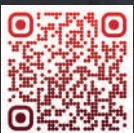


Adhering to our Core Principles of Accountability, Integrity, Fairness, & Transparency

“Governance is everyone’s business - the Board, top management, middle management, rank and file. For all of us, Corporate Governance should not just be a set of rules to comply with, but a way of life, a set of habits, an attitude. Indeed, it is part of the culture that will ensure PLDT’s success and prosperity in the long term.”

- Manuel V. Pangilinan, Chairman of the Board



Scan here for more information on
PLDT’s Corporate Governance Structure, Policies and Practices:
<https://main.pldt.com/corporate-governance-in-pldt>



Corporate Governance Report 2022: At a Glance



15 Meetings of the PLDT Board of Directors (“Board”) and 31 Board Committee Meetings with focus on Management oversight, financial reporting, strategy, internal controls & audit, independent audit, and corporate governance

10 Regular Board meetings

4 Special Board meetings

1 Organizational Board meeting

8 Audit Committee meetings

5 Governance, Nomination and Sustainability Committee meetings

2 Executive Compensation Committee meetings

5 Risk Committee meetings

7 Technology Strategy Committee meetings

4 Data Privacy and Information Security Committee meetings

Election of 13 PLDT Directors, including three Independent Directors, in the Annual Stockholders’ Meeting (“ASM”) on June 14, 2022

PLDT held its ASM on June 14, 2022, in virtual format with holders of 84.03% of the Company’s total outstanding shares of Common and Voting Preferred Stocks as of the Record Date April 15, 2022 present via remote communication or represented by proxies in the meeting. Stockholders elected to the Board during the ASM: Directors Mr. Manuel V. Pangilinan, Mr. Manuel L. Argel, Jr., Ms. Helen Y. Dee, Atty. Ray C. Espinosa, Mr. James L. Go, Mr. Kazuyuki Kozu, Mr. Alfredo S. Panlilio, Amb. Albert F. Del Rosario, Mr. Naoki Wakai, and Ms. Marife B. Zamora; and Independent Directors Hon. Artemio V. Panganiban, Mr. Bernido H. Liu, and Ms. Bernadine T. Siy.

Appointment of the Chairman of the Board, Lead Independent Director, Members of the Advisory Board/Committee, Chairmen, Members, and Advisors of the Board Committees, President and CEO, and Other Officers of PLDT in the Organizational Board Meeting on June 14, 2022

The organizational meeting of the PLDT Board was held immediately after the adjournment of the ASM on June 14, 2022. Director Mr. Manuel V. Pangilinan was appointed Chairman of the Board, Hon. Artemio V. Panganiban was appointed Lead Independent Director, and the following were appointed as Advisory Board/Committee Members: Mr. Benny S. Santoso, Mr. Orlando B. Vea, and Mr. Christopher H. Young. The members and advisors of the following Board Committees were appointed: (i) Governance, Nomination and Sustainability Committee, (ii) Executive Compensation Committee, (iii) Audit Committee, (iv) Risk Committee, (v) Technology Strategy Committee, and (vi) Data Privacy and Information Security Committee. Mr. Alfredo S. Panlilio was appointed President and Chief Executive Officer, and other PLDT officers were likewise appointed.

Review and approval of the Amended Charters of the Audit, Executive Compensation, Technology Strategy, and Risk Committees of the Board

The Board reviewed and approved amendments to the Charters of the Audit, Executive Compensation, Technology Strategy, and Risk Committees on March 22, 2022.

Review and approval of the PLDT Group Top Risks as identified by the Top Management Team

On February 18, 2022, the PLDT Board reviewed and approved the PLDT Group Top Risks as identified by the Top Management Team. The Board, through its Risk Committee, also discussed with the Group Heads and relevant Risk Officers the risk profiles of business and support groups.

Review of the Code of Business Conduct and Ethics, and Conflict of Interest Policy

The PLDT Board, acting through its Governance, Nomination and Sustainability Committee, on October 18, 2022, reviewed the Company's Code of Business Conduct and Ethics, and Conflict of Interest Policy and determined that these remain compliant with applicable law, regulations and best practices and are appropriate for the Company.

PLDT Awarded ASEAN Asset Class in the 2021 ASEAN Corporate Governance Scorecard (“ACGS”) Regional Virtual Awards and Three Golden Arrows for Good Governance in the 2022 ACGS Golden Arrow Awards

On December 1, 2022, PLDT received recognition by being included in the ASEAN Asset Class Publicly Listed Companies for the year 2021. The ACGS is a globally benchmarked scoring system designed to measure the performance of companies in the areas of shareholder rights and equitable treatment of shareholders, transparency and accountability, and Board oversight on Management. On January 20, 2023, the Company was likewise awarded Three Golden Arrows (with a score of 100-109) in the 2021 ACGS Scorecard.

Philippine Securities and Exchange Commission (“PSEC”) Approval of Amended PLDT By-Laws with Adoption of Provisions in Compliance with the Revised Corporation Code (Republic Act No. 11232)

On September 9, 2022, the PSEC approved the Company's Amended By-Laws which adopted provisions in compliance with the Revised Corporation Code and the Code of Corporate Governance for Publicly Listed Companies, such as standards and procedures on stockholder meetings, the conduct of virtual or in-person supplemented with virtual/hybrid meetings, voting by remote communication or in absentia, and resort to arbitration, among others.

Annual Corporate Governance Enhancement Session (“ACGES”) for Directors and Key Officers on the Metaverse featuring Mr. Matthew Ball and Ms. Sheila Marcelo

