



May 30, 2023

Securities & Exchange Commission
Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City

Attention: **Atty. Rachel Esther J. Gumtang-Remalante**
Director – Corporate Governance and Finance Department

The Philippine Stock Exchange, Inc.
6/F Philippine Stock Exchange Tower
28th Street corner 5th Avenue
Bonifacio Global City, Taguig City

Attention: **Ms. Alexandra D. Tom Wong**
Officer-in-Charge – Disclosure Department

Philippine Dealing & Exchange Corporation
29th Floor, BDO Equitable Tower
8751 Paseo de Roxas, Makati City 1226

Attention: **Atty. Marie Rose M. Magallen-Lirio**
Head - Issuer Compliance and Disclosure Department

Gentlemen:

In compliance with SEC Memorandum Circulars No. 19, Series of 2016, and No. 15, Series of 2017, we submit herewith PLDT Inc.'s Integrated Annual Corporate Governance Report for Year 2022.

This submission shall also serve as our compliance with with PSE Revised Disclosure Rules.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Marilyn A. Victorio-Aquino", is written over a faint circular stamp.

Marilyn A. Victorio-Aquino
Corporate Secretary
PLDT Inc.



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **31 December 2022**
2. SEC Identification Number **PW-55**
3. BIR Tax Identification No. **000-488-793**
4. Exact name of issuer as specified in its charter **PLDT Inc.**
5. **Republic of the Philippines**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **Ramon Cojuangco Building, Makati Avenue, Makati City** **1200**
Address of principal office Postal Code
8. **(632) 88168553**
Issuer's telephone number, including area code
9. **Not Applicable**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
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	<p>Annual Report 2022 on Phil SEC Form 17-A ("Annual Report 17-A") link pp. 103-108 link</p> <p>Annual Report 2022 ("Annual Report") link "Board of Directors"</p> <p>Note: The Annual Report (glossy) will be publicly available via the Company's website on 13 June 2023.</p> <p>PLDT website: Governance Structures> "Our Board of Directors" link link Board Diversity link link link Education and Communication> CG Enhancement Sessions for Directors and Officers link link Director Orientation link link Manual on Corporate Governance ("CG Manual") link link Sec. 2.1.3, Annexes A, B, C and D link link link link link (https://pldt.com/docs/default-source/corporate-governance-files/cg-manual-/pldt-manual-on-corporate-governance.pdf#page=4)</p>	
2. Board has an appropriate mix of competence and expertise.	Compliant	<p>CG Manual, Sec. 2.1.3, Annexes A, B, C and D link link link link link Board of Directors Charter ("Board Charter), Sec. 2.2, Annexes A, B, C and D link link link link (https://pldt.com/docs/default-source/corporate-governance-</p>	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	<p>CG Manual, Sec. 2.1.3, Annexes A, B, C and D link link link link link Board of Directors Charter ("Board Charter), Sec. 2.2, Annexes A, B, C and D link link link link (https://pldt.com/docs/default-source/corporate-governance-</p>	

		files/committee-charter/board-of-directors-charter.pdf#page=1 Annual Board Assessment link Board Diversity Policy, Secs. 2-4 link link (https://pldt.com/docs/default-source/corporate-governance-files/board-diversity-policy.pdf#page=1) Annual Report link "Board Diversity", Annual Board Assessment"	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	Our Board of Directors link link CG Manual, Sec. 2.1.1(b) link Annual Report 17-A") link pp. 103-108, 123 link link Annual Report link "Board of Directors", "Board Diversity"	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	Board Charter, Sec. 5.2 link CG Manual, Sec. 2.1.9 link	
2. Company has an orientation program for first time directors.	Compliant	Board Charter, Sec. 5.2.a, b, c link CG Manual, Sec. 2.1.9(a) and (b) link Director Orientation link CG Enhancement Sessions for Directors and Officers link Annual Report link "Training"	
3. Company has relevant annual continuing training for all directors.	Compliant	Annual Report link "Training"	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	Board Diversity Policy link link The level of Board diversity in terms of gender, age, ethnicity, work experience, professional background and type of directorship is presented in the Annual Report. Annual Report link "Board Diversity"	

Optional: Recommendation 1.4			
<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>Compliant</p>	<p>Board Diversity Policy link Annual Report link "Board Diversity"</p> <p>The Board has adopted a Board Diversity Policy and discloses in the Annual Report the level of Board diversity with respect to age, gender, ethnicity, work experience, professional background and type of directorship.</p> <p>The Board evaluates the implementation of the Board Diversity Policy through the annual Board Assessment wherein the Board assesses the effectiveness of its selection process. In the Board Assessment, the directors evaluate on a scale of 0 to 5, 5 being the highest, the process of selection to ensure that all directors meet the qualifications prescribed under the CG Manual, applicable laws and regulations and that there is a mix of knowledge, skills, expertise and experience and balance among independent, non-executive and executive directors. In the Board Assessment conducted in 2022 for the 2021 performance, the rating for this criterion was 4.9 out of 5.0 (or Very Well).</p>	
Recommendation 1.5			
<p>1. Board is assisted by a Corporate Secretary.</p>	<p>Compliant</p>	<p>By-Laws, Article II-Sec. 5, Article VI- Sec. 1, Article VIII link link link link (https://cms.pldt.com/drupal/sites/default/files/irlandingpdf/pse_approva!%20by%20SEC%20of%20amended%20by-laws%20on%20Sept%209%202022_Re dacted2.pdf)</p>	
<p>2. Corporate Secretary is a separate individual from the Compliance Officer.</p>	<p>Compliant</p>		
<p>3. Corporate Secretary is not a member of the Board of Directors.</p>	<p>Compliant</p>	<p>CG Manual, Sec. 2.5 link Information Statement, pp. 23, 25 link</p>	

		<p>(https://cms.pldt.com/drupal/sites/default/files/jrshareholdernews/PLDT%20Inc_SEC%20Form%202020-1S%20Definitive_23%20May%202022_complete_redact.pdf#page=4)</p> <p>Results of the 2022 Annual Stockholders' Meeting ("ASM") and Organizational Meeting, p. 9 link</p> <p>The Board selected and appointed on January 25, 2022 Atty. Marilyn A. Victorio-Aquino as the Company's Corporate Secretary.</p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>Annual Corporate Governance Enhancement Sessions 2022 link link</p> <p>Trainings in 2022 link</p> <p>CG Enhancement Sessions for Directors and Officers link</p>	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	<p>CG Manual, Sec. 2.1.6(a) link</p> <p>The CG Manual provides that the notice and agenda of each meeting and other relevant meeting materials shall be furnished to the Directors at least five (5) business days prior to such meeting.</p>	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	<p>The Board is assisted by a Chief Governance Officer whose functions include compliance functions in collaboration with other responsible departments of the Company to: (i) monitor, review, evaluate and ensure compliance with relevant laws and regulations; (ii) ensure the integrity and accuracy of documentary submissions to regulatory agencies; and (iii) address compliance issues.</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>Our Chief Governance Officer was Atty. Ma. Lourdes C. Rausa-Chan, who had adequate stature and authority to effectively perform the functions of the office. The term of the engagement of Atty. Rausa-Chan as Chief Governance Officer expired on January 24, 2022.</p> <p>Upon such expiration of Atty. Rausa-Chan's term, the foregoing functions were performed by the Corporate Governance Office headed by Atty. Ma. Magdalene A. Tan, appointed by the Board of Directors as Officer-in-Charge effective January 25, 2022, in collaboration with the heads of other responsible departments, including the heads of Legal and Regulatory Affairs, Financial Controllershship, Tax Management, Internal Audit, Risk and Privacy, and Cyber Security Operations offices, with respect to their areas of responsibilities.</p> <p>CG Manual, Sec. 2.9 link Information Statement, pp. 24, 33 link Results of 2022 ASM and Organizational Meeting, pp. 9-10 link</p>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>Annual Corporate Governance Enhancement Sessions 2022 link link Trainings in 2022 link CG Enhancement Sessions for Directors and Officers link</p>	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due	Compliant	CG Manual, Secs. 2.1.5 and 2.1.4 link link	

diligence and care, and in the best interest of the company.		Board Charter, Sec. 3.1.2, Annex G link link Annual Report link , "Board of Directors" Minutes of ASM 2022 link link (https://cms.pldt.com/drupal/sites/default/files/firshareholdernews/Minutes%202022%20ASM_MVP%20SIGNED.pdf)	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	CG Manual, Sec. 2.1.4(e) link Annual Report link "Board of Directors" – determination and review of strategic objectives Board Charter, Annex F, Item e link Board Activities>Annual Strategic Planning Session link	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	CG Manual, Sec. 2.1.4(h) link Annual Report link "Board of Directors" - Management oversight, review of strategic objectives The Board reviews the Company's business objectives and strategy at least once each year. link	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Vision-Mission-Values link Our Corporate Governance Principles/Values link Annual Report link "Board of Directors" – review of Vision, Mission, core values Code of Business Conduct and Ethics, Principles and Values link link (https://pldt.com/docs/default-source/policies/pldt-code-of-business-conduct-and-ethics.pdf) CG Manual, Sec. 2.1.4(a) and (e) link The Company's Vision and Mission is reviewed every year and its core values, every 2 years.	

