1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	The profiles of directors, auditors seeking reappointment and proxy documents are disclosed in SEC Form 20-IS Preliminary and Definitive Information Statement. Reference:	
b. Auditors seeking appointment/ re-appointment	Compliant	<ul style="list-style-type: none"> 2022 Preliminary and Definitive Information Statement 	
c. Proxy documents	Compliant	<p>https://geri.com.ph/wp-content/uploads/2023/03/GERI-2022-Preliminary-Information-Statatement_compressed-1.pdf</p> <p>https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf</p>	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the Annual Stockholders' Meeting	Compliant	The rationale for the agenda items for the Annual Stockholders' Meeting is disclosed in the SEC Form 20-IS Preliminary and Definitive. References: <ul style="list-style-type: none"> 2022 Preliminary and Definitive Information Statement 	

		https://geri.com.ph/wp-content/uploads/2023/03/GERI-2022-Preliminary-Information-Statatement_compressed-1.pdf https://geri.com.ph/wp-content/uploads/2022/06/DIS_Merged.pdf	
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	<p>The Minutes of the 2022 Annual Shareholders' Meeting, is uploaded on the Company's website.</p> <p>Voting results for all agenda items, including the approving, dissenting, and abstaining votes are as follows:</p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<ol style="list-style-type: none"> 1. Approval of the Minutes of the Previous Meeting Approving Votes: 100% Dissenting Votes: 0% Abstaining Votes: 0% 2. Appointment of External Auditor Approving Votes: 100% Dissenting Votes: 0% Abstaining Votes: 0% 3. Ratification of all acts and resolutions of the BOD, Committees and Corporate Offices Approving Votes: 100% Dissenting Votes: 0% 	

		<p>Abstaining Votes: 0%</p> <p>4. Election of Directors</p> <p>a. Andrew L. Tan Approving Votes: 99.90% Dissenting Votes: .10% Abstaining Votes: 0%</p> <p>b. Lourdes T. Gutierrez-Alfonso Approving Votes: 99.99% Dissenting Votes: 0.01% Abstaining Votes: 0%</p> <p>c. Monica T. Salomon Approving Votes: 99.99% Dissenting Votes: 01% Abstaining Votes: 0%</p> <p>d. Wilbur L. Chan Approving Votes: 99.89% Dissenting Votes: 0.11% Abstaining Votes: 0%</p> <p>e. Ferdinand T. Santos Approving Votes: 99.99% Dissenting Votes: 0.01% Abstaining Votes: 0%</p> <p>f. Kevin Andrew L. Tan Approving Votes: 99.99% Dissenting Votes: 0.01% Abstaining Votes: 0%</p>	
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		<p>g. Giancarlo C. Ng Approving Votes: 99.99% Dissenting Votes: 0.01% Abstaining Votes: 0%</p> <p>h. Jesus B. Varela Approving Votes: 99.90% Dissenting Votes: 0.10% Abstaining Votes: 0%</p> <p>i. Cresencio P. Aquino Approving Votes: 100% Dissenting Votes: 0% Abstaining Votes: 0%</p> <p>Voting was done via ballots sent to the email of the corporate secretary. All stockholders were given the opportunity to ask questions by sending their questions and/or comments prior to the 2022 ASM through email at corpsecretary@global-estate.ph. The Minutes likewise contain a detailed discussion of the matters discussed, a record of the voting results for each agenda item, the list of directors and officers who attended the meeting, and the Management's Report on the Company's performance during the previous year.</p> <p>Reference:</p> <ul style="list-style-type: none"> • Minutes of the 2022 Annual Shareholders' Meeting 	
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		https://geri.com.ph/wp-content/uploads/2022/07/Minutes_GERI-ASM-2022.pdf	
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	<p>In addition to the members of the Board of Directors, the Corporate Secretary, Representatives from Punong Bayan & Araullo and GERI's CFO, were present during the annual meeting to answer shareholders' questions.</p> <p>Reference:</p> <ul style="list-style-type: none"> Minutes of the 2022 Annual Shareholders' Meeting <p>https://geri.com.ph/wp-content/uploads/2022/07/Minutes_GERI-ASM-2022.pdf</p>	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	<p>One of the functions of the Board is to establish and maintain an alternative dispute resolution system in the company that can amicably settle conflicts or differences between the Company and its stockholders and third parties.</p> <p>No conflicts or differences arose during the last five (5) years between the Company and its stockholders. The Company will study a system to adopt for alternative resolution of disputes.</p>	