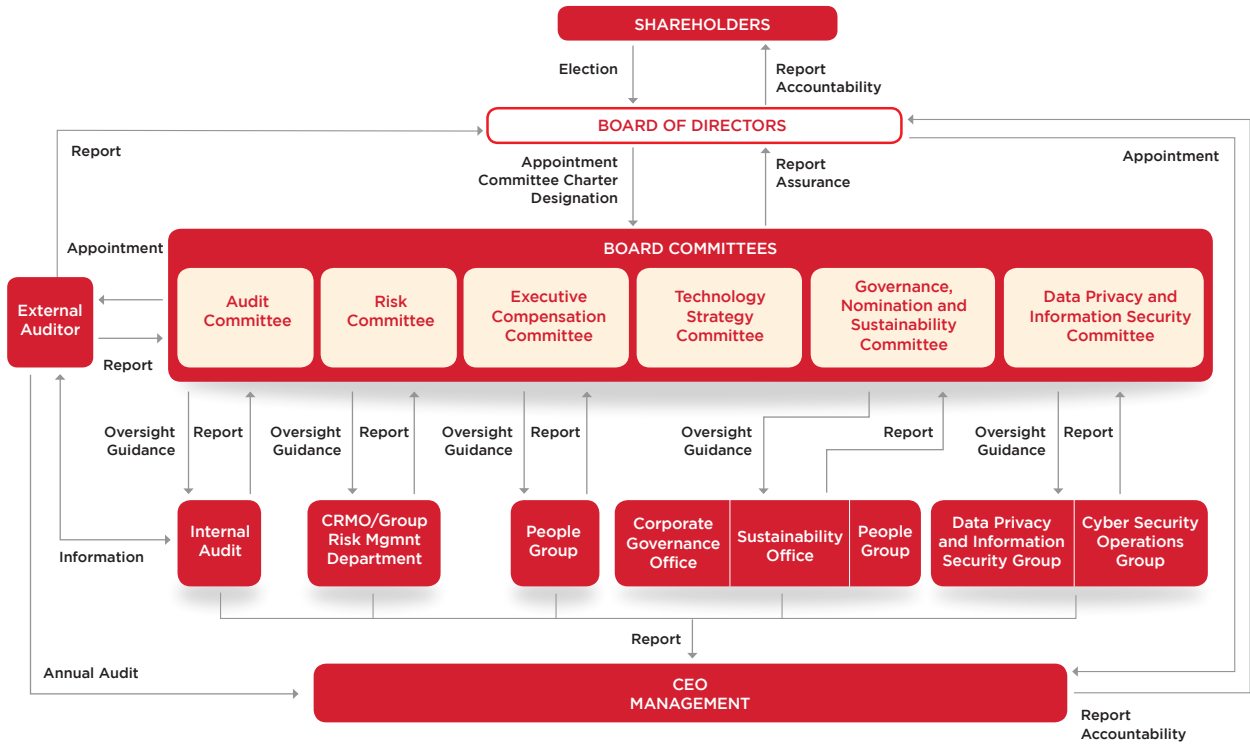
In collaboration with the Philippine-based affiliate companies of First Pacific Company Ltd., the PLDT Board organized on September 22, 2022 its 16th ACGES held in virtual format on the topics, “The Metaverse and How it will Transform Business and Human Interaction” by Mr. Matthew Ball, co-founder of Ball Metaverse Research Partners, author of the “Metaverse Primer” and “The Metaverse and How it will Revolutionize Everything”, and former Head of Strategy at Amazon Studios (2016-2018); and “Proof of Learn: A Philippine Perspective to the Metaverse” by Ms. Sheila Marcelo, co-founder and CEO of Proof of Learn. The governance session received approval from the PSEC as an In-House Governance Training for directors and key officers.



President & CEO Al S. Panlilio delivered the Welcome Remarks and Chairman Manuel V. Pangilinan delivered the Closing Remarks at the 2022 ACGES.



CORPORATE GOVERNANCE FRAMEWORK



Corporate Governance in PLDT is shaped by our governance structure and is animated by the Company’s principles, values, and policies. Our corporate governance structure is outlined in our Manual on Corporate Governance, along with the Company’s Articles of Incorporation and By-Laws. Together, they entrust authority and resources for the performance of corporate functions and delineate responsibilities for the exercise of such authority. The conduct of Company business is anchored on the corporate governance principles of Accountability, Integrity, Fairness and Transparency that are defined in our Code of Business Conduct & Ethics (the “Code”). The Code applies to our Board of Directors, officers, executives, and employees. Commitment to the principles and values established by the Code is likewise asked of the Company’s business partners.

BOARD OF DIRECTORS

Our Board of Directors (the “Board”) is the body entrusted by shareholders with authority to act for and on behalf of the Company. As the highest governing body, the Board is responsible for fostering the long-term success of the Company and securing its sustained competitiveness and profitability consistent with corporate objectives and the best interest of the Company, its stockholders, customers, and other stakeholders. It sets the standards and tone of corporate action by the adoption of policies and processes that are compliant with law, aligned with best practices, and appropriate for the needs of the Company. Directors perform their duties diligently and in good faith, and devote sufficient time and attention for such purpose.



To ensure a high standard of governance for the Company, the Board performs the following functions and duties with the assistance of the Board Committees:

CORPORATE GOVERNANCE

The Board, with the assistance of the Governance, Nomination and Sustainability Committee, establishes the Company's corporate governance framework, principles and policies aligned with business objectives, and oversees their implementation and the implementation of continuing education and communication programs on good governance.

DETERMINATION AND REVIEW OF COMPANY VISION, MISSION, AND STRATEGIC OBJECTIVES

The Board, in coordination with Management, determines the Vision, Mission and Strategic Objectives of the Company and reviews the same annually in relation to corporate performance in its annual strategic planning session with Management.

MANAGEMENT OVERSIGHT

The Board exercises oversight on Management in its execution of the strategic direction and implementation of policies set by the Board.

SUSTAINABILITY, CORPORATE SOCIAL RESPONSIBILITY AND STAKEHOLDER ENGAGEMENT

The Board, with the assistance of the Governance, Nomination and Sustainability Committee, establishes and oversees the implementation of the Company's sustainability strategy, framework, programs, and policies; and oversees the Company's social investments and commitments to making meaningful impact to communities. It ensures that the Company has an investor relations program to engage with its shareholders and the investing community at large, as well as programs to interact and communicate with the communities where the Company operates. It oversees the Company's disclosure of material and reportable information regarding non-financial and sustainability matters, including those concerning the management of economic, environmental, social and governance ("EESG") aspects of the business.

FINANCIAL REPORTING, INTERNAL CONTROL, INTERNAL AUDIT, AND INDEPENDENT AUDIT

The Board, with the assistance of the Audit Committee, carries out its oversight responsibilities for the Company's financial reporting, internal control system, internal audit and independent audit mechanisms, and reviews material related party transactions.

ENTERPRISE RISK MANAGEMENT

The Board, with the assistance of the Risk Committee, fulfills its oversight responsibilities for the Company's assessment, management, and monitoring of key enterprise risks. It reviews Management reports on the Company's major risk exposures and their corresponding mitigation measures.

TECHNOLOGY

The Board, with the assistance of the Technology Strategy Committee, reviews and approves the Company's technology strategy and roadmap, and capital expenditures for network and technology.

DATA PRIVACY AND INFORMATION SECURITY

The Board, with the assistance of the Data Privacy and Information Security Committee, oversees data privacy and information security governance; reviews and approves the Company's strategic plans on data privacy and information security; oversees the adoption and implementation of a system for identifying, assessing, monitoring, and managing enterprise-wide data privacy and information security risks, including its framework, structure, policies, standards, and processes.

SUCCESSION PLANNING, PROFESSIONAL DEVELOPMENT, AND EXECUTIVE COMPENSATION

The Board, through its Executive Compensation Committee, reviews the criteria for employment, promotion, and professional development plans for Senior Management, keeps track of their performance, and evaluates their potential for other critical roles and leadership paths. A succession planning process is facilitated within the PLDT Group referred to as the critical talent program. The Board is assisted by the Executive Compensation Committee in developing the compensation philosophy or policy consistent with the strategy, culture, and control environment of the Company.