		Annual Report link "Policies and Practices"	
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 reviews and guides corporate strategy, major plans of action, risk management policies and procedures, annual budget and business plans; sets performance objectives; monitors implementation and corporate performance; and oversees major capital expenditures, acquisitions and divestitures.</p> <p>By-Laws, Sec. Art. V-Secs. 11-13, Art. VI-XII link link CG Manual, Secs. 2-4 link link link Board Charter link Annual Report link "Corporate Governance Report" - Policies and Practices, Training and Education, Monitoring and Evaluation, Management</p>	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	CG Manual, Sec. 2.3 link Annual Report link "Chairman", "Message from the Chairman"	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>CG Manual, Secs. 2.1.2 and 2.1.4(i), Annex D link link link Annual Report link "Board of Directors" – succession planning Governance, Nomination and Sustainability Committee Charter, Schedule-Functions and Duties, Item B. 6 link link (https://pldt.com/docs/default-source/corporate-governance-files/committee-charter/gnsc-charter-nov5-2020.pdf#page=1) Executive Compensation Committee Charter, Schedule-Functions and Duties, Item III.v link link</p>	

		<p>(https://cms.pldt.com/drupal/sites/default/files/corporategovernancedocs/2022-05/amended-ecc-charter-mar22-2022.pdf)</p> <p>The accelerated disruptions driven by technology and market conditions require a new breed of leadership talents and skills. To help ensure the success of the ongoing business transformation of the Company, implementing ongoing succession planning program is one of the key imperatives for PLDT.</p> <p>The succession planning policy and process focus on identifying and developing talents as future successors to leadership and mission-critical positions, through a clearly defined selection criteria and development plan. It aligns the current and future leadership requirements to the business strategies and transformation goals for the whole organization. This includes yearly review of roles and bench of both internal and external talent pools.</p>	
<p>2. Board adopts a policy on the retirement for directors and key officers.</p>	<p>Compliant</p>	<p>With respect to retirement of key officers, the Company has a policy on retirement applicable to all employees, including key officers, which defines the retirement age and the benefits upon retirement. With respect to the retirement of directors, the Company respects the right of the stockholders to nominate and elect directors, regardless of age, based on their assessment of such directors' qualifications, ability to discharge the functions of a director effectively and efficiently, and contribution to the achievement of the corporate</p>	

		<p>objectives and the performance of the Board as a whole.</p> <p>Annual Report 2022 on Form 20-F ("Annual Report 20-F"), p. 126 link link CG Manual, Sec. 2,1,2, Annexes A to C link link Annual Report link "Retirement Plan" Annual Report 17-A, pp. F-133 link</p>	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>The Company's Compensation Philosophy (for key officers):</p> <ul style="list-style-type: none"> • Pay for Position – Incorporates pay for the importance of the position with respect to the internal organization and considers the external market covering the pay practices of competitors and other comparator companies. Pay for position is defined based on review and updates on external and internal benchmarks. Total Rewards and Performance Management (TR) conducts a periodic review of the market for benchmark jobs and updates slotting of positions. 	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<ul style="list-style-type: none"> • Pay for Performance – Incorporates pay for performance focusing on Company, team and individual performance to help achieve business objectives. Pay for performance is compensated through the Performance Bonus/ Incentive Program and merit increase for applicable positions. • Pay for Person – Incorporates pay for competencies and skills of the individuals that are valuable to the Company. Pay for person is guided by the employee's competency pay level. 	

		<p>The Board approved the Short-Term Incentive Plan (STIP) and the Long-Term Incentive Plan (the Transformation Incentive Plan or TIP). The STIP is contingent on the achievement of Annual Corporate Objectives while the TIP is contingent on the achievement of long-term Corporate Objectives based on cumulative consolidated core net income.</p> <p>Directors do not receive any compensation, as such, except for reasonable per diems or directors' fees for attendance in Board meetings, unless provided in the By-Laws or granted by a vote of the stockholders. Directors' fees are periodically reviewed and benchmarked against industry practice, taking into account revenues, profitability, scope and complexity of the business, and frequency of board meetings, among others.</p>	
<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>Compliant</p>	<p>CG Manual, Secs. 2.1.4(i), 2.1.7, 2.4.3 link link link Executive Compensation Committee Charter, Schedule-Functions and Duties, Secs. I(ii), II.C(ii) link Annual Report 17-A, pp. 118-119, F-38, F139-140 re Transformation Incentive Plan link link link Disclosure on Transformation Incentive Plan link Annual Report link "Board of Directors" – compensation</p> <p>CG Manual, Sec. 2.1.7 link Board Charter, Sec. 5.1.a link</p>	

Optional: Recommendation 2.5

<p>1. Board approves the remuneration of senior executives.</p>	<p>Compliant</p>	<p>Annual Report 17-A, pp. 118-119, F-139-140 link link Disclosure on Transformation Incentive Plan link CG Manual, Sec. 2.4.3 link Executive Compensation Committee Charter, Schedule-Functions and Duties, Secs. II.A, II.B link Annual Report link "Executive Compensation Committee"</p> <p>Compensation programs for senior executives are reviewed and submitted by the Executive Compensation Committee to the Board for approval. In 2017, the Board approved the Transformation Incentive Plan which is intended to provide incentive compensation to key officers, executives and other eligible participants who are consistent performers and contributors to the achievement of the long-term transformation strategy and financial goals of the Company.</p> <p>In 2022, the Executive Compensation Committee approved the payment of awards under the Short-term Incentive Plan pertaining to the 2021 performance. The Short-Term Incentive Plan is an annual incentive system that encourages and rewards performance and is tied to the achievement of Annual Corporate Objectives.</p>	
<p>2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest,</p>	<p>Compliant</p>	<p>Annual Report 17-A, pp. 118-119, F-139-140 link link Annual Report link "Executive Compensation Committee", "Employees" Information Statement, pp. 41-42 link Disclosure on Transformation Incentive Plan link</p>	

such as claw back provision and deferred bonuses.		Under Cycle 2 of the Transformation Incentive Plan, the incentive compensation was released in 2022 after the end of 2-year performance period (2020-2021) with the achievement of the cumulative consolidated core net income target for the 2-year performance period 2020 and 2022.	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	CG Manual, Annex D-Guidelines on the Search, Screening and Selection of Directors link and Secs. 2.1.3, 2.1.4(b), Annexes A to C link link Guidelines on the Search, Screening and Selection of Directors link link Board Charter, Sec. 2.3 link Annual Report link "Board of Direction" – selection process for directors, "Governance, Nomination and Sustainability Committee"	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	CG Manual, Secs. 2.1.3, 2.1.4(b), Annexes A to C, Annex D-Guidelines on the Search, Screening and Selection of Directors link link link	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	CG Manual, Annex D-Guidelines on the Search, Screening and Selection of Directors, Item 1 link	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	CG Manual, Annex D-Guidelines on the Search, Screening and Selection of Directors, Items 2-8 link	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's	Compliant	CG Manual, Annex D-Guidelines on the Search, Screening and Selection of Directors, last paragraph link	

<p>processes in the nomination, election or replacement of a director.</p>		<p>An assessment of the effectiveness of the Board's processes in the nomination, election and replacement of a director was conducted as part of the annual performance assessment of the Board and the Governance, Nomination and Sustainability Committee. In the Board Assessment conducted in 2022 for the 2021 performance, the rating for this criterion was 4.9 out of 5.0 (or Very Well).</p>	
<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>Compliant</p>	<p>CG Manual, Annex D-Guidelines on the Search, Screening and Selection of Directors, Item 5, and Sec. 2.1.4(b) link link Governance, Nomination and Sustainability Committee Charter, Schedule-Functions and Duties, Item B.5 link</p>	
<p>Optional: Recommendation to 2.6</p>			
<p>1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.</p>	<p>-----</p>	<p>CG Manual, Annex D, last paragraph link GNSC Charter, Sec. 2.2 and Annex D link link The Governance, Nomination and Sustainability Committee may use external sources, such as professional search firms, director databases and/or other reputable external sources to further enhance the search for and widen the base of potential nominees.</p>	
<p>Recommendations 2.7</p>			
<p>1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other</p>	<p>Compliant</p>	<p>CG Manual, Sec. 2.1.4(n) link Material Related Party Transactions Policy and Guidelines on the Proper Handling of Related Party Transactions link link</p>	

unusual or infrequently occurring transactions.		Conflict of Interest Policy link Audit Committee Charter, Schedule-Items 3.6, 3.7 link link (https://cms.pldt.com/drupal/sites/default/files/corporategovernancedocs/2022-05/amended-ac-charter-mar22-2022.pdf#page=1) Annual Report link "Audit Committee", "Material Related Party Transactions Policy" Annual Report 17-A, pp. 123, F-125 to F-131 link link	
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		
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	CG Manual, Sec. 3.4 link Material Related Party Transactions Policy link link link Annual Report link "Material Related Party Transactions Policy" Annual Report 17-A, pp. 123, F-125 to F-131 link link	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	The Company complies with the voting requirement provided in the Revised Corporation Code of the Philippines, which took effect on February 23, 2019, for those types of related party transactions that require stockholders' approval (i.e., Sec. 31 on dealings of directors or officers with the corporation, Sec. 32 on contracts between corporations with interlocking	

		<p>directors, and Sec. 43 on management contracts; previously, Secs. 32, 33 and 44, respectively, under the Corporation Code). In compliance with SEC Memorandum Circular No. 10, Series of 2019, the Company has adopted a Material Related Party Transactions Policy, wherein material related party transactions that meet the materiality threshold of ten percent (10%) of the Company's total consolidated assets are subject to the prior review by the Audit Committee, which is entirely composed of independent directors, and final review and approval by at least two-thirds (2/3) vote of the Board, including the vote of at least a majority of the independent directors. In case a majority of the independent directors' vote is not secured, such material RPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock.</p>	
Recommendation 2.8			
<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	Compliant	<p>Governance, Nomination and Sustainability Committee Charter, Schedule-Functions and Duties, Sec. B.9 link CG Manual, Secs. 2.1.4(g) link</p> <p>The Management team is disclosed in the Annual Report.</p> <p>Results of the 2022 ASM and Organizational Meeting, pp. 9-11 link Annual Report 17-A, pp. 103, 106, 108-110 link link link Annual Report link "Board of Directors" – appointment of officers, "Governance, Nomination and Sustainability Committee", "Officers"</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>CG Manual, Secs. 2.1.4(g), 2.4.2 link link Executive Compensation Committee Charter, Schedule-Purposes, Item 3 and Functions and Duties, Secs. III(iv) link link Annual Report link "Board of Directors" – performance evaluation, "Executive Compensation Committee"</p> <p>The Board, through the Executive Compensation Committee: (i) reviews and approves the corporate goals of the CEO and evaluates his performance in the light of those goals, and (ii) oversees the development and administration of the Company's performance management framework to monitor and assess the performance of employees, including the heads of control functions. The Company's annual performance appraisal system implemented over a digital platform, the Digital Performance Excellence Program (DigiPEP), aligns individual goals/key results areas to the Company's shared goals.</p>	
<p>Recommendation 2.9</p>			
<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>	<p>Compliant</p>	<p>The Company's annual performance appraisal for Management and personnel, the Digital Performance Excellence Program (DigiPEP), aligns individual goals/key results areas to the Company's shared goals.</p> <p>CG Manual, Secs. 2.1.4(g), 2.4.2 link link</p>	
<p>2. Board establishes an effective performance management framework that ensures that</p>	<p>Compliant</p>	<p>Annual Report link "Corporate Governance Report" – Policies and Practices, Training and Education, Monitoring and Evaluation,</p>	