		<p>Between the Company and third parties, the Company explores and negotiates amicable settlement through its Customer Relations Department. The conflicts or differences with third parties usually involve buyers of different projects of the Company.</p> <p>Reference:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	The alternative dispute mechanism is found in Section IV(G)(2)(m) and Section VII (E) of the Company's Manual on Corporate Governance.	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>The Company's Investor Relations Officer is:</p> <p>Mr. Andy Dela Cruz Tel. No. (02) 5894-6331 Fax N/A Email: adelacruz@megaworldcorp.com</p> <p>The name and contact details of the Company's Investor Relations Officer can also be found on the Company's website.</p> <p>Reference:</p>	

		https://geri.com.ph/investor-relations/investor-relations-contact-information/	
2. IRO is present at every shareholder's meeting.		The Company's IRO was present during the 2022 Annual Shareholders' Meeting.	
Supplemental Recommendations to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	<p>As stated in GERI's Code of Ethics, the Company complies with all applicable laws and regulations designed to protect the rights of all shareholders, including those holding minority interests. For instance, fundamental corporate acts, such as amendments to the Company's Articles of Incorporation and By-Laws, the authorization of additional shares, and the transfer of all or substantially all assets of the Company, are subject to the approval of shareholders.</p> <p>In addition, GERI's New Manual on Corporate Governance mandates the Board of Directors to promote shareholder rights, remove impediments to the exercise of shareholder rights and allows shareholders the possibilities to seek redress for violation of their rights.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	

		<ul style="list-style-type: none"> GERI's Code of Business Conduct and Ethics <p>https://geri.com.ph/wp-content/uploads/2019/07/CodeOfBusinessConductAndEthics.pdf</p>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-compliant		<p>As of 31 March 2022, the Company's public float is 17.65%.</p> <p>The Company will strive to meet the 30% public float recommended by the PSE.</p>

Duties to Stakeholders

Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth, and sustainability.	Compliant	The Board is committed to respect and protect the rights of its investors and minority interests. It recognizes the right of the shareholders to elect, remove, and replace directors and vote on certain corporate acts in accordance with the Corporation Code. The following rights of the shareholders are likewise enshrined in the By-Laws and the Manual on Corporate Governance – right to cumulative voting in the election of directors, pre-emptive right, right to inspect corporate books and records in accordance with law, right to information or to be provided upon request with copies of periodic reports which	
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		<p>disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the Corporation's shares, dealings with the Corporation, relationships among directors and officers.</p> <p>References:</p> <ul style="list-style-type: none"> • GERI's New Manual on Corporate Governance <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • GERI's Amended By-laws, <p>https://geri.com.ph/wp-content/uploads/2020/06/Amended-By-Laws-2019-1.pdf</p>	
Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>The Board shall commit at all times to fully disclose material information dealings. It shall cause the filing of all required information for the interest of its stakeholders.</p> <p>All shareholders shall be allowed to inspect corporate books and records including Minutes of Board meetings and stock registries in accordance with the Corporation Code and shall be furnished with a copy of the annual</p>	