SELECTION PROCESS FOR DIRECTORS AND APPOINTMENT OF OFFICERS

The Board, with the assistance of the Governance, Nomination and Sustainability Committee, implements a selection process to ensure that the Board has an effective and balanced mix of knowledge, expertise, experience, and diversity in terms of, among others, age, gender, and ethnicity, and reviews the qualifications of officers to be appointed or promoted.

ANNUAL BOARD ASSESSMENT

The Board conducts an annual self-assessment to evaluate the performance of the Board as a whole, the Board Committees and the individual directors. Each Board Committee also conducts an annual self-assessment of its performance.

COMPOSITION Our Board is composed of 13 members, with three independent directors, nine other non-executive directors and one executive director. Three directors are female and two are Japanese citizens. All the members of our Board are qualified and competent directors with diverse and complementing skills, expertise, experience, and knowledge which enrich the collective processes and practices of our Board. Our directors have extensive experience in their respective fields or industries, such as telecommunications, Information and Communication Technology ("ICT"), business processing, infrastructure, power, insurance, real property development, retail, law, and public administration. At least three of our non-executive directors have extensive experience in the telecommunications industry.

Chairman. Our Chairman provides leadership for the Board and ensures that the Board works effectively and performs its duties responsibly. He presides and facilitates discussions in Board meetings focusing on strategic matters, risk management, key issues and governance concerns that will affect the business operations. The Chairman ensures that the lines of communication and the flow of information between Management and the Board are maintained and ensures that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound

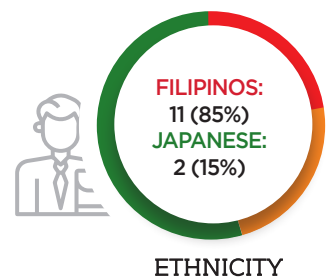
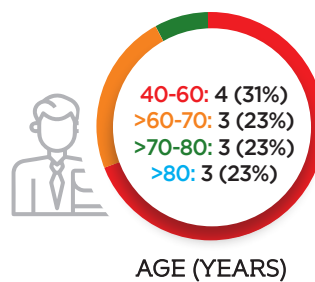
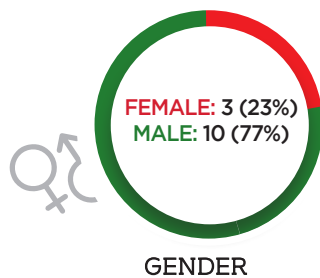
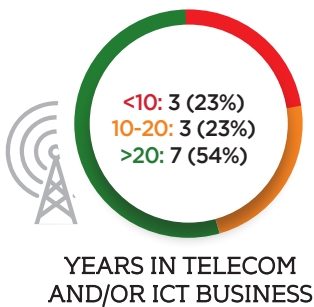
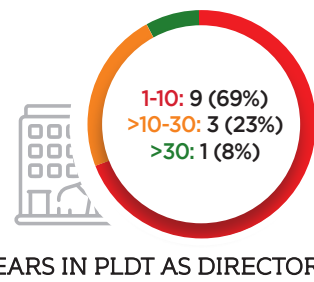
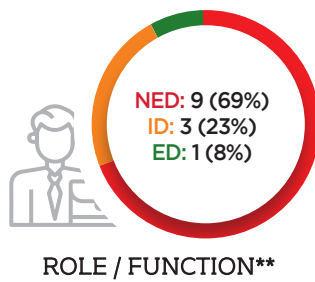
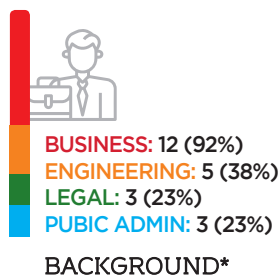
decisions. On June 14, 2022, the Board appointed Mr. Manuel V. Pangilinan as its Chairman at the Organizational Board meeting held immediately following the adjournment of the Company's Annual Stockholders' Meeting.

Independent Directors. The Board, having three independent directors out of 13 directors, meets the requirement under Section 38 of the Philippine Securities Regulation Code that at least two or twenty percent (20%) of the total members of the Board, whichever is less, must be independent; and Section 22 of the Revised Corporation Code that corporations vested with public interest shall have independent directors constituting at least twenty percent (20%) of such Board. Our independent directors, namely, Retired Supreme Court Chief Justice Artemio V. Panganiban, Ms. Bernadine T. Siy, and Mr. Bernido H. Liu, were selected pursuant to the specific independence criteria set out under applicable laws and rules, our By-Laws and Manual on Corporate Governance ("CG Manual"). Under our CG Manual, an independent director is, broadly, a person who is independent of Management and who, apart from his or her fees and shareholdings, is free from any business or other relationship with the Company which could, or could reasonably be perceived to, materially interfere with his or her exercise of independent judgment in carrying-out his or her responsibilities as a director of the Company. More specific independence standard criteria are enumerated in our By-Laws and CG Manual. Pursuant to the recommendation in the Code of Corporate Governance for Publicly-Listed Companies ("CG Code for PLCs") for the appointment of a lead independent director, the Board appointed Hon. Panganiban as PLDT Lead Independent Director on June 14, 2022.

DIVERSITY PLDT considers having an optimally performing diverse Board as an essential element for the attainment of the Company's strategic objectives and its sustainable development. PLDT's Board Diversity Policy articulates the Company's recognition of the enhanced quality of performance and decision-making capability of a Board that is composed of a mix of directors who are equipped with knowledge, skills, professional or business experience, cultural and educational background, ethnicity, gender, age, length of service, and is a combination of executive, non-executive, and independent directors. The Company's Board Diversity Policy provides that without infringing the cardinal right of the stockholders to nominate and vote for the election of directors, the Governance, Nomination and Sustainability Committee and the Board shall consider the appropriate mix, complementation and interplay of the various diversity aspects in the selection of qualified director-nominees, including independent director-nominees, who will be recommended for election by the stockholders or the Board, as the case may be, for the Company to achieve the benefits of Board diversity as well as to fairly and effectively promote the interest of all the stakeholders, particularly the long-term interest of the stockholders of the Company.

For the purpose of selecting the members of our Board, the Governance, Nomination and Sustainability Committee follows the Company's Guidelines on the Search, Screening and Selection of Directors and Screening Checklist which contain, among others, the criteria and qualifications for directorship and a matrix on the skills, expertise and experience relevant to the responsibilities of the Board, and considers other relevant factors, such as conflict of interest and directorships and/or positions in other corporations. The process ensures that the selection of directors and independent directors is aligned with the Board Diversity Policy and the Company's Vision, Mission, and strategic objectives.