<p>personnel's performance is at par with the standards set by the Board and Senior Management.</p>		<p>Stakeholder Engagement, Management Executive Compensation Committee Charter, Schedule-Purposes, Item 3 and Functions and Duties, Item III.iv link link</p>	
Recommendation 2.10			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	Compliant	<p>Management is responsible for the Company's internal controls systems. The Board and the different Board Committees provide oversight over the internal control systems.</p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	Compliant	<p>CG Manual, Secs. 2.1.4(j), 2.1.4(n) link Board Charter, Annex F, pp. 27-28 link Audit Committee Charter, Schedule-Item 3 link Annual Report link "Audit Committee", "Policies and Practices" – Conflict of Interest Policy Board Activities> "Financial reporting, internal control, internal audit and independent audit" link link Conflict of Interest Policy link Material Related Party Transactions Policy link link</p>	
<p>3. Board approves the Internal Audit Charter.</p>	Compliant	<p>Audit Committee Charter, Schedule-Item 2.6 link Annual Report link "Audit Committee" Annual Report 17A, p. 115 link</p> <p>The Audit Committee reviews the Internal Audit Charter annually. The PLDT Board approved the latest update of the Internal Audit Charter on March 22, 2022.</p>	
Recommendation 2.11			
<p>1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to</p>	Compliant	<p>CG Manual, Secs. 2.1.4(o) link Risk Committee Charter, Schedule-Purposes, Functions and Duties link</p>	

effectively identify, monitor, assess and manage key business risks.		https://cms.pldt.com/drupal/sites/default/files/corporategovernancedocs/2022-05/amended-rc-charter-mar22-2022.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	Audit Committee Charter, Schedule-Items 4-6 link Annual Report link "Board of Directors" – enterprise risk management, "Risk Committee", "Enterprise Risk Management" Board Activities> "Enterprise Risk Management" link ERM Framework link Annual Report 17-A, Item 6, pp. 82-97 link	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Board Charter, Sec. 3 link link	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	Board Charter link link link	
3. Board Charter is publicly available and posted on the company's website.	Compliant	Board Charter link - posted on the Company website link	
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	CG Manual, Sec. 3.2.1 link Code of Business Conduct and Ethics, Sec. A-Compliance, Item 1 link link Board Activities>Restriction on Trading of Shares and Policy on Blackout Period link link Annual Report link "Restriction on Trading of Shares" The Management sends regular email reminders to employees concerned regarding the restriction against buying or selling of PLDT shares, the	

		trading restriction period and the relevant provisions of the PSE Revised Disclosure Rules and the Securities Regulation Code.	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	Code of Business Conduct and Ethics, Sec. D.5 link CG Manual, Sec. 3.3(b) link Conflict of Interest Policy link Material Related Party Transactions Policy link link	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	By-Laws, Sec. Art. V, Sec. 11 link CG Manual, Sec. 2.1.4 link Board Charter, Sec. 3 link	
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	CG Manual, Sec. 2.2 link Board Committees link Annual Report 17A, pp. 114-117 link Annual Report link "Board Committees"	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	CG Manual, Secs. 2.1.4(c) and 2.2, Annex E link link link Audit Committee Charter, Schedule-Purposes, Duties and Powers link Through their education and experience as Chairman of the Board and CEO of other companies, the members of the Audit Committee	

		<p>possess relevant competencies in accounting, auditing, and financial management. In addition, one of the Advisors of the Audit Committee, Ms. Corazon S. de la Paz-Bernardo has expertise in accounting and financial management. She is a former Chairman and Senior Partner of Joaquin Cunanan & Company, now Isla Lipana & Co., a member firm of Pricewaterhouse Coopers (PwC).</p> <p>The Audit Committee is responsible for the appointment and removal of the company's external auditor.</p> <p>Audit Committee Charter, Schedule-Item 1.2 link</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 composed of three members, all of whom are independent directors.</p> <p>Audit Committee Charter, Secs. 3.1, 3.2 link</p> <p>Board Committees>"Audit Committee" link</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>Audit Committee Charter, Sec. 3.2 link</p> <p>PLDT FPI Annual Written Affirmation, Exhibit C, pp. 2-3 link link</p> <p>Annual Report link "Audit Committee" Annual Report 17A, pp. 105-107, 114-115, 125 link link link</p> <p>Through their education and experience as Chairman of the Board and CEO of other companies, the members of the Audit Committee possess relevant competencies in accounting, auditing, and financial management. In addition, one of the Advisors of the Audit Committee, Ms. Corazon S. de la Paz-Bernardo has expertise in accounting and financial management. She is a former</p>	

		Chairman and Senior Partner of Joaquin Cunanan & Company, now Isla Lipana & Co., a member firm of Pricewaterhouse Coopers (PwC).	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	Audit Committee Charter, Sec. 3.1 link Results of 2022 ASM and Organizational Meeting, pp. 8-9 link Annual Report link "Audit Committee" Annual Report 17A, pp. 105-107, 114-115, 125 link link link Board and Audit Committee link link	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Audit Committee Charter, Schedule-Items 1.3, 1.4 link Annual Report link "Audit Committee" Annual Report 17-A, pp. 114-115 link As part of its oversight responsibility over the external auditor, the Audit Committee reviews and approves all non-audit services conducted by the external auditor.	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Audit Committee Charter, Schedule-Items 1, 3.10 link link Annual Report link "Audit Committee" Annual Report 17-A, pp. 114-115 link The Audit Committee reviews and discusses the results of the external auditor's integrated audit with particular focus on any changes in significant/critical accounting policies and practices, and issues related thereto, major Management judgmental areas, significant adjustments arising from the audit of the full year financial statements, among others.	

Optional: Recommendation 3.2			
1. Audit Committee meets at least four times during the year.	Compliant	<p>The Audit Committee had a total of 8 meetings in 2022.</p> <p>Audit Committee Charter, Sec. 4.1 (a) link Annual Report 17-A, p. 115 link Annual Report link "Audit Committee" Audit Committee>"Meetings" link</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>Audit Committee Charter, Schedule-Item 2.1 link Internal Audit link Annual Report 17-A, pp. 114-115 link Annual Report link "Audit Committee"</p> <p>The Audit Committee conducted on May 2, 2022 an evaluation of the qualifications and performance of the incumbent Head of the Internal Audit organization, and resolved to reappoint the latter as the Head of Internal Audit.</p>	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	<p>The Board has established a Governance, Nomination and Sustainability Committee and an Executive Compensation Committee.</p> <p>CG Manual, Sec. 2.2 link Governance, Nomination and Sustainability Committee Charter link Executive Compensation Committee Charter link</p> <p>On March 17, 2022, the Governance, Nomination and Sustainability Committee screened the nominees for directors and independent directors, and alignment with the company's strategic directions is one of the screening criteria applied.</p> <p>Governance, Nomination and Sustainability Committee Charter,</p>	

		<p>Schedule-Item B.2, B.5 and Annex D link link link Annual Report 17A, pp. 103-108, 115-116, 125 link link link Annual Report link "Governance, Nomination and Sustainability Committee", "Executive Compensation Committee"</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>CG Manual, Sec. 2.2.1(b) link Governance, Nomination and Sustainability Committee Charter, Sec. 3 link Annual Report 17A, pp. 103-108, 115-116, 125 link link link Annual Report link "Governance, Nomination and Sustainability Committee" Board Committees> "Governance, Nomination and Sustainability Committee" link</p>	<p>Independent Directors constitute a majority of the voting members of the Governance, Nomination and Sustainability Committee (GNSC) to ensure its independence. The composition of GNSC was established by the Board as the optimum balance of independence and knowledge and familiarity with the business that will ensure that the GNSC will be able to support the effective performance of the Board's governance, nomination and sustainability functions in accordance with Principle 3.</p>
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Non-compliant</p>	<p>Annual Report 17-A, p. 115-116 link Annual Report link "Governance, Nomination and Sustainability Committee"</p>	<p>The Board, in the exercise of its function and duty to promote and safeguard the interest of the Company and its stakeholders, as a whole, has decided to appoint a non-Independent director as GNSC Chairman. The independence of the GNSC is ensured by the independent directors who constitute a majority of its voting members. Aside from establishing the composition of the GNSC, the Board appointed as its Chairman and members those who the Board has determined will be able to collectively perform the responsibility of the GNSC to support the effective performance of the Board's governance, nomination and sustainability functions in accordance with Principle 3.</p>
<p>Optional: Recommendation 3.3</p>			
<p>1. Corporate Governance Committee meet at least twice during the year.</p>	<p>Compliant</p>	<p>The Governance, Nomination and Sustainability Committee had a total of 5 meetings in 2022. Annual Report link "Governance, Nomination and Sustainability Committee" Governance, Nomination and Sustainability Committee>"Meetings" link</p>	

Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	CG Manual, Sec. 2.2 link Risk Committee Charter link link Annual Report 17A, pp. 103-108, 116, 126 link link link Annual Report link "Risk Committee"	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	CG Manual, Sec. 2.2 link Risk Committee Charter, Sec. 3.1(a) link Annual Report 17A, pp. 103-108, 116, 126 link link link Annual Report link "Risk Committee" Board Committees>"Risk Committee" link	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	Risk Committee Charter, Sec. 3.1(a) link Results of 2022 ASM, pp. 8-9 link Annual Report 17A, pp. 103-108, 116, 126 link link link Annual Report link "Risk Committee" Board and Board Committees>"Risk Committee" link link	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	Risk Committee Charter, Sec. 3.2 link Annual Report 17A, pp. 103-108, 116, 126 link link link Annual Report link "Risk Committee"	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	The Board assigned this function to the Audit Committee, which is composed of three members all of whom are independent directors, instead of creating a separate Related Party Transaction Committee. Internal Audit Group also supports the Audit Committee in the discharge of its	

		oversight responsibility through the conduct of assurance reviews on controls over related party transactions. CG Manual, Sec. 3.4(b) link Audit Committee Charter, Schedule-Items 3.6, 3.7 link	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	The Audit Committee which reviews material RPTs is composed of three members all of whom are Independent Directors. CG Manual, Sec. 2.2 link Audit Committee Charter, Secs. 3.1, 3.2 link PLDT FPI Annual Written Affirmation, Exhibit C, pp. 1-4 link link Annual Report 17A, pp. 103-108, 114-115, 125-126 link link link Annual Report link "Audit Committee"	
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	Each of the Board Committees has a Charter which includes their respective purposes, composition, functions, reporting activities and performance evaluation in relation to the standards set forth therein. Audit Committee Charter link link link Governance, Nomination and Sustainability Committee Charter link link Risk Committee Charter link link Executive Compensation Committee Charter link link Technology Strategy Committee Charter link link Data Privacy and Information Security Committee Charter link link Annual Report 17A, pp. 114-117 link Annual Report link "Board Committees"	
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	Copies of the Board Committee Charters are posted on the PLDT website. link link (https://main.pldt.com/about-us/company-leadership#committees) See Recommendation 3.6.2 above for the links to the charters.	
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Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Board Charter, Sec. 4.3 link Audit Committee Charter, Sec. 4.1 [k] link Governance, Nomination and Sustainability Committee Charter, Sec. 4.1 [k] link Risk Committee Charter Sec. 4.1 [k] link Executive Compensation Committee Charter, Sec. 4.1 [l] link Technology Strategy Committee Charter Sec. 4.1 [k] link Data Privacy and Information Security Committee Charter Sec. 4.1 (k) link Annual Report link "Board of Directors" and "Board Committees" – meetings Board Meetings link Board Committee Meetings link	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	CG Manual, Secs. 2.1.5, 2.1.6(a) link link Board Charter, Sec. 4.3(a) and (d) link Meeting materials are sent to the members prior to meetings of the Board and Board Committees to enable them to review the materials before the meeting.	