		<p>reports, including financial statements, without cost or restrictions.</p> <p>The shareholders shall be provided, upon request, with a copy of periodic reports which disclose personal and professional information about the directors and officers and certain other matters such as their holdings of the corporation's shares, dealings with the corporation, relationships among directors and key officers, and the aggregate compensation of directors and officers.</p> <p>The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.</p> <p>The minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters for which management shall include such information and, if not included, then the minority shareholders shall be allowed to propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes", and in accordance with law, jurisprudence and best practice.</p> <p>References:</p> <ul style="list-style-type: none"> ● GERI's New Manual on Corporate Governance 	
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		<p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p> <ul style="list-style-type: none"> • GERI's Amended By-laws, <p>https://geri.com.ph/wp-content/uploads/2020/06/Amended-By-Laws-2019-1.pdf</p>	
Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p>The Company's investor relations program aims at developing and maintaining effective communication between the Company and its various stakeholders.</p> <p>The Company's website www.geri.com.ph, which is regularly updated, contains all relevant information any investor may need about the Company. This includes projects of the Company, Annual Reports, and financial statements.</p> <p>The Company's Whistleblowing policy can be found on its website.</p> <p>References:</p> <ul style="list-style-type: none"> • Investor Relations <p>https://geri.com.ph/investor-relations/</p>	

		<ul style="list-style-type: none"> Whistle Blowing Policy <p>https://geri.com.ph/investor-relations/corporate-governance/company-policies/whistle-blowing-policy/</p>	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	<p>One of the functions of the Board is to establish and maintain an alternative dispute resolution system in the company that can amicably settle conflicts or differences between the Company and its stockholders and third parties.</p> <p>No conflict or difference has yet arisen between the Company and its stockholders. The Company will study a system to adopt for alternative resolution of disputes.</p> <p>Reference:</p> <ul style="list-style-type: none"> GERI's New Manual on Corporate Governance <p>https://geri.com.ph/wp-content/uploads/2021/05/Manual-on-Corporate-Governance.pdf</p>	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule, or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company	Compliant	The Company has not yet sought any exemption for the application of any law, rule, or regulation especially when it refers to a corporate governance issue.	

discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule, or regulation.			
2. Company respects intellectual property rights.	Compliant	The Company registers trademarks that it uses for its development projects.	

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

Recommendation 15.1

1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>The Company has in place a set of policies and programs that encourage employee participation in the realization of the Company's goals and its governance through training and development, health, safety and welfare programs.</p> <p>In September 2012, the Company created an Organization Development and Training Unit ("OD") to spearhead its training and development programs. In the same month, the OD Unit conducted a Project Management Workshop which was participated in by members of the Contracts, Procurement & Project Management Division and of the Project Development & Property Management Division. The OD Unit, now under the Human Resources Division, likewise launched in February 2013 an organization-wide Work Instruction Creation Program, which lays the groundwork for the development of a Training Needs Analysis (TNA) and, ultimately, the creation of a skills-</p>	
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		<p>based/competency-based training and behavioral training programs.</p> <p>The Human Resources Division launched the company's official learning university, Global Estate Center of Excellence (GCE).</p> <p>In 2022, the GCE opted to waive face to face/physical training seminars due to the CoViD-19 pandemic. However, regular company orientations are conducted as an introduction to new hires of the Company's policies.</p> <p>Reference:</p> <ul style="list-style-type: none"> • 2022 Annual Report, GERI 2022 Annual Sustainability Report (ASR) <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
Supplement to Recommendation 15.1			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>Compliant</p>	<p>On September 23, 2011, the Company approved an Executive Stock Option Plan (ESOP) for key Company executives, directors, and senior officers. The purpose of the Plan is to enable the key Company executives, directors and senior officers who are largely responsible for its further growth and development to obtain an ownership interest in the Company, thereby encouraging long-term commitment to the Company.</p> <p>References:</p>	

		<ul style="list-style-type: none"> • 2022 Annual Report (17-A), Item 10, p. 37-38 <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p> <ul style="list-style-type: none"> • ESOP Reports <p>https://geri.com.ph/company-disclosures/type/geri-exclusive-stock-plan-esop-reports/</p>	
<p>2. Company has policies and practices on health, safety, and welfare of its employees.</p>	<p>Compliant</p>	<p>All employees have been enrolled with an HMO to cover in-patient and out-patient care. An annual medical check-up of all employees and an annual executive check-up for executives and key officers from 2012 to 2022. The same programs will be implemented in the current year.</p> <p>The Human Resources Division also partnered with various institutions to carry out health awareness programs involving lectures, sampling of medicines, vision tests and affordable eye wear, anti-flu vaccination and blood extraction. The Company has a MEDICARD (HMO provider) physician to provide medical consultations at the workplace.</p> <p>G-Fit Health and wellness program was introduced in 2016 to promote healthy lifestyle and work-life-balance among GERI employees. Employees were encouraged to join various</p>	