BOARD DIVERSITY FACTORS



*Several of our directors have professional background and business experience in more than one field.
 **NED: Non-Executive Director, ID: Independent Director, and ED: Executive Director



- MANAGEMENT OVERSIGHT **27%**
- STRATEGIC DIRECTION, TECHNOLOGY & CORPORATE PERFORMANCE **14%**
- STAKEHOLDER ENGAGEMENT AND CSR **13%**
- FINANCIAL REPORTING, INTERNAL CONTROLS & AUDIT, AND INDEPENDENT AUDIT **24%**
- ENTERPRISE RISK MANAGEMENT **6%**
- CORPORATE GOVERNANCE **16%**

DIRECTORSHIPS IN OTHER CORPORATIONS

Our Board adheres to a performance-based standard in determining whether directorships in other companies compromise the capacity of a director to serve or perform his or her duties and responsibilities to the Company diligently and efficiently. Differences in individual capabilities and the nature and demands of directorships in other companies are given due consideration in determining fitness and capacity to serve in our Board.

MEETINGS Our Board meets, more or less, on a monthly basis, in accordance with the schedule of meetings that it sets at the end of the preceding year. Invariably, some of these meetings are devoted to the review and/or approval of the Company's Vision and Mission, the strategic plans and budget, business operations updates, network and technology updates, capital expenditures and investments, risk management reports and sustainability programs. Once every quarter, our Board reviews the quarterly financial reports. The

2022 BOARD MEETINGS AND ANNUAL STOCKHOLDERS' MEETING (ASM) ATTENDANCE		
Non-executive Directors	Board Meetings Attended/Held (%)	ASM Attendance
Manuel V. Pangilinan	15/15 (100%)	✓
Manuel L. Argel, Jr.	15/15 (100%)	✓
Helen Y. Dee	14/15 (93%)	✓
Albert F. del Rosario	15/15 (100%)	✓
Ray C. Espinosa	15/15 (100%)	✓
James L. Go	15/15 (100%)	✓
Naoki Wakai	13/15 (87%)	✓
Kazuyuki Kozu	15/15 (100%)	✓
Marife B. Zamora	15/15 (100%)	✓
Executive Director		
Alfredo S. Panlilio	15/15 (100%)	✓
Independent Directors		
Artemio V. Panganiban	15/15 (100%)	✓
Bernido H. Liu	15/15 (100%)	✓
Bernadine T. Siy	15/15 (100%)	✓
Advisory Board Members		
Christopher H. Young	15/15 (100%)	✓
Benny S. Santoso	15/15 (100%)	✓
Oscar S. Reyes ¹	7/7 (100%)	✓
Orlando B. Vea	15/15 (100%)	✓

¹ Until June 14, 2022

Board holds executive sessions with independent directors and non-executive directors, excluding executive directors, at least once a year and at such other times as the Board may deem necessary or appropriate. The Board held one executive session in 2022.

There were 15 Board meetings in 2022, ten of which were regular Board meetings, four special Board meetings, and one organizational Board meeting. In each meeting, a quorum of at least two-thirds (2/3) of the Board members, including at least one independent director, was present. All independent directors were present in the Annual Stockholders' Meeting held on June 14, 2022. The respective Chairpersons of the Audit; Governance, Nomination and Sustainability; Executive Compensation; Risk; Technology Strategy; and Data Privacy and Information Security Committees were likewise present in the said meeting.

COMPENSATION All our directors are entitled to a per diem of Php250 thousand for attendance in each Board meeting and Php125 thousand for attendance in each meeting of the Board Committees in which some of them are members. Save for our executive director, our directors do not receive stock options, performance incentives, bonuses, or any other form of compensation from the Company.

2022 BOARD REMUNERATION (PHP)			
Non-executive Directors	Board Meetings & ASM ¹	Board Committee Meetings	Total
Manuel V. Pangilinan	3,500,000	2,000,000	5,500,000
Manuel L. Argel, Jr.	3,500,000	-	3,500,000
Helen Y. Dee	3,250,000	-	3,250,000
Albert F. del Rosario	3,500,000	875,000	4,375,000
Ray C. Espinosa	3,500,000	1,250,000	4,750,000
James L. Go	3,500,000	2,500,000	6,000,000
Naoki Wakai	3,000,000	-	3,000,000
Kazuyuki Kozu	3,500,000	3,875,000	7,375,000
Marife B. Zamora	3,500,000	-	3,500,000
Executive Director			
Alfredo S. Panlilio	3,500,000	1,625,000	5,125,000
Independent Directors			
Artemio V. Panganiban	3,500,000	2,500,000	6,000,000
Bernido H. Liu	3,500,000	3,000,000	6,500,000
Bernadine T. Siy	3,500,000	2,500,000	6,000,000
Total	44,750,000	20,125,000	64,875,000

¹ Only one per diem was given to directors for attendance in the Annual Stockholders' Meeting, Regular Meeting and Organizational Meeting on June 14, 2022.

ATTENDANCE IN 2022 BOARD COMMITTEE MEETINGS						
Board Committee Members	Audit Committee (AC)	Governance, Nomination and Sustainability Committee (GNSC)	Executive Compensation Committee (ECC)	Risk Committee (RC)	Technology Strategy Committee (TSC)	Data Privacy and Information Security Committee (DPISC)
Manuel V. Pangilinan		5/5	2/2		6/7	3/4
Alfredo S. Panlilio ¹		3/3			7/7	3/4
Bernido H. Liu ²	8/8	5/5	2/2	5/5		4/4
Artemio V. Panganiban ²	8/8	5/5	2/2	5/5		
Bernadine T. Siy ²	8/8	5/5	2/2	5/5		
Albert F. del Rosario					7/7	
Ray C. Espinosa					7/7	3/4
James L. Go ³	8/8			5/5	7/7	
Kazuyuki Kozu ³	8/8	5/5	2/2	5/5	7/7	4/4
Roberto R. Romulo ^{3,6}	1/1					
Oscar S. Reyes ^{4,5}					4/4	
Orlando B. Vea ⁵					7/7	
Corazon S. De la Paz-Bernardo ³	8/8					
Anabelle L. Chua ⁵				2/2		
Gina Marina P. Ordenez ⁵		5/5	2/2			
Melissa Vergel de Dios ⁵		5/5				

¹ Appointed as Advisor of the Governance, Nomination and Sustainability Committee on March 22, 2022

² Independent Director

³ Audit Committee Advisor

⁴ Until June 14, 2022

⁵ Non-voting member

⁶ Until January 22, 2022

TRAINING For the orientation of new directors, the Chairman, the President and CEO, Chief Financial Officer, Corporate Secretary and Chief Governance Officer give a briefing on the Company's structure, business, operating and financial highlights, responsibilities of the Board and its Committees and how each operates. The new director is furnished with copies of all relevant corporate documents, including the Company's Articles of Incorporation, By-Laws, Annual Report, CG Manual, Code of Ethics, and the Charters of the Board and Board Committees. Updates on business and governance policies and requirements principally from the Philippine Securities and Exchange Commission ("PSEC"), US SEC, and New York Stock Exchange ("NYSE"), and new laws applicable or relevant to the Company and its business, particularly on financial reporting and disclosures and corporate governance, are presented in Board meetings and/or furnished to the directors.