<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p>CG Manual, Sec. 2.1.5, 2.1.6(a) link link Board Charter, Sec. 4.3(a) and (d) link</p> <p>The Board Charter provides that directors must be physically present in Board meetings or may participate therein through teleconferencing or videoconferencing conducted in accordance with the applicable rules and regulations of the Commission, and actively participate in all meetings of the Board.</p>	
<p>Recommendation 4.2</p>			
<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>	<p>Non-compliant</p>	<p>CG Manual, Sec. 2.1.8 link Board Charter, Sec. 3.1.2 link Annual Report link "Board of Directors" – Directorships</p>	<p>The Company has not set a one-size fits all quantitative limit on directorships which may not give due regard to differences in individual capabilities and nature of directorships. The Company has instead adopted, as embodied in the CG Manual, a performance-based standard that directorships should not compromise the capacity of a director to serve and perform his duties and responsibilities to the Company diligently and efficiently.</p> <p>The Company ensures that other directorships do not compromise the capacity of a director to perform his responsibilities effectively through appropriate measures, while taking into account that such measures in no way restrict or prevail over the stockholders' legal right to vote for and be voted as a director, which right shall remain inviolable. Such measures include the screening procedures for nominees for directors which consider differences in individual capacities and nature of directorships to ensure that the Company and its stockholders are able to elect directors who can contribute value to the Company, as well as the duty of directors to notify the Board before accepting other directorships, and the annual Board assessment which includes the evaluation of the performance of individual directors.</p> <p>We have an independent director who has directorships in more than 5 publicly-listed companies. However, upon evaluation by the Governance, Nomination and Sustainability Committee (GNSC) using the performance-based standard, the GNSC determined that said independent director's directorships in other PLCs has not impaired, and is not expected to impair, his ability to diligently and effectively perform his duties as an independent director. The GNSC considered said independent director's perfect attendance in the Board and Board Committees' meetings in the previous year, active participation in the independent decision making of said bodies, and his valuable expertise and experience in law and regulatory matters as they affect</p>

			the Company not only in the Philippines, but also in New York where the Company is listed in the New York Stock Exchange.
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	CG Manual, Sec. 2.1.8(b) link Board Charter, Sec. 3.1.2.c.v link The CG Manual provides that the directors should notify the Board before accepting a directorship in another corporation.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	CG Manual, Sec. 2.1.8 link Annual Report 17A, pp. 103-108 link Annual Report link "Board of Directors"	
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	Board Charter, Sec. 4.2(a) link Annual Report link "Board of Directors" – meetings	
3. Board of directors meet at least six times during the year.	Compliant	The Board had fifteen (15) meetings in 2022. Board Charter, Sec. 4.2(a) link Annual Report link "Board of Directors" – meetings CG Manual, Sec. 2.1.6 link Board Meetings link	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	-----		The By-Laws provide that at any meeting of the Board of Directors, a majority of the number of the Directors as specified in the Articles of Incorporation shall constitute a quorum. At any meeting of the Board of Directors at which there is a quorum, all matters approved by at least a majority of the Board of Directors present at such meeting shall be valid as a corporate act, except for such matters which require the vote of majority of all the members of the Board as prescribed by the law or the By-Laws. This quorum requirement is consistent with Section 52 of the Revised Corporation Code which provides that unless the articles of incorporation or by-laws provide for a greater majority, a majority of the number of directors as fixed in the articles of incorporation shall

			<p>constitute a quorum for the transaction of corporate business, and every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of all members of the board.</p> <p>At least 2/3 of the Board members was present and all matters for approval in each meeting in 2022 were acted upon based on the votes of at least 2/3 of the Board membership.</p>
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
<p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p>	Non-compliant	<p>CG Manual, Sec. 2.1.1(b) link Annual Report 17A, pp. 123-124 link Annual Report link "Board of Directors" – composition Our Board of Directors link</p>	<p>The Company has 3 Independent Directors representing twenty percent (20%) of the total membership of the Board.</p> <p>The Board is able to exercise objective and independent judgment on all corporate affairs, including the performance of its duties to monitor Management's performance, prevent conflicts of interests and balance competing demands on the corporation, through the following governance measures:</p> <ul style="list-style-type: none"> - 3 independent directors (IDs) and 9 other non-executive directors out of a total of 13 directors, in year 2022, - Audit Committee composed entirely of IDs, - Governance, Nomination and Sustainability Committee, Executive Compensation Committee and Risk Committee with IDs constituting a majority of their respective voting members, and - Company policies and procedures established to manage conflicts of interests.
Recommendation 5.2			
<p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p>	Compliant	<p>CG Manual, Sec. 2.1.3(c) and Annex C link link Results of 2022 ASM - Certification of Independent Directors link link link link</p>	
Supplement to Recommendation 5.2			
<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	Compliant	<p>CG Manual, Sec. 2.1.5 link Our Board of Directors link link</p>	

Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>CG Manual, Sec. 2.1.2 link Annual Report 17-A, pp. 105-107 link</p> <p>In accordance with PLDT's Manual of Corporate Governance, independent directors may serve for a maximum of nine consecutive years reckoned from 2012, provided, however, that the shareholders' legal right to vote and be voted as directors shall remain inviolable.</p> <p>If the Company wants to retain an independent director who has served for nine consecutive years, the Board should provide meritorious justification and advise the shareholders of such justification during the annual shareholders' meeting.</p> <p>The election in 2021 Annual Stockholders' Meeting (ASM) of Ret. Chief Justice Artemio V. Panganiban as the Company's Independent Director for the ensuing year (ASM 2021 to ASM 2022) constitutes his 9th year of being an independent director reckoned from 2012.</p> <p>In the 2022 Annual Stockholders' Meeting, in compliance with the Company's Manual of Corporate Governance and the SEC Code of Corporate Governance for Publicly-Listed Companies, Ret. Chief Justice Artemio V. Panganiban was nominated as an Independent Director and the Company disclosed the meritorious justifications, as determined by the Board upon the recommendation of the Governance, Nomination and Sustainability Committee, for retaining him as an</p>	

		Independent Director to the stockholders who voted to elect Ret. Chief Justice Artemio Panganiban as an Independent Director during the said Annual Stockholders' Meeting.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	CG Manual, Sec. 2.1.2 link	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	CG Manual, Sec. 2.1.2 link	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Mr. Manuel V. Pangilinan Chairman of the Board Alfredo S. Panlilio President and Chief Executive Officer Our Board of Directors link Annual Report link "Board of Directors" Annual Report 17-A, pp. 103-104, 106 link link	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	CG Manual, Secs. 2.3 and 2.4 link link Board Charter, Sec. 3.3 link Annual Report 17-A, pp. 103, 106, 124, 126 link link link link	
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	The Chairman is not an Independent Director. In accordance with this Recommendation, the Board reappointed Retired Chief Justice Artemio Panganiban as lead	

		<p>independent director on June 14, 2022.</p> <p>Annual Report 17-A, p. 124 link Annual Report link "Independent Directors" Results of the 2022 ASM, p. 8 link</p>	
Recommendation 5.6			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	Compliant	<p>Board Charter, Sec. 3.1.2(c)(ii) link CG Manual, Sec. 2.1.5 link Conflict of Interest Policy link</p> <p>The Board Charter provides that in case of any potential or actual conflict of interest with respect to any transaction involving the Company or any of its subsidiaries, the concerned director shall disclose the nature and extent of his or his related party's interest in such transaction and inhibit from any discussion, action or decision making with respect to such transaction.</p>	
Recommendation 5.7			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.</p>	Compliant	<p>The independent directors and non-executive directors, through the Audit Committee and Risk Committee, in both of which no executive director is serving as member, have separate periodic meetings with the external auditor and heads of internal audit, compliance and risk functions, without other executives present. The lead independent director is the Chairman of the Risk Committee and a member of the Audit Committee.</p>	
<p>2. The meetings are chaired by the lead independent director.</p>	Compliant	<p>The Audit Committee conducts separate periodic meetings with the Internal Audit Head without other executives present. Such meetings are led by the Audit Committee Chairperson.</p>	

		Audit Committee Charter, Sec. 2.3 link Schedule-Items 3.10, 5.3 link link Risk Committee Charter, Sec. 2.3, Schedule-Functions and Duties, pp. 4,11-12 link link CG Manual, Sec. 2.1.6(d) link Annual Report 17-A, pp. 114-116 link Annual Report link "Audit Committee", "Risk Committee"	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	-----	Mr. Manuel V. Pangilinan, Chairman of the Board Annual Report 17-A, pp. 103-104 link Annual Report link Board of Directors	Mr. Pangilinan, the President and CEO in 2020, was duly elected as a director by the shareholders in 2022.
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	CG Manual, Sec. 2.1.10 link Annual Board Assessment link Annual Report 17-A, p. 125 link Annual Report link "Annual Board Assessment"	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-compliant	CG Manual, Sec. 2.1.10 link The Company adopted this recommendation in its CG Manual approved on May 12, 2017. As	The Company, through the Governance, Nomination and Sustainability Committee (GNSC), has evaluated and determined that: (a) it would not be feasible to engage an external facilitator considering the prevailing circumstances; and (b) the internally administered Board Assessment process that is in place continues to be an effective

		provided therein, the annual self-assessment shall, as practicable, be supported by an external facilitator every three years.	mechanism in eliciting insights and suggestions from the members of the Board. The Company shall conduct the internally administered Board Assessment process and shall re-evaluate the feasibility of engaging an external facilitator at a later time.
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	CG Manual, Secs. 2.1.10 link Annual Board Assessment link Annual Report 17-A, p. 125 link Annual Report link "Annual Board Assessment"	
2. The (Board Assessment) system allows for a feedback mechanism from the shareholders.	Compliant	As provided in the CG Manual, Sec. 2.1.10(b), the annual self-assessment shall, as practicable, allow for a feedback mechanism for stockholders. The Company discloses the process and criteria for its Board Assessment, and the shareholders can give their feedback thereon through the various communication channels provided by the Company.	
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 provides standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Code of Business Conduct and Ethics link	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	The Code of Business Conduct and Ethics is disseminated to the Board, senior management and employees online through PLDT's website and intranet, and as part of PLDT's	