		<p>programs such as Zumba, Passport to Wellness program, health and wellness seminars and lectures in partnership with Medicard.</p> <p>Reference:</p> <ul style="list-style-type: none"> • Health, Safety and Welfare of Employees including Company Sponsored Trainings <p>https://geri.com.ph/investor-relations/corporate-governance/company-policies/policy-and-data-relating-to-health-safety-and-welfare-of-employees-including-company-sponsored-trainings/</p>	
<p>3. Company has policies and practices on training and development of its employees.</p>	<p>Compliant</p>	<p>The Company recognizes that training and education form an important part in the development of employee skills and supporting career development. In 2022, the Company orientation seminars as part of new employees' introduction to every company policy.</p> <p>Additionally, performance reviews are scheduled bi-annually to support career development, promotion, and merit enhancement. GERI also provides several government-mandated and voluntary benefits to its employees such as leaves, salary loans, several loan options, medical benefits, etc.</p> <p>In September 2012, the Company created an Organization Development and Training Unit ("OD") to spearhead its training and</p>	

		<p>development programs. In the same month, the OD Unit conducted a Project Management Workshop which was participated in by members of the Contracts, Procurement & Project Management Division and of the Project Development & Property Management Division. The OD Unit, now under the Human Resources Division, likewise launched in February 2013 an organization-wide Work Instruction Creation Program, which lays the groundwork for the development of a Training Needs Analysis (TNA) and, ultimately, the creation of a skills-based/competency-based training and behavioral training programs.</p> <p>The Human Resources Division launched the company's official learning university, Global Estate Center of Excellence (GCE) in which the following seminars/workshop and trainings were provided:</p> <ol style="list-style-type: none"> 1. Building Block Seminars (Corporate Orientation) 2. Core Programs and Workshops 3. Job Specific Programs 4. Management Development Programs 5. Leadership Development Programs <p>In 2022, the GCE opted to waive face to face/physical training seminars due to the CoViD-19 pandemic. However, regular company orientations are conducted as an introduction to new hires of the Company's policies.</p>	
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		<p>References:</p> <ul style="list-style-type: none"> • Health, Safety and Welfare of Employees including Company Sponsored Trainings <p>https://geri.com.ph/investor-relations/corporate-governance/company-policies/policy-and-data-relating-to-health-safety-and-welfare-of-employees-including-company-sponsored-trainings/</p> <ul style="list-style-type: none"> • 2022 Annual Report, GERI 2022 Annual Sustainability Report (ASR) <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
Recommendation 15.2			
<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p>	<p>Compliant</p>	<p>According to the Employees' Handbook, where an employee is charged with an infraction that is punishable by suspension or higher, the department head or the immediate superior submits to the Committee of Employee Discipline a Disciplinary Action Memo. The Committee conducts an investigation in accordance with the requirements of due process and submits its findings and recommendation to Management for approval. The same procedure is followed in offenses involving corruption and unethical behavior.</p>	

		<p>Management created an email address where concerned employees may send anonymous reports on alleged corruption & unethical behaviors. Reports received through this email address may only be opened by top management and may be used by Management as basis to initiate an investigation to the extent that one may be warranted by the contents of the report.</p> <p>Reference:</p> <ul style="list-style-type: none"> • Company Policy on Receiving Gifts from Suppliers <p>https://geri.com.ph/investor-relations/corporate-governance/company-policies/reiteration-of-company-policy-on-receiving-gifts-from-supplier-or-contractor/</p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	The Board disseminated the anti-corruption policy to employees across the organization through the Employee Handbook.	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying, and receiving bribes.	Compliant	<p>The Company does not condone dishonest behavior. Concerns may be raised to HR or Senior Executive Officers who are bound to maintain the confidentiality of the same.</p> <p>According to the Employees' Handbook, where an employee is charged with an infraction that is punishable by suspension or higher, the</p>	