The Board keeps abreast of industry developments, business trends and legal requirements relevant to the Company and its operations. Since 2007, the Company has organized Annual In-house Corporate Governance Enhancement Sessions ("ACGES") that provide opportunity for leadership to engage in discussion with international and local experts on relevant topics, including emerging trends and technologies, new laws, and best business practices. The Company conducted the ACGES for the Board and Management in collaboration with Philippine-based affiliate companies of First Pacific Company Ltd. on September 22, 2022, on the topics: "The Metaverse and How it will Transform Business and Human Interaction" by Mr. Matthew Ball, Co-founder of Ball Metaverse Research Partners, author of the "Metaverse Primer" and "The Metaverse and How it will Revolutionize Everything", and former Head of Strategy at Amazon Studios (2016-2018); and "Proof of Learn: A Philippine Perspective to the Metaverse" by Ms. Sheila Marcelo, Co-founder and CEO of Proof of Learn. In PLDT, the ACGES was attended by 92% of our Directors,² all of our Advisory Board and Board Committee Members and Advisors, and 81 of the Company's Officers.



PLDT and SMART Corporate Communications Head, Cathy Yap-Yang with ACGES headline speaker, Ball Metaverse Research Partners' Co-founder and metaverse author, Matthew Ball; PLDT Enterprise and International Business Head, Jojo Gendrano; Voyager Innovations President and Maya Bank Co-founder and Director, Shailesh Baidwan; and Meralco Head of Information, Communication, Technology and Transformation, Rocky Bacani.

PERFORMANCE ASSESSMENT Our directors take part in an annual assessment process which reviews and evaluates the performance of the whole Board, the Board Committees and the individuals that comprise these bodies. This process enables the Board to identify its strengths and areas for improvement and elicit individual director feedback and views on the Company's strategies, performance, and future direction. Each Board Committee also conducts an annual self-assessment of its performance.

The Board Committees' self-assessment questionnaires contain the following criteria based on leading practices and principles on good governance: for the Board (i) Structure, Leadership, Roles and Responsibilities, Internal Control, Code of Conduct and other CG Policies, Independence, Stewardship, Resources, Internal Governance, Reporting and Disclosure, and Shareholder and other Stakeholder Engagement; for the Board Committees (ii) the respective purposes, functions and duties of the Committees; and for individual directors (iii) the specific duties and responsibilities of a director. On the other hand, the Board Committees' self-assessment questionnaires contain the following criteria: performance, compliance, and committee governance. The report on the results of the assessment process for the 2021 performance period was submitted to the directors in 2022.

Prospectively, the annual self-assessment shall, as practicable, be supported by an external facilitator every three years and allow for a feedback mechanism for stockholders, to conform with the recommendation in the CG Code for PLCs.

BOARD COMMITTEES

To aid in ensuring compliance with the principles of good corporate governance, our Board has constituted the following Board Committees: Audit; Governance, Nomination and Sustainability; Risk; Executive Compensation; Technology Strategy; and Data Privacy and Information Security.

ADVISORY BOARD/COMMITTEE

Our Board is supported by an Advisory Board/Committee that provides guidance and suggestions, as necessary, on matters deliberated upon during Board meetings. Our Advisory Board/Committee is composed of Mr. Benny S. Santoso, Mr. Orlando B. Veja, and Mr. Christopher H. Young.³

PLDT's other Board Committees, namely Audit; Governance, Nomination and Sustainability; Executive Compensation; Risk; Technology Strategy; and Data Privacy and Information Security Committees assist the Board in the performance of its functions and responsibilities. The respective charters of the Board Committees provide that each shall have the necessary resources and authorities to discharge their responsibilities, including obtaining external legal or professional advice.

AUDIT COMMITTEE ("AC")

Composition. Our AC is composed of three members, all of whom are independent directors, and three advisors. The AC members are: Retired Supreme Court Chief Justice Artemio V. Panganiban, Mr. Bernido H. Liu, and Ms. Bernadine T. Siy, who is the Chairperson. The AC advisors include Mr. Kazuyuki Kozu and Mr. James L. Go, who are non-executive directors, and Ms. Corazon S. de la Paz- Bernardo, a former member of our Board. All the members of our AC are financially literate, and Ms. de la Paz-Bernardo has expertise in accounting and financial management. She is a former Chairperson and Senior Partner of Joaquin Cunanan & Company, now Isla Lipana & Co., a member firm of Pricewaterhouse Coopers (PwC).

Functions. The AC assists the Board in fulfilling its oversight responsibility for: (i) the integrity of the Company's accounting and financial reporting principles and policies, and system of internal controls, including the integrity of financial statements ("FS") and the independent audit

² PLDT Director, Mr. James L. Go has been granted by the PSEC permanent exemption from its governance training requirement.

³ Mr. Oscar S. Reyes was a member of the Advisory Board/Committee until June 14, 2022.

thereof; (ii) the Company's compliance with legal and regulatory requirements; (iii) the Company's audit process; and (iv) the performance of the Internal Audit organization and the external auditors (including the external auditors' qualifications and independence). For efficiency, the Board has determined that in lieu of creating a distinct Related Party Transactions (RPT) Committee, the AC's functions shall include the review of material RPTs and significant unusual transactions, in accordance with the materiality threshold set in the Material Related Party Transactions Policy and the Guidelines on the Proper Handling of RPTs or by the Board. The purposes, duties and powers of the AC are set forth in its charter.

The charter of the AC may be viewed and downloaded from the PLDT website through the QR code:



Activities. The PLDT AC held a total of eight joint meetings with the Audit Committees of Smart Communications, Inc. ("Smart") and Digital Telecommunications Philippines, Inc. ("DTPPI"). The joint meetings of the PLDT, Smart, and DTPPI Audit Committees covered a variety of topics including the approval of the Group-wide Internal Audit ("IA") Plan for 2022 and subsequent changes to the plan to address emerging risks. The AC likewise discussed, reviewed, and noted the comprehensive reports of the PLDT Group Internal Audit Head on various topics supporting risk management, governance, and internal control processes of the different areas and units, including assessment on operational efficiencies, revenue opportunities and cost savings, among others. The AC discussed and noted the reports by IA on its Sarbanes-Oxley Act Section 404 ("SOX 404") year-round activities in coordination with Finance and the Control Owners across the PLDT Group. As part of IA's initiatives to strengthen the culture of ownership and accountability across the PLDT Group, the AC likewise regularly monitored and received updates on: (i) the timely remediation of audit issues and the conduct of accountability and culture-building trainings during the year together with People Group through its Project OWN program, and (ii) progress of Project Ripple which aims to integrate and align the assurance activities across the three lines of defense in the organization.