		Handbook on Corporate Governance. It is included in the Company's CG training program for employees. Code of Business Conduct and Ethics link	
3. The Code is disclosed and made available to the public through the company website.	Compliant	The Code of Business Conduct and Ethics is posted on the Company website and is accessible by the public. Code of Business Conduct and Ethics link link	
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	Anti-corruption policy link Anti-corruption program link	
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 Code of Business Conduct and Ethics applies to the Company, its directors, officers and employees. Code of Business Conduct and Ethics- Implementation and Monitoring of the Code, pp. 5-6 link CG Manual, Secs. 3.3, 4 link link	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	The Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies through the issuance and implementation of appropriate supporting and enabling policies. Management is responsible for the proper and efficient implementation and monitoring of compliance with the Company's internal policies. The	

		<p>Board and the different Board Committees provide oversight over the implementation and monitoring of compliance with the Company's internal policies.</p> <p>"Policies, Processes and Practices" link "Education and Communication" link "Monitoring and Evaluation" link Annual Report link "Corporate Governance Report" - Policies and Practices, Training and Education Monitoring and Evaluation Human Resources Manual link</p>	
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>	Compliant	<p>Code of Business Conduct and Ethics, Sec. E link CG Manual, Sec. 3.2 link "Internal Disclosure Controls and Procedures" link link link Investor Relations>"Annual Reports and Sustainability Reports" link Investor Relations>Press Releases and Disclosures link link link link</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</p>	Compliant	<p>Release of 2022 Financial Results; 1st Quarter : 35 days (May 5) 2nd Quarter : 35 days (August 4) 3rd Quarter : 34 days (November 3) Annual : 83 days (March 23, 2023)</p> <p>Investor Relations>Financial Results link link link</p>	

published within forty-five (45) days from the end of the reporting period.			
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	Annual Report 17-A, pp. 86-101 link Annual Report 20-F, pp. 9-25, 128 link link	
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	CG Manual, Sec. 3.2.2 link Board Charter, Sec. 3.1.2,c(iii) link Restriction on Trading of Shares link link Annual Report link "Restriction on Trading of Shares" Investor Relations>Beneficial Ownership Disclosures link	
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant		
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program)	Compliant	Investor Relations>Beneficial ownership link Investor Relations>Top 100 Stockholders link Restriction on Trading of Shares link link Annual Report 17-A, pp. F106 link Annual Report link "Restriction on Trading of Shares", "Shareholdings" PLDT Group Corporate Structure link link	

Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Annual Report 17-A, pp. 103-108, 124-127 link link Annual Report link "Board of Directors" Information Statement, pp. 14-22, 40, 41-42 link link link CG Enhancement Sessions for Directors and Officers link Director Orientation link	
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	Annual Report 17-A, pp. 103-110 link Annual Report link "Officers" Information Statement, pp. 23-40, 40-41 link link CG Enhancement Sessions for Directors and Officers link Trainings in 2022 link	
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	CG Manual, Secs. 2.1.7 link Board Charter, Sec. 5.1 link Executive Compensation Committee Charter, Schedule-Functions and Duties, Secs. II.C link Executive compensation link - Remuneration in 2022 link See Additional Information provided under Recommendation 2.5 above.	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	CG Manual, Secs. 2.4.3 link Executive Compensation Committee Charter, Schedule-Functions and Duties, Secs. I and II link Executive compensation link - Remuneration in 2022 link See Additional Information provided under Recommendation 2.5 above.	
3. Company discloses the remuneration on an individual basis,	Non-compliant	Annual Report 17-A, pp. 118-119 link Annual Report link "Compensation"	The Company discloses the remuneration of directors on an individual basis, and the aggregate compensation paid to the President and CEO and the four most highly compensated officers in accordance with

including termination and retirement provisions.			applicable regulations, for security reasons.
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	CG Manual, Secs. 2.1.4(n), 3.2.1(a) and Sec. 3.4 link link link Annual Report link "Material Related Party Transactions" Material Related Party Transactions Policy link link Conflict of Interest link Audit Committee Charter, Schedule-Items 3.6, 3.7 link Board Charter, Sec. 3.1.2 link	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Relevant information on material RPTs are disclosed in the Annual Report. Annual Report 17-A, pp. 123, F-125 to F-131 link link Annual Report link "Material Related Party Transactions" In 2022, there was no material related party transaction amounting to ten percent (10%) or higher of the total consolidated assets.	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Board Charter, Sec. 3.1.2(c)(ii) link Information Statement, pp. 40, 45 link link CG Manual, Sec 2.1.5 (f), Annex D – Guidelines on the Search, Screening and Selection of Directors link link Code of Business Conduct and Ethics, Standards of Business Conduct and Ethics, Sec. D (1) and (3) link Conflict of Interest Policy link The Board Charter provides that in case of any potential or actual conflict of interest with respect to any transaction involving the Company or	

		any of its subsidiaries, the concerned director shall disclose the nature and extent of his or his related party's interest in such transaction and inhibit from any discussion, action or decision making with respect to such transaction.	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Annual Report 17-A, pp. 123, F-125 to F-131 link link Annual Report link "Material Related Party Transactions" Material Related Party Transactions Policy link link	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	CG Manual, Sec. 3.2 link Internal Disclosure Controls and Procedures link Annual Report 17-A, pp. 40-101, F-78 to F-92, F-125 to F-131 link link link	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	The Company complies with the documentary, substantive and procedural requirements under the Revised Corporation Code, Securities Regulation Code and its Implementing Rules and Regulations, and rules and regulations of the SEC and PSE, regarding acquisition of corporate control in the capital markets, extraordinary transactions such as mergers and acquisitions or sales/ disposals of substantial portions of corporate assets. Such requirements include, without limitation, approval by	

		<p>the Board of Directors and, as applicable, by the stockholders in meetings duly called and convened for such purposes, prompt, full and fair disclosure of the material terms thereof, conduct of a tender offer (as applicable), and obtaining a fairness opinion from an independent financial adviser. It is also the Board's policy to create a Special Committee or task the Audit Committee composed of independent directors to independently review the terms and conditions of any acquisition of corporate control or extraordinary transaction, with the assistance of an independent financial adviser.</p> <p>In 2016, UBS/UBS Investment Philippines, Inc. was engaged as financial advisor in connection with the acquisition of the telco assets of San Miguel Corporation.</p> <p>In 2017, the Audit Committee was mandated to independently review the proposed divestment of the Beacon shares held by PCEV to MPIC.</p> <p>In 2018, Bank of America Merrill Lynch was engaged as financial advisor to PLDT/Voyager in connection with the investment of KKR & Co. Inc. and Tencent Holdings Ltd. in Voyager.</p> <p>In 2020, Jones Lang Lasalle ("JLL") (Philippines) was engaged to assist in connection with the sale of Smart Towers I and II to DMC Urban Property Developers Inc.</p> <p>In 2022, PLDT engaged the services of UBS as financial advisor for the sale of telecommunications towers of PLDT's subsidiaries, Smart Communications Inc. and Digitel Mobile Philippines, Inc.</p>	
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		<p>In October 2022, PLDT engaged the services of Asian Appraisal Company, Inc. to assist the company in the sale of PLDT's Cotabato Service Yard.</p> <p>In general, PLDT also engages the services of third-party appraisers such as Cuervo Appraisers, Colliers, JLL Philippines and Royal Asia Appraisal Corp for the sale of assets while local appraisers are being engaged for acquisition lots for network expansion projects</p>	
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>The strategic agreements between the NTT Group and First Pacific Group are disclosed in the Annual Report.</p> <p>Annual Report 17-A, pp. 119-123 link</p>	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<p>CG Manual, Secs. 3 and 2 link link</p> <p>The Company's CG Manual was approved and adopted by the Board of Directors on May 12, 2017.</p>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	<p>The Company's CG Manual was submitted to the SEC and PSE on May 29, 2017. link</p> <p>The Company's CG Manual was posted on May 29, 2017 at the Company website. link link</p>	
3. Company's MCG is posted on its company website.	Compliant		

Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	CG Manual link The Company's CG Manual was updated on May 12, 2017 and a copy thereof was submitted to the SEC and PSE on May 29, 2017.	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Copies of Annual Reports are posted at https://main.pldt.com/investor-relations/annual-and-sustainability-reports link Annual Report 17-A link link Annual Report 20-F link link Annual Report link	
a. Corporate Objectives	Compliant	Annual Report 17-A, pp. 10, 80 link link Annual Report 20-F, pp. 28 link link Annual Report link Mssion, Vision and Core Values, Message from the Chairman, Letter from the President & CEO	
b. Financial performance indicators	Compliant	Annual Report 17-A, pp. 42, 48, F-1 to F-166 link link link Annual Report 20-F, pp. 120-121. 135, F-1 to F-13 link link link Annual Report link Comparative Highlights, Consolidated Financial Statements	
c. Non-financial performance indicators	Compliant	Annual Report 17-A, Parts I-IV, pp. 1-130 link link link link link - Sustainability Report link Annual Report 20-F, Parts I-II, pp. 1-134 link link link link link Annual Report link Corporate Social Responsibility, People and Culture, and Corporate Governance Annual Report 17-A, pp. 85, F-165 link link	
d. Dividend Policy	Compliant	Annual Report 20-F, pp. 100, F-175 link link	

		Annual Report link Dividend Policy	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	Annual Report 17-A, pp. 103-108 link Annual Report 20-F, pp. 103-108 link Annual Report link "Board of Directors"	
f. Attendance details of each director in all directors meetings held during the year	Compliant	Annual Report link "Corporate Governance Report"-Attendance in 2022 Board Meetings, Attendance in 2022 Board Committee Meetings	
g. Total remuneration of each member of the board of directors	Compliant	Remuneration of directors, as such, which consists of per diems, are disclosed. Annual Report link 2022 Board Remuneration Annual Report 17-A, p. 118 link Information Statement, p. 41 link	
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	Annual Report link "Monitoring and Evaluation" (Integrated Annual Corporate Governance Report)	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems	Compliant	Annual Report link "Board of Directors" - oversight function on- Financial Reporting, Internal Control, Internal Audit, and Independent Audit, "Audit Committee", and Audit Committee Report Annual Report 20-F, Item 15, p. 130 link	