		<p>department head or the immediate superior submits to the Committee of Employee Discipline a Disciplinary Action Memo. The Committee conducts an investigation in accordance with the requirements of due process and submits its findings and recommendation to Management for approval.</p> <p>Management created an email address where concerned employees may send anonymous reports on alleged corruption & unethical behaviors. Reports received through this email address may only be opened by top management and may be used by Management as basis to initiate an investigation to the extent that one may be warranted by the contents of the report.</p> <p>As stated in the Company's memo on "Reiteration of Company Policy on Receiving Gifts from Supplier/Contractor", issued by the HR Division on 22 December 2017, any supplier or contractor found guilty of giving, offering, or promising any gift, favor, benefit, or anything of value to any employee of the Company, will be blacklisted and barred from having any further dealings with the Company. If an offer is made by a supplier or contractor or a solicitation done by a Company employee, the party concerned must disclose it within 24 hours to the HR Head.</p> <p>Reference:</p> <ul style="list-style-type: none"> • Company Policy on Receiving Gifts from Suppliers 	
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		https://geri.com.ph/investor-relations/corporate-governance/company-policies/reiteration-of-company-policy-on-receiving-gifts-from-supplier-or-contractor/	
Recommendation 15.3			
<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation</p>	Compliant	<p>Reports of wrongdoing may be made directly to the Chairman or President for proper disposition to ensure confidentiality of information and protection of the identity of the whistleblower.</p> <p>Reference:</p> <ul style="list-style-type: none"> Whistleblowing Policy <p>https://geri.com.ph/investor-relations/corporate-governance/company-policies/whistle-blowing-policy/</p>	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.</p>	Compliant	<p>Reports of wrongdoing may be made directly to the Chairman or President for proper disposition to ensure confidentiality of information and protection of the identity of the whistleblower.</p> <p>Reference:</p> <ul style="list-style-type: none"> Whistleblowing Policy <p>https://geri.com.ph/investor-relations/corporate-governance/company-policies/whistle-blowing-policy/</p>	

<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>Per Code of Business Conduct and Ethics:</p> <p>For directors, all information received from whistle-blowers and/or anonymous sources or any report of wrongdoing may be made directly to the Chairman for proper disposition to ensure confidentiality of information and protection of the identity of the whistleblower.</p> <p>For senior management and employees, reports of wrongdoing may be made directly to the Chairman or President for proper disposition to ensure confidentiality of information and protection of the identity of the whistleblower.</p> <p>Reference:</p> <ul style="list-style-type: none"> Whistleblowing Policy <p>https://geri.com.ph/investor-relations/corporate-governance/company-policies/whistle-blowing-policy/</p>	
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Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

Recommendation 16.1

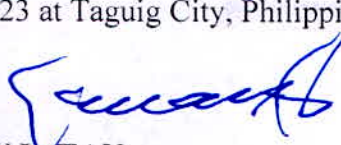
<p>1. Company recognizes and places importance on the interdependence between business and society and promotes a mutually beneficial relationship that allows the company to grow its</p>	<p>Compliant</p>	<p>For 2022, GERI has undertaken the following Corporate Social Responsibility (CSR) programs:</p> <ol style="list-style-type: none"> <i>Continuous AGImmunity Vaccination Program in collaboration with LGUs for</i> 	
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<p>business, while contributing to the advancement of the society where it operates.</p>		<p><i>Employees and dependents</i></p> <ol style="list-style-type: none"> 2. <i>Earth Hour Program last March 2022</i> 3. <i>Pneumonia Vaccination Program for Employees and dependents last June 13, 2022</i> 4. <i>Pneumonia Vaccination Program for Employees and dependents last September 16, 2022</i> 	
Optional: Principle 16			
<ol style="list-style-type: none"> 1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development 	<p>Compliant</p>	<p>GERI has proactively taken measures to reduce emissions and protect the environment. The following are a sample of the initiatives taken by GERI:</p> <ul style="list-style-type: none"> ● Installation and proper maintenance of gensets accredited by the Department of Environment and Natural Resources (DENR) ● Reduced/efficient usage of electricity ● Maximize the usage of company vehicles by planning trips efficiently ● Use of solar powered LED streetlights <p>GERI has also taken steps to safeguard the quantity and quality of water in its projects, a sample of which are listed below:</p>	