The AC reviewed and discussed with the Chief Financial Officer ("CFO") and the PLDT Group Controller the quarterly unaudited financial results, as prepared and provided by Management, with particular focus on significant accounting policies, new accounting standards and their impact to the PLDT Group, and major management estimates and judgments, among others. The AC also discussed with them the Company's 2021 Annual Reports on Form 17-A for the PSEC, and on Form 20-F for the U.S. SEC. The AC recommended to the Board the reappointment of SyCip, Gorres, Velayo & Co. ("SGV") as the external auditor for the Company and its subsidiaries for 2022. It reviewed and approved SGV's various audit and non-audit engagements; and verified that such non-audit services would not compromise its independence. The AC discussed with SGV their plan and status reports for the integrated audit of the FS for 2022 and their assessment of the effectiveness of internal controls over financial reporting ("ICFR").

In 2022, the AC reviewed and approved all Related Party Transactions discussed and endorsed by the CFO. The AC also reviewed the Corporate Governance Office's status reports on complaints received pursuant to the Company's Expanded Whistleblowing Policy. It also confirmed the

continued validity of the IA Charter until its next review in 2023 and reviewed the AC Charter and recommended amendments for approval by the Board. The AC likewise invited the Chief Information Security Officer, the Chief Legal Counsel, the concerned Heads of the Network Group, Consumer Business Home, and Finance Group to provide updates on risk mitigation or remediation for the noted audit items.

GOVERNANCE, NOMINATION AND SUSTAINABILITY COMMITTEE ("GNSC")

Composition. Our GNSC is composed of five voting members, all of whom are members of our Board of Directors, three non-voting members, and an advisor. Three of the voting members are independent directors, namely, Retired Supreme Court Chief Justice Artemio V. Panganiban, Ms. Bernadine T. Siy, and Mr. Bernido H. Liu, and two are non-executive directors, namely, Mr. Kazuyuki Kozu and Mr. Manuel V. Pangilinan, who is the Chairman. The non-voting members are the Chief Governance Officer, the Chief People Officer, and the Chief Sustainability Officer. The GNSC advisor is executive director, Mr. Alfredo S. Panlilio.⁴

Functions. The GNSC assists the Board in the performance of its functions to: (i) establish the Company's corporate governance framework, principles and policies and oversee their implementation and the implementation of continuing education and communication programs on good governance; (ii) develop and implement the Board's performance evaluation process, as well as the evaluation process for the annual review of Board Committees and individual directors' performance; (iii) review and evaluate the qualifications of the persons nominated to the Board and to other positions requiring appointment by the Board; (iv) identify persons qualified to become members of the Board and/or the Board Committees; (v) make an assessment of the effectiveness of the Company's nomination and selection process for the Board and Board Committees; (vi) establish the Company's sustainability strategy, framework, programs, policies and oversee their implementation; and (vii) oversee the Company's social investments and commitments to making meaningful impact to communities. The purposes, duties, and powers of the GNSC are set forth in its charter.

The charter of the GNSC may be viewed and downloaded from the PLDT website through the QR code.



Activities. The GNSC held five meetings in 2022. The GNSC's activities pursuant to its oversight function on governance-related matters included the following:

On policy review and development, in line with the periodic review of Company policies, the GNSC reviewed the (i) Code of Business Conduct and Ethics, and (ii) Conflict of Interest Policy, and determined that the said policies remain to be compliant with applicable law, regulations and best practices and are appropriate for the Company. The GNSC advised the Corporate Governance Office to continue to strengthen the implementation of the said policies by evaluation and benchmarks. The GNSC likewise reviewed and approved PLDT's Integrated Annual Corporate Governance Report that was submitted to the PSEC and PSE in compliance with the CG Code for PLCs and related PSEC and PSE memorandum circulars.

On education and communication, the GNSC provided guidance on and approved the topics, speakers, and the content of PLDT's Annual Corporate Governance Enhancement

⁴The PLDT Board appointed Mr. Alfredo S. Panlilio advisor to the GNSC on March 22, 2022.

Session for Directors and Officers. The GNSC likewise reviewed and approved PLDT's Corporate Governance Report for 2021.

On compliance and enforcement, the GNSC noted the implementation of PLDT's Expanded Whistleblowing ("EWB") Policy and the monitoring of cases or reports, including those endorsed to line management for handling. The GNSC also noted the EWB reports of PLDT subsidiaries, Smart Communications, Inc. ("SMART"), PLDT Global Corporation ("PGC"), ePLDT, Inc. ("ePLDT"), Digital Telecommunications Philippines, Inc. ("DTPI") and Digitel Mobile Philippines, Inc. ("DMPI"). On December 1, 2022, PLDT implemented the new online EWB reporting facility as an additional reporting channel to supplement the existing helplines. The GNSC likewise reviewed and noted or approved, as applicable, the COI disclosures and the appropriate risk mitigation plans of PLDT key employees. In line with annual COI compliance, PLDT and SMART recorded 100% employee disclosure compliance for the covered year. The GNSC also assisted in implementing the Board Performance Assessment for the year 2021, which included the performance evaluation of the Board Committees and individual directors.

The GNSC's activities pursuant to its oversight function on nomination-related matters included the following: (i) pre-screened candidates nominated to become Directors and the qualifications of candidates for Independent Directors and submitted to the Board the final list of qualified Director and Independent Director nominees for election at the 2022 Annual Stockholders' Meeting; (ii) screened and recommended to the Board the appointment of a Lead Independent Director; and reviewed and confirmed People Group's evaluation of the qualifications of officers, and recommended their appointment or re-appointment as such at the 2022 Organizational Meeting of the Board of Directors; (iii) screened and recommended to the Board the appointment of an advisor and a non-voting member to the GNSC and Risk Committee ("RC"), respectively; and (iv) reviewed and confirmed People Group's evaluation of proposed appointments of new officers, and promotions to officer rank for approval by the Board.

The GNSC's activities pursuant to its oversight function on sustainability-related matters included the following: discussed and noted or approved reports on PLDT's Sustainability Emissions Reduction Targets and Decarbonization Roadmap, Sustainability Report for 2021, PLDT's headship of the Planet Pillar of the United Nations Global Compact Network Philippines ("UNGCNP"), inclusion of the Company in the ATRAM Philippine Sustainable Development Growth Fund, participation in the National Economic Development Authority's Stakeholder Chamber on the Sustainable Development Goals and the 6th Exponential Climate Action Summit, launch of the Sustainability Learning Program, partnerships on the Connected Mangroves Project, solar rooftop project, and project for the supply of clean energy to PLDT and SMART facilities; PLDT's Statement of Commitment on sustainability; and reviewed and recommended for Board approval the Responsible Tax Governance and Management Policy, and the Diversity and Inclusion Policy.