4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	Annual Report link Audit Committee Report Annual 17-A, "re Audit Committee Report", pp. 115 link Annual Report 20-F, Item 15, p. 130 link	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Annual Report 17-A, pp. 82-97 link Annual Report link "Enterprise Risk Management"	

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	Audit Committee Charter, Schedule-Item 1 link As per PLDT's By-Laws and the Audit Committee Charter, the Audit Committee shall be directly responsible for the appointment, re-appointment, removal and fees of the Company's external auditors. The Audit Committee reviews and evaluates the external auditor's qualifications, performance, and independence annually to support their appointment.	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the	-----	As a foreign private issuer in the New York Stock Exchange, the Company is subject to the United States' Sarbanes and Oxley Act, Sec. 301, which	

<p>Board and ratified by the shareholders.</p>		<p>requires that the audit committee of each issuer, in its capacity as a committee of the board of directors, shall be directly responsible for the appointment, compensation, and oversight of the work of any registered public accounting firm employed by that issuer.</p> <p>The Audit Committee's appointment of the external auditor is confirmed or ratified by the Board. The Company discloses to shareholders information about the external auditors in the Information Statement.</p> <p>By-Laws, Art. XII link Audit Committee Charter, Schedule Secs. 1.2 and 1.3 link Information Statement, pp. 45-46 link</p>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>N.A.</p>	<p>There was no removal of or change in the external auditor in 2022.</p>	
<p>Supplement to Recommendation 9.1</p>			
<p>1. Company has a policy of rotating the lead audit partner every five years.</p>	<p>Compliant</p>	<p>CG Manual, Sec. 2.7.1(d) link Audit Committee Charter, Schedule-Item 1.7 link</p> <p>As per the Audit Committee Charter, the Audit Committee shall ensure that the lead external audit partner primarily responsible for the audit or review of the Company's financial accounts is rotated at least once every five years or such shorter or longer period, and the two-year cooling off period is observed in the re-engagement of such lead audit partner, as provided under applicable laws and regulations.</p>	

Recommendation 9.2			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	Compliant	<p>As per PLDT's By-Laws and the Audit Committee Charter, the Audit Committee shall review and evaluate the external auditor's qualifications, performance, and independence annually to support their appointment.</p> <p>Audit Committee Charter, Schedule-Purposes, Duties and Powers - Items 1, 2, 3, 4, 5 and 6 link link link link link</p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	Compliant	<p>Audit Committee Charter, Schedule-Item 1 (see 1.1, 1.5, 1.6) link</p>	
Supplement to Recommendations 9.2			
<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party</p>	Compliant	<p>Audit Committee Charter, Schedule-Items 1 and 3 link link</p> <p>As part of its oversight responsibility over the external auditor, the Audit Committee reviews and evaluates the external auditor's qualifications,</p>	

<p>transactions, its counterparties, and valuations of such transactions.</p>		<p>performance, and independence annually to support their appointment.</p> <p>With respect to this item and item 2 below, the Audit Committee considers and complies with the following policies and procedures that it has adopted:</p> <ul style="list-style-type: none"> - Audit Committee Policy on Auditor Independence - Procedures on the Evaluation of External - Auditor's Qualifications and Independence - Evaluation Procedures for the External Auditor's Performance 	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>Audit Committee Charter, Schedule-Item 1 (see 1.5, 1.6) link</p>	
<p>Recommendation 9.3</p>			
<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>The non-audit services and fees rendered by the external auditor, areas disclosed in the Annual Report.</p> <p>Annual Report 17-A, Item 8, p. 101 link Annual Report 20-F, p. 131 link</p>	
<p>2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.</p>	<p>Compliant</p>	<p>Audit Committee Charter, Schedule-Item 1.4 link Annual Report 17-A, Item 8, p. 101 link Annual Report 20-F, p. 131 link</p> <p>As part of its oversight responsibility over the external auditor, the Audit Committee reviews and evaluates the external auditor's independence annually. In addition, part of the external auditor's required communication to the Audit Committee is a written attestation of independence within the meaning of the US SEC and Philippine SEC.</p>	

		<p>In determining any potential conflict of interest situation, the Audit Committee also considers and complies with the following policies and procedures adopted by the committee:</p> <ul style="list-style-type: none"> - Policy on Auditor Independence - Procedures on the Evaluation of External Auditor's Qualifications and Independence. 	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>The Audit Committee reviews and approves audit and non-audit service engagements with the external auditor.</p> <p>The non-audit services and fees rendered by the external auditor are disclosed in the Annual Report.</p> <p>Annual Report 17-A, Item 8, pp. 101, 114-115 link link Annual Report 20-F, p. 131 link</p>	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<ol style="list-style-type: none"> 1. Name of the audit engagement partner: SGV & Co. Marydith C. Miguel 2. Accreditation number: SEC Firm Accreditation No. 0001-SEC (Group A) 3. Date Accredited: August 26, 2021 4. Expiry date of accreditation: Valid to cover audit of 2021 to 2025 financial statements of SEC Covered institutions 5. Name, address, contact number of audit firm: SGV & Co. 6760 Ayala Avenue, Makati City, 1226 Tel. No. 8891-0307; Fax No.: 8819-0872 	

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	SGV & Co. has been subjected to SOAR on August 1-12, 2022. The names of the members of the engagement team were provided to the SEC during the SOAR inspection.	
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Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	CG Manual, Sec. 3.2.1(a) link Annual Report 17-A, Parts I-IV, pp. 1-130 link link link link link - Sustainability Report link Annual Report 20-F, Parts I-II, pp. 1-134 link link link link link Annual Report link Corporate Social Responsibility, People and Culture, and Corporate Governance Report Sustainability Report link Note: The Sustainability Report for 2022 will be publicly available via the Company's website on 13 June 2023.	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Sustainability Report link The Sustainability Report was prepared in accordance with the Global Reporting Initiative (GRI) Standards: Core Option. Annual Report 17-A, Exhibit 1- Sustainability Report link	

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

Recommendation 11.1

1. Company has media and analysts' briefings as channels of	Compliant	<ul style="list-style-type: none"> Company's financial and operating results 	
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<p>communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p>		<p>(including: Management Discussion and Analysis, Financial Statements/Annual Reports, Investor Presentations, and Press Releases) are:</p> <ul style="list-style-type: none"> o Posted on the PLDT corporate website (www.pldt.com) under the Investor Relations section link link link link link o Filed as disclosures with the PSE, SEC and PDEX • Quarterly analysts' briefings on financial and operating results (with podcasts posted on the website) <ul style="list-style-type: none"> o Quarterly conference calls Briefings for first half and full year results In 2022, the conduct of face-to-face briefings was re-assessed in the light of COVID-19 and the government's related rules. The Company's First Quarter and Third Quarter results briefings were conducted virtually. • Quarterly media briefings on financial and operating results • PLDT's Annual Sustainability Reports are posted at the PLDT website. link 	
Supplemental to Principle 11			
<p>1. Company has a website disclosing up-to-date information on the following:</p>	<p>Compliant</p>	<p>https://main.pldt.com/</p>	
<p>a. Financial statements/reports (latest quarterly)</p>	<p>Compliant</p>	<p>https://main.pldt.com/investor-relations/press-releases-and-disclosures/financial-results#2022 https://main.pldt.com/investor-relations/financial-results</p>	

b. Materials provided in briefings to analysts and media	Compliant	https://main.pldt.com/investor-relations/presentations#2022 Please see Recommendation 11.1 above. https://main.pldt.com/investor-relations/annual-and-sustainability-reports	
c. Downloadable annual report	Compliant	Annual Report link Annual Report 17-A link link Annual Report 20-F link link	
d. Notice of ASM and/or SSM	Compliant	Notice of ASM link link	
e. Minutes of ASM and/or SSM	Compliant	Minutes of ASM link link	
f. Company's Articles of Incorporation and By-Laws	Compliant	Articles of Incorporation link link By-Laws link link	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	Company website: https://main.pldt.com/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	Board Activities>"Financial reporting, internal control, internal audit and independent audit" link Internal Control System link Audit Committee Charter, Schedule of Purposes, Duties and Powers link link link Annual Report 17-A, pp. 114-115, 124, 130-131 link link link Annual Report link "Audit Committee", Audit Committee Report, "Risk Committee", "Enterprise Risk Management"	

		PLDT has adopted the Internal Control – Integrated Framework issued in 2013 by COSO.	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>The ERM framework is based on the International Standard of ISO 31000. The ERM framework is reviewed annually.</p> <p>Annual Report 17-A, pp. 130-131, 116, 108, 127 link link link link Annual Report link "Enterprise Risk Management" Enterprise Risk Management link ERM Framework link</p>	
Supplement to Recommendation 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	<p>Annual Report link "CGO Report" - Policies and Practices, Training and Education, Monitoring and Evaluation, "Enterprise Risk Management" Annual Report 17-A, pp. 130-131, 116, 108, 127 link link link link Policies, Processes and Practices link Education and Communication link Monitoring and Evaluation link</p> <p>The compliance program is reviewed periodically, as necessary.</p>	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	The Company has an Information Technology Policy that includes an Information Security governance framework and processes pertaining to, among others, Business Continuity and Disaster Recovery, Network Security and Electronic Communications Security, to protect information assets against unauthorized access, disclosure, modification, misuse or destruction.	