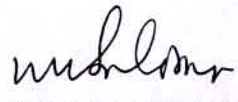
		<ul style="list-style-type: none"> ● Provision of Sewage Treatment Facility (with disinfection process) ● Installation of flowmeters to monitor discharge ● Use of environmentally friendly cleaning materials to lessen the nutrient load at source ● Implementation and practice of water conservation programs ● Strict compliance to RA 9275 and other water and wastewater related regulations ● Provision of sewerage line (force property locators to connect to sewer) <p>GERI aspires to be a leader in tourism real estate with properties designed to safeguard the environment.</p> <p>Reference:</p> <ul style="list-style-type: none"> ● 2022 Annual Report, GERI 2022 Annual Sustainability Report (ASR) <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	The Company ensures that its projects will have positive social and economic impact on the local	

		<p>community. These include employment, induced economic activity, and creation of revenue streams for the local government. The Company also employs qualified local residents, who are given priority in hiring personnel.</p> <p>GERI has implemented several policies to ensure that it conducts business in a fair manner. GERI has anti-money laundering policies, anti-corruption policies and mechanisms for raising grievances. All GERI projects have an Environmental Impact Assessment/Statement (EIS), and an Environmental Compliance Certificate from the Environmental Management Bureau of the Department of Environment & Natural Resources (EMB-DENR) on all its developments. In addition, GERI strictly complies with the relevant laws and rules and regulations in the conduct of its business.</p> <p>Reference:</p> <ul style="list-style-type: none"> • 2022 Annual Report, GERI 2022 Annual Sustainability Report (ASR) <p>https://geri.com.ph/wp-content/uploads/2023/04/GERI-Annual-Report-17A-2022.pdf</p>	
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IN WITNESS WHEREOF, we have hereunto affixed our signatures this 30 day of May 2023 at Taguig City, Philippines.



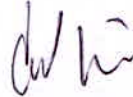
ANDREW L. TAN
Chairman of the Board



MONICA T. SALOMON
President



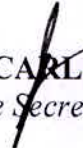
JESUS B. VARELA
Independent Director



CRESENCIO P. AQUINO
Independent Director



LAILANI V. VILLANUEVA
Compliance Officer



MARIA CARLA T. UYKIM
Corporate Secretary

Republic of the Philippines)
Taguig City) s.s.

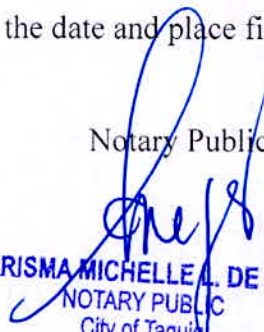
SUBSCRIBED AND SWORN to before me this 30 May 2023 at Taguig City, Philippines, affiants personally appeared before me and exhibited to me their respective competent evidences of identity as follows:

Name	Competent Evidence of Identity
Andrew L. Tan	TIN: 125-960-003
Monica T. Salomon	TIN: 182-240-560
Jesus B. Varela	TIN: 147-974-175
Cresencio P. Aquino	TIN: 113-313-24
Lailani V. Villanueva	TIN: 221-996-849
Dominic V. Isberto	TIN: 204-642-254

WITNESS MY HAND AND NOTARIAL SEAL on the date and place first above written.

Doc. No. 136 ;
Page No. 29 ;
Book No. XI ;
Series of 2023.

Notary Public



CHARISMA MICHELLE A. DE JESUS
NOTARY PUBLIC
City of Taguig

Appointment No. 33 valid until December 31, 2023
9/F Commerce & Industry Plaza, 1030
Campus Ave., McKinley Hill, Taguig City
Attorney's Roll No. 66267
IBP No. 171091/12-21-2021/Quezon City
PTR No. 2368149/01-04-2022/Quezon City
MCLE Compliance No. 0004921
Issued on 27 August 2021 Valid until 14 April 2025