EXECUTIVE COMPENSATION COMMITTEE ("ECC")

Composition. Our ECC is composed of five voting members, all of whom are members of our Board of Directors, and one non-voting member. Three of the voting members are independent directors, namely, Retired Supreme Court Chief Justice Artemio V. Panganiban, Ms. Bernadine T. Siy, and

Mr. Bernido H. Liu, and two are non-executive directors, namely, Mr. Kazuyuki Kozu and Mr. Manuel V. Pangilinan, who is the Chairman. The non-voting member is the Chief People Officer.

Functions. The ECC assists the Board in the performance of its functions to: (i) oversee the development of a compensation philosophy or policy consistent with the strategy, culture and control environment of PLDT; (ii) oversee the development and administration of PLDT's executive compensation programs, including long term incentive plans and equity-based plans for officers and executives; (iii) oversee the development and administration of the Company's performance management framework to monitor and assess the performance of Management; (iv) review the succession plan for officers, including the CEO; and (v) oversee the development and implementation of professional development programs for officers. The purposes, duties, and powers of the ECC are set forth in its charter.

The charter of the ECC may be viewed and downloaded from the PLDT website through the QR code:



Activities. The ECC held two meetings in 2022. Its activities for the year included the review and/or approval of the following: (i) proposed amendments to the Executive Compensation Committee Charter, (ii) Awarding of the Short-Term Incentive Plan ("STIP") and the 2020-2021 Long-Term Incentive Plan ("LTIP"), (iii) Proposed Incentive for the Company's key transformation programs and initiatives, and (iv) Management's proposal on the Sustainability and Customer Experience ("CX") LTIP scorecard.

RISK COMMITTEE ("RC")

Composition. Our RC is composed of five voting members, all of whom are members of our Board of Directors, and a non-voting member. Three of the voting members are independent directors, namely, Ms. Bernadine T. Siy, Mr. Bernido H. Liu, and Retired Supreme Court Chief Justice Artemio V. Panganiban, who is the Chairman. Two voting members are non-executive directors, namely, Mr. Kazuyuki Kozu and Mr. James L. Go. The non-voting member is the Chief Risk Management Officer.

Functions. The RC assists the Board in the performance of its functions to: (i) oversee Management's adoption and implementation of a system for assessing, monitoring, and managing key risk areas; (ii) review Management's reports on the Company's major risk exposures; and (iii) review Management's plans and actions to minimize, control or manage the impact of such risks. The purposes, duties and powers of the RC are set forth in its charter.

The charter of the RC may be viewed and downloaded from the PLDT website through the QR Code:



Activities. The RC held five meetings in 2022. Its activities for the year included the following: (i) review of the PLDT Group Top Risks as identified by the Management Team; (ii) review and monitoring of progress on the rollout of the Enhanced Enterprise Risk Management Framework with the Head of the PLDT GRMD; (iii) review and endorsement of the renewal of the Property & Cyber Insurance Policy with the Center Head for Insurance, (iv) revision of the Risk Committee Charter; and (v) review and discussion with Heads and relevant officers of the risk profiles of the following: (a) Legal & Regulatory Affairs

Unit, (b) Revenue Group, (c) People Group, (d) Business Continuity and Resiliency Office, (e) Network Group, (f) Customer Experience Group, (g) Supply Chain Management and Administration Group, (h) Transformation Office, (i) Digital Office, (j) Cyber Security Operations Group, and (k) Privacy Office.

TECHNOLOGY STRATEGY COMMITTEE (“TSC”)

Composition. Our TSC is composed of six voting members and one non-voting member. The six voting members are non-executive directors Mr. Manuel V. Pangilinan, who serves as chairman, former Ambassador Albert F. del Rosario, Atty. Ray C. Espinosa, Mr. James L. Go, and Mr. Kazuyuki Kozu and executive director, Mr. Alfredo S. Panlilio. The lone non-voting member is Mr. Orlando B. Veja, who is a member of our Advisory Board/Committee.⁵

Functions. The TSC assists and enables the Board to: (i) review and approve the strategic vision for the role of technology in PLDT’s overall business strategy, including the technology strategy and roadmap of PLDT; (ii) fulfill its oversight responsibilities for PLDT’s effective execution of its technology-related strategies; and (iii) ensure the optimized use and contribution of technology to PLDT’s business and strategic objectives and growth targets. The purposes, duties, and powers of the TSC are set forth in the TSC Charter.

The charter of the TSC may be viewed and downloaded from the PLDT website through the QR Code:



Activities. The TSC held seven meetings in 2022. Its activities included review and discussion, together with the Technology Group and Management, and where appropriate, endorsement to the Board for approval, of the following: (i) technology budget items (e.g., Install and Repair budget); (ii) status of the network (including Typhoon Odette’s impacts on the network, and actions taken to respond to the damage brought on by the typhoon); (iii) technology strategies, programs, projects, initiatives and plans, including, among others, the Fiber to the Home (FTTH) Rollout and the Outside Plant (OSP) Rehabilitation Program; and (iv) projects in support of business operations including, among others, the consolidated device buying plan. The TSC also cleared the Draft Amended Technology Strategy Committee Charter for presentation to, and approval by the Board.

DATA PRIVACY AND INFORMATION SECURITY COMMITTEE (“DPISC”)

Composition. Our DPISC is composed of four voting members and an advisor. The four voting members are non-executive directors Mr. Manuel V. Pangilinan, who is the Chairman, Atty. Ray C. Espinosa, Mr. Kazuyuki Kozu, and independent director, Mr. Bernido H. Liu. Its advisor is executive director, Mr. Alfredo S. Panlilio.

Functions. The DPISC assists the Board in the performance of its functions to (i) promote and foster a culture of data privacy and information security governance; (ii) review and approve the Company’s strategic plans on data privacy and information security; (iii) ensure accountability for compliance with regulatory standards and best practices on data privacy and information security; and (iv) oversee Management’s adoption and implementation of a system for identifying, assessing, monitoring and managing enterprise-wide data privacy and information security risks, including its framework, structure, policies, standards, and processes. The purposes, duties, and powers of the DPISC are set forth in its charter.

A copy of the charter of the DPISC may be viewed and downloaded from the PLDT website through the QR code:



Activities. The DPISC held four meetings in 2022. Its activities included the review and discussion of emerging risks in privacy and information security, and the trends in regulatory approaches and global best practices in addressing such risks. Incidents of smishing and SMS spam, which have seen a marked increase as more people transacted online due to the pandemic, continued in 2022. The Committee provided key guidance in the Company’s response, as the Company worked closely with Government regulators, other telecommunications companies, the banks, and the fintech sector in protecting the public. The Company also assisted law enforcement in their efforts to apprehend the perpetrators.