		Annual Report link Information Technology	
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>CG Manual, Sec. 2.6.1(a) link Annual Report link Internal Audit Organization Annual Report 17-A, pp. 126-127 link</p> <p>The mission of the Internal Audit organization is to provide independent, objective assurance and consulting services designed to add value and improve the operations of PLDT and its subsidiaries by offering new insights and considering future impact, and to help accomplish its objectives by bringing a systematic and disciplined, and risk-based approach to evaluate and improve the effectiveness or risk management, control, and governance processes.</p> <p>The Internal Audit function in PLDT is fully in-house.</p>	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>PLDT's Chief Audit Executive is Mr. Luis S. Reñon whose re-appointment was reviewed by the Audit Committee on May 2, 2022 and who was thereafter reappointed by the Board and confirmed at the Organizational Meeting of the Board on June 14, 2022.</p> <p>2022 Organizational Meeting link CG Manual, Sec. 2.6.2 link</p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion	Compliant	<p>CG Manual, Sec. 2.6.2 link Annual Report 17-A, Item 13, p. 121-122 link Annual Report link Internal Audit Organization Annual Report 17-A, pp. 126-127 link</p>	

that is outsourced to a third party service provider.		PLDT's CAE oversees and is responsible for the internal audit activities of the Company. The Internal Audit function in PLDT is fully in-house.	
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.	N.A.	PLDT's Internal Audit function is fully in-house. CG Manual, Sec. 2.6.2 link Annual Report 17-A, pp. 126-127 link Annual Report link Internal Audit Organization	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	CG Manual, Sec. 2.8.2 link Annual Report 17-A, p. 127 link Annual Report link Chief Risk Management Officer, Group Enterprise Risk Management Department, "Enterprise Risk Management"	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	EY, ServiceNow, Enable Professional Services Pty Ltd.	
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	Ms. Anabelle Chua was the Chief Risk Management Officer of the Company in 2022. Assisting the Chief Risk Management Officer is the Group Risk Management Department Head, Ms. Leah B Jimenez. The Risk Committee reviews Management's reports on the Company's major risk exposures and management's plans and actions to	

		<p>minimize, control or manage the impact of such risks.</p> <p>Annual Report 17-A, pp. 108, 127 link link Annual Report link Chief Risk Management Officer, "Enterprise Risk Management" CG Manual, Sec. 2.8.2 link</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	<p>Annual Report 17-A, Item 9, pp. 108, 127 link link Annual Report link Chief Risk Management Officer, "Enterprise Risk Management" CG Manual, Sec. 2.8.2 link</p>	
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	<p>The CEO and CFO annually attest in writing regarding effectiveness of internal controls over financial reporting based on the COSO criteria.</p> <p>In accordance with the Audit Committee Charter and Internal Audit Charter, the Chief Audit Executive submits to the Audit Committee, on an annual basis, a statement of compliance with the International Standards of Internal Auditing, and a confirmation statement about the independence of the Internal Audit Organization.</p> <p>Annual Report 20-F, Exhibits – Certifications link Annual Report link "Audit Committee"</p>	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in	Compliant	CG Manual, Sec. 3.1.1 link	

the Manual on Corporate Governance.			
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Our Stakeholders>"Shareholders" link	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	By-Laws, Art. III, Sec. 3 link	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	<p>Shares of Common Stock carry one vote per share.</p> <p>Shares of Voting Preferred Stock have voting rights at any meeting of the stockholders for the election of directors and for all other purposes, with one vote in respect of each share of Voting Preferred Stock.</p> <p>Shares of Non-Voting Serial Preferred Stock have no voting rights except as otherwise provided by law. With respect to the corporate actions enumerated in Section 6 of the Revised Corporation Code, each share of Non-Voting Serial Preferred Stock entitled to vote carries one vote.</p> <p>Relevant information on the equal treatment of shareholders of the same class is disclosed in the reports below.</p> <p>Articles of Incorporation, Arts. 7.A and 7.B link link link</p> <p>By-Laws, Art. III-Sec. 3 link</p> <p>CG Manual, Sec. 3.1.1 link</p> <p>Information Statement, pp. 9, 46-47 link link</p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Relevant information on the Company's voting system is disclosed in the reports below.</p> <p>Information Statement, pp. 9, 46-47 link link</p> <p>CG Manual, Sec. 3.1.1 link</p> <p>Our Stakeholders>"Shareholders" link</p>	

<p>4. Board has an effective shareholder voting mechanism such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>Compliant</p>	<p>The Company complies with the Revised Corporation Code which requires cumulative voting which enables minority shareholder representation on the Board, and supermajority or at least two thirds votes for fundamental corporate actions (see Sections 27, 36, 37, 38, 39, 41 and 42). No single stockholder or stockholders acting as a group own two thirds of the Company's outstanding voting shares; thus, the minority stockholders' votes would be indispensable to achieve the supermajority voting requirement.</p>	
<p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Compliant</p>	<p>By-Laws, Art. II, Sec. 2 link</p> <p>In 2022, no special meeting of stockholders was called and convened.</p>	
<p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>Our Stakeholders>"Minority Shareholders" link</p>	
<p>7. Company has a transparent and specific dividend policy.</p>	<p>Compliant</p>	<p>Annual Report 17-A, pp. 85, F-165 link link Annual Report 20-F, pp. 100, F-175 link link Annual Report link Dividend Policy Investor Relations>"Dividend Info" link link</p> <p>Relevant information on dividends is disclosed in the Annual Report.</p> <p>Annual Report 17-A, pp. 84 link Annual Report link Dividend Policy</p>	

Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	SGV performed agreed upon procedures for the Company's registration, tabulation and reporting modules, encoding and processing of proxies, encoding and processing of online registration and online voting, and system reports generated by the Stockholder Management System in accordance with the Philippine Standards on Related Services 4400, Engagements and Agreed-Upon Procedures Regarding Financial Information issued by the Auditing Standards and Practices Council. Representatives from SGV were present at the Annual Meeting to check the accuracy and completeness of quorum and reports generated by the systems.	
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.	Non-compliant	<p>Notice of Annual Stockholders' Meeting: ASM Notice (Posted: May 23, 2022) (with the Definitive Information Statement) link link</p> <p>There was no proposal for remuneration of directors or officers or changes therein that was submitted for stockholders' approval in the Annual Meeting.</p>	<p>PLDT is compliant with SEC Memorandum Circular No. 3, Series of 2022, which requires that written notice of regular meeting shall be sent to all stockholders of record at least twenty-one calendar days prior to the ASM.</p> <p>The Company also disclosed with the PSE on March 3, 2022, through PSE Form No. 7-1 (Notice of Annual or Special Stockholders' Meeting), informing PLDT Board's approval of the Company's June 14, 2022 Annual Stockholders' Meeting together with the following information: Time of ASM, Record Date, last date of filing of proxies, date of validation of proxies, and last day of submission of nomination for election as directors/independent directors.</p>
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:	Compliant	Notice, Agenda and Information Statement link link (with Proxy documents) link link link	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience,	Compliant	Notice, Agenda and Information Statement, pp. 14-21 link	

and directorships in other listed companies)			
b. Auditors seeking appointment/re-appointment	Compliant	Notice, Agenda and Information Statement, pp. 45-46 link	
c. Proxy documents	Compliant	Notice, Agenda and Information Statement (with Proxy documents) pp. 49-50 link	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Notice, Agenda and Information Statement, p. 3 link	
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>Results of 2022 Annual Stockholders Meeting (Posted: June 14, 2022) link https://cms.pldt.com/drupal/sites/default/files/irshareholdernews/pse.sec_results%20of%20ASM%202022.pdf#page=5</p> <p>Minutes of 2022 Annual Stockholders Meeting (Posted: June 20, 2022) link link https://cms.pldt.com/drupal/sites/default/files/irshareholdernews/Minutes%202022%20ASM_MVP%20SIGNED.pdf</p> <p>The documents above are posted at the Investor Relations webpage. link</p> <p>Date of ASM: June 14, 2022</p>	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website	Compliant	Minutes of 2022 Annual Stockholders Meeting (Posted: June 20, 2022) link link	

<p>within five business days from the end of the meeting.</p>		<p>Results of 2022 Annual Stockholders Meeting (Posted: June 14, 2022) link link</p> <p>Date of ASM: June 14, 2022</p> <p>Voting on resolutions was by poll.</p> <p>Shareholders were given the opportunity to ask questions relating to each item of the Agenda. Responses and clarifications were provided by the Chairman and other members of management.</p> <p>Minutes of 2022 Annual Stockholders Meeting, Annex C-Summary of Questions Raised by Stockholders and Responses link link</p>	
Supplement to Recommendation 13.3			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	Compliant	<p>SGV & Co., PLDT's external auditor, and other relevant individuals were present to answer shareholders' questions during PLDT's 2022 Annual Stockholders' Meeting held on June 14, 2022.</p> <p>Minutes of 2022 Annual Stockholders Meeting, pp. 1, 2, 8, Annex C link link link link</p>	
Recommendation 13.4			
<p>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.</p>	Compliant	<p>The Company complies with, abides and is guided by the policy set forth in Republic Act No. 9285, otherwise known as the "Alternative Dispute Resolution Act of 2004", in handling conflicts or differences between the Company and its stockholders as well as third parties in that:</p> <p>1. The Company promotes party autonomy in the resolution of disputes or the freedom of the parties to make</p>	

		<p>its own arrangements, together with the counter-party, to resolve their disputes.</p> <p>2. The Company resorts to Alternative Dispute Resolution (ADR) as an important means to achieve speedy and impartial justice and declog court dockets.</p> <p>3. The Company considers ADR as an efficient tool and an alternative procedure for the resolution of appropriate cases.</p> <p>4. The Company considers and explores with the other party or parties involved mutually acceptable alternative means or procedures for resolving such dispute that are provided by law prior to resorting to court action, to the extent that such is feasible and will not prejudice the rights and interests of the Company.</p>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	<p>CG Manual, sec. 3.1.1(b) link</p> <p>The Company adopted the guidelines on alternative dispute mechanism as described above.</p>	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>IRO: Ms. Melissa V. Vergel de Dios 8816-8024 pldt_ir_center@pldt.com.ph</p> <p>IRO's contact information: Analysts and Investors Contact link Annual Report link Contact Information</p>	
2. IRO is present at every shareholder's meeting.	Compliant	<p>The IRO was present during the ASM.</p> <p>Minutes of 2022 Annual Stockholders Meeting, p. 1, footnote 3 link</p>	

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>The Company's Articles of Incorporation and By-Laws do not contain any provision on anti-takeover measures. Neither the stockholders nor the Board approved or adopted an anti-takeover measure in 2022.</p> <p>Articles of Incorporation link By-Laws link</p>	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	<p>Annual Report 17-A, p. 40 link Public Ownership Report Dec. 2022 link link Investor Relations>"Public Ownership Reports" link</p>	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p>PLDT regularly meets with investors and fund managers via participation in investor conferences (refer to IR calendar available on the website), one-on-one meetings, and teleconferences/conference calls.</p> <p>PLDT IR also replies to email queries, including those sent to the IR mailbox.</p> <p>The contact information for Investor Relations for any follow-up questions or clarifications are indicated in the PLDT website, the Annual Report, and in the quarterly presentation materials.</p> <p>PLDT Investor Relations maintains a mailing list of investors and parties who have requested to be included in the said mailing list.</p> <p>Regular updates (Press Releases, invitations to results conference calls, among others) are disseminated to the said mailing list.</p> <p>CG Manual, Sec. 3.1.1, pp. 17-18 link Investor Relations link link link link</p>	

		Annual Report link Contact Information	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	<p>PLDT practices secure electronic voting or internet voting at general meetings of shareholders as disclosed in its website.</p> <p>Our Stakeholders>Shareholders re electronic voting link</p> <p>Information Statement, Notice and Agenda (online voting) link link link</p> <p>Voting Instruction Form 2022 (with internet voting) link</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	<p>Our Stakeholders link</p> <p>PLDT Group CSR Statement link</p> <p>General Practice on Stakeholder Engagement link link</p> <p>Annual Report link Stakeholder Engagement</p> <p>Sustainability Report link</p> <p>Annual Report 17-A-Sustainability Report link link link link link</p>	
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Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	<p>CG Manual, Sec. 3.1 link</p> <p>Code of Business Conduct and Ethics, Sec. G link</p> <p>Our Stakeholders link</p> <p>PLDT Group CSR Statement link</p> <p>General Practice on Stakeholder Engagement link</p> <p>Sustainability Report link</p>	
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Recommendation 14.3

<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p>Stockholders who have matters for discussion or concerns directly relating to the business of the Company may initially elevate such matters or concerns to: (a) the Corporate Secretary; (b) the Investor Relations Officer; (c) Management; or (d) the Board.</p> <p>For queries on the company's financial and operating results:</p> <p>Investor Relations pldt_ir_center@pldt.com.ph 8816-8024</p> <p>For queries on dividends, stock certificates and related matters:</p> <p>Shareholder Services pldtshareholderservices@pldt.com.ph 8843-1285</p> <p>For corporate accounts concerns:</p> <p>Enterprise Group pldtenerprise@pldt.com.ph 8840-5433</p> <p>For small and medium enterprise concerns:</p> <p>SME Group smenationinquiry@pldt.com.ph 101888</p> <p>For Home service-related concerns:</p> <p>PLDT HOME CUSTOMER CARE Hotline: 171 (free for PLDT, Smart, Sun and TNT subscribers) Subscribers of other networks who wish to contact PLDT Home: (632) 8888-171</p>	
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	<p>Facebook: PLDT Home, PLDT Cares Twitter: @PLDT_Cares Internet users can look for answers to frequently asked questions about PLDT Home products, billing and aftersales concerns at: www. Pldthome.com/support</p> <p>For inquiries on supplier qualification:</p> <p>Supplier Management (632)8844-2361/8856-9506/8846-1131/ 8815-1988/8843-0038</p> <p>Corporate Governance Office Email address: corpgov@pldt.com.ph Email address for governance related concerns/reports: CGOHotline@pldt.com.ph</p> <p>CG Manual, Sec. 3.1.1(e) link Annual Report link Contact Information PLDT>Contact us link link</p> <p>The Company has an Expanded Whistleblowing Policy that encourages the disclosure by Company personnel of any violation of corporate governance rules or policies, questionable accounting or auditing matters, and offenses covered by the Table of Penalties in the PLDT Human Resources Manual. At the heart of this policy is the ability and opportunity of anyone in the Company, acting in good faith, to freely communicate and expect official action on such violations, including the option to file anonymous complaints. In addition, it establishes mechanisms and procedures designed to ensure confidentiality and fairness in the handling of a disclosure or complaint</p>	
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		<p>and to protect whistleblowers and witnesses from any retaliation.</p> <p>Annual Report link Expanded Whistleblowing Policy CG Manual, Sec. 3.3.c link Expanded Whistleblowing Policy link</p>	
Supplement to Recommendation 14.3			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Compliant</p>	<p>The Company complies with, abides and is guided by the policy set forth in Republic Act No. 9285, otherwise known as the "Alternative Dispute Resolution Act of 2004", in handling conflicts or differences between the Company and its stockholders as well as third parties in that:</p> <ol style="list-style-type: none"> 1. The Company promotes party autonomy in the resolution of disputes or the freedom of the parties to make its own arrangements, together with the counter-party, to resolve their disputes. 2. The Company resorts to Alternative Dispute Resolution (ADR) as an important means to achieve speedy and impartial justice and declog court dockets. 3. The Company considers ADR as an efficient tool and an alternative procedure for the resolution of appropriate cases. 4. The Company considers and explores with the other party or parties involved mutually acceptable alternative means or procedures for resolving such dispute that are provided by law prior to resorting to court action, to the extent that such is feasible and will not prejudice the rights and interests of the Company. <p>CG Manual, Sec. 3.1, 3.1.1(b) link link</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 discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	No such request for exemption was made by the Company.	
2. Company respects intellectual property rights.	Compliant	Relevant information on Company policies and procedures on intellectual property rights is provided in Company policies and reports, including: Code of Business Conduct and Ethics- Standards of Business Conduct and Ethics-Compliance, Secs. A to C link Our Stakeholders>"Suppliers" link Annual Report link Technology Resources, Cyber Security General Practice on Stakeholder Engagement link	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Our Stakeholders>"Customers" link PLDT Group CSR Statement link General Practice on Stakeholder Engagement link Annual Report link Customers	
2. Company discloses its policies and practices that address supplier/ contractor selection procedures	Compliant	Our Stakeholders>"Suppliers" link PLDT Group CSR Statement link General Practice on Stakeholder Engagement link link Annual Report link Suppliers	

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	Annual Report link Employees, People and Culture PLDT Group CSR Statement link General Practice on Stakeholder Engagement link link Our Stakeholders>"Employees" link	
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Supplement to Recommendation 15.1

1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	CG Manual, Sec. 2.4.3 link Executive Compensation Committee Charter, Schedule-Functions and Duties, Item II link Annual Report link Employees, People and Culture Disclosure on Transformation Incentive Plan link Information Statement, pp. 44-45 link	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Our Stakeholders>"Employees" link - Health, safety and welfare link PLDT Group CSR Statement link General Practice on Stakeholder Engagement link Annual Report link Employees, People and Culture	
3. Company has policies and practices on training and development of its employees.	Compliant	Our Stakeholders>Employees link - Training and Development link PLDT Group CSR Statement link General Practice on Stakeholder Engagement link Annual Report link Employees, People and Culture Trainings in 2022 link Education and Communication link	

Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Code of Business Conduct and Ethics, Sec. A link link CG Manual, Sec. 3.3 link Anti-corruption policy link link Anti-corruption program link Annual Report link Anti-corruption, Gift-Giving Policy Sustainability Report link	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	The policies and program are posted on the Company's intranet and disseminated to employees via email. They are also discussed in employee orientation and other training programs. Anti-corruption policy link link Anti-corruption program link Annual Report link Anti-corruption, Gift-Giving Policy Sustainability Report link	
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	Anti-corruption policy link link Anti-corruption program link Annual Report link Anti-corruption, Gift-Giving Policy Sustainability Report link There was no reported violation of the Company's anti-corruption policy in 2022.	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	The Expanded Whistleblowing Policy includes procedures which protect the employees from retaliation. Expanded Whistleblowing Policy link link Annual Report link Expanded Whistleblowing Policy Sustainability Report link	

<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>	<p>Compliant</p>	<p>Annual Report link Expanded Whistleblowing Policy Expanded Whistleblowing Policy link link CG Manual, Sec. 3.3 link Audit Committee Charter, Schedule-Item 6.1 link Governance, Nomination and Sustainability Committee Charter, Schedule-Item Governance Functions, A.1.a, A.4 link link Sustainability Report link</p>	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>The Audit Committee and the Governance, Nomination and Sustainability Committee: (a) receives quarterly reports from the Corporate Governance Office on the implementation of the Expanded Whistleblowing Policy, complaints received through the whistleblowing facilities and status of investigation and resolution of such complaints; and (b) gives guidance on the handling of such complaints.</p> <p>CG Manual, Secs. 2.1.4(a), 3.3 link link Annual Report link Expanded Whistleblowing Policy Governance, Nomination Sustainability Committee Charter, Schedule-Item Governance Functions, A.4 link Audit Committee Charter, Schedule-Item 6.1 link Expanded Whistleblowing Policy link link</p>	


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			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	CG Manual, Sec. 3.5 link Our Stakeholders>"Communities and Environment" link PLDT Group CSR Statement link General Practice on Stakeholder Engagement link link Annual Report link Community Annual Report 17-A-Sustainability Report link link link link link Sustainability Report link	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	CG Manual, Sec. 3.5 link Our Stakeholders>"Communities and Environment" link Annual Report link Environment, Sustainability – People and Culture, Stakeholder Engagement, Corporate Social Responsibility PLDT Group CSR Statement link General Practice on Stakeholder Engagement link Annual Report 17-A-Sustainability Report link link link link link Sustainability Report link	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	CG Manual, Sec. 3.5 link Our Stakeholders>"Communities and Environment" link PLDT Group CSR Statement link General Practice on Stakeholder Engagement link Annual Report link Communities, Sustainability – People and Culture, Stakeholder Engagement, Corporate Social Responsibility Annual Report 17-A-Sustainability Report link link link link link Sustainability Report link	

Pursuant to the requirement of SEC Memorandum Circular No. 19, Series of 2016, and No. 15, Series of 2017, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati this 18th day of May 2023.

By:



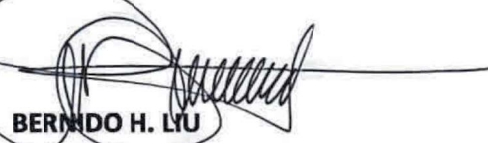
MANUEL V. PANGILINAN
Chairman of the Board



ALFREDO S. PANLILIO
President and CEO



ARTEMIO V. PANGANIBAN
Independent Director



BERNIDO H. LIU
Independent Director



BERNADINE T. SIY
Independent Director



MARILYN A. VICTORIO-AQUINO
Chief Legal Counsel, Corporate Secretary
Head of Legal and Regulatory Affairs

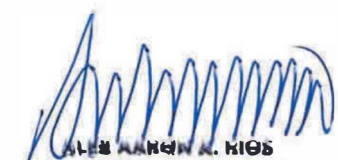


MA. MAGDALENE A. TAN
Officer-in-Charge
Corporate Governance Office

SUBSCRIBED AND SWORN to before me this 18 day of MAY 2023, affiants exhibiting to me their Philippine Passports with details as follows:

Name	Passport No.	Date of Issue/Expiry	Place of Issue
Manuel V. Pangilinan	[REDACTED]	[REDACTED]	[REDACTED]
Alfredo S. Panlilio	[REDACTED]	[REDACTED]	[REDACTED]
Artemio V. Panganiban	[REDACTED]	[REDACTED]	[REDACTED]
Bernadine T. Siy	[REDACTED]	[REDACTED]	[REDACTED]
Bernido H. Liu	[REDACTED]	[REDACTED]	[REDACTED]
Marilyn A. Victorio-Aquino	[REDACTED]	[REDACTED]	[REDACTED]
Ma. Magdalene A. Tan	[REDACTED]	[REDACTED]	[REDACTED]

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Series of 2023


ALEX M. KIOS
Notary Public for the City of Makati