The DPISC likewise discussed the automation efforts of the Cybersecurity Operations Group and the Privacy Office. These initiatives are meant to improve the units’ effectiveness and efficiency in protecting the Company’s network and the data of its customers. Also extensively discussed were the Company’s preparations for the implementation of the SIM Registration Act, particularly in privacy and information security.

MANAGEMENT

Our Board exercises oversight on Management in accordance with the standards set forth in our CG Manual. The roles of Management and other offices involved in ensuring implementation of the corporate governance policies and requirements are discussed below.

President and CEO. The President and CEO has general care, management, and administration of the business operations of the Company. He ensures that the business and affairs of the Company are managed in a sound and prudent manner and that operational, financial, and internal controls are adequate and effective to ensure reliability and integrity of financial and operational information, effectiveness, and efficiency of operations, safeguarding of assets and compliance with laws, rules, regulations, and contracts. He provides leadership for Management in developing and implementing business strategies, plans and budgets to the extent approved by the Board. To enable the members of the Board to properly fulfill their duties and responsibilities, the CEO provides the Board with a balanced and understandable account of the Company’s performance, financial condition, results of operations and prospects on a regular basis. He directs Management to provide the Board/directors with adequate and timely information about the matters to be taken up in their Board meetings. He likewise ensures that the directors have independent access to Management. The President and CEO communicates and implements the Company’s Vision, Mission, Values, and overall strategy and promotes the appropriate enhancement in the organization or its stakeholder engagement in relation to the same. The President and CEO likewise serves as the link between internal operations and external stakeholders. Under the leadership of the President and CEO, Management formulates, with the oversight of the Audit Committee, financial reporting and internal control systems, rules and procedures. On June 14, 2022, the PLDT Board appointed Mr. Alfredo S. Panlilio as President & CEO at the Organizational Board meeting held immediately following the adjournment of the Company’s Annual Stockholders’ Meeting. Other duties of the President are set forth in the CG Manual.

⁵Mr. Oscar S. Reyes, a former member of our Advisory Board/Committee, was a non-voting member of the TSC until June 14, 2022.

Corporate Secretary. The Corporate Secretary assists the Board in the conduct of its meetings, including the preparation of the schedule and agenda of Board meetings, and ensures that all Board procedures, rules, and regulations are observed by the directors, and Management provides the Board with complete and accurate information necessary for judicious decision making. The Corporate Secretary is responsible for the safekeeping and preservation of the integrity of the minutes of the meetings of the Board and Board Committees, as well as other official records of the Company, and contributes to the flow of information between the Board and Management, the Board and its Committees, and the Board and the Company's stakeholders, including stockholders.

Chief Financial Officer. Our Chief Financial Officer ("CFO") is responsible for overseeing the Company's financial operations and decision-making based on short and long-term strategic financial objectives. The CFO works closely with the President & CEO in establishing best practices in the implementation and communication of finance functions, programs and operations covering business finance, financial controllership, tax management and advocacy, treasury, and revenue assurance and fraud risk management. The CFO likewise oversees asset management, strategic investor relations functions, compliance with relevant public disclosure requirements and financial standards, and the development of strategic plans to improve the Company's overall financial health and long-term viability.

Chief Audit Officer/Internal Audit Head. Our Chief Audit Officer/Internal Audit Head oversees and is responsible for the internal audit activities of the Company, including any portion thereof that is outsourced to a third-party service provider. He reports functionally to the AC and administratively to the President and CEO. In the discharge of his duties, the Chief Audit Officer/Internal Audit Head is required to provide annually, an assessment on the adequacy and effectiveness of the Company's processes for controlling activities and managing risks; report significant issues related to the processes of controlling activities, including potential improvements to such processes, as well as provide status of management remediation concerning such issues; and periodically provide information on the status and results of the annual internal audit plan and the sufficiency of our internal audit organization's resources. Other duties of the Chief Audit Officer/Internal Audit Head are set forth in the CG Manual.

Internal Audit Organization. Our Internal Audit organization determines whether the Company's structure of risk management, control and governance processes are adequate and functioning, and provides reasonable assurance that, among others, significant financial, management, and operating information are accurate, reliable, and timely, and employees' actions are in compliance with policies, standards, procedures, and applicable laws and regulations. It provides a systematic and disciplined approach to the evaluation and improvement of the effectiveness of such processes. Internal audit examinations cover, at the minimum, the evaluation of the adequacy and effectiveness of controls covering the Company's financial reporting, governance, operations and information systems, including the reliability and integrity of financial and operational information, effectiveness and efficiency of operations, protection of assets, and compliance with laws, rules, regulations, and contracts. It also provides recommendations on revenue opportunities, cost savings and operational improvements. The internal audit organization complies with the International Standards for the Professional Practice of Internal Auditing.

External Auditor. The Company's external auditor is appointed by the AC which reviews its qualifications, performance, and independence. To ensure objectivity in the performance of its duties, the external auditor or its lead audit partner is subject to the rules on rotation and change, every five years; general prohibition on hiring by the Company of the external auditor's staff; and full and appropriate disclosure to, and prior approval by the AC of all audit and non-audit services and related fees. Approval of non-audit work by the external auditor is principally tested against the standard of whether such work will conflict with its role as an independent auditor or would compromise its objectivity or independence as such. Our external auditor is SGV & Co., a member practice of EY.

Chief Governance Officer. The primary responsibilities of the Chief Governance Officer include monitoring compliance with the provisions and requirements of corporate governance laws, rules and regulations, reporting violations and recommending the imposition of disciplinary actions, and adopting measures to prevent the repetition of such violations. The Chief Governance Officer assists the Board and the GNSC in the performance of their governance functions. Under the supervision and direction of the Chief Governance Officer, the Corporate Governance Office assists in the implementation of the corporate governance policies adopted by the Board.

Chief Risk Management Officer. The Chief Risk Management Officer ("CRMO") is tasked to: (i) plan the overall strategy of the different risk management units of the PLDT Group; (ii) review individual risk management activities and controls of the operational units; (iii) review internal and external factors that can negatively affect the PLDT Group risk profile; (iv) influence, and when necessary, challenge material risk decisions and initiatives; (v) monitor to ensure that risks are within the bounds of the risk appetite of the PLDT Group; and (vi) review and escalate risks to the Top Management Team, the Risk Committee and the Board, as necessary, advising them on requisite actions.

Group Enterprise Risk Management Department Head. Our Group Enterprise Risk Management Department Head supervises the ERM process and spearheads the development, implementation, and improvement of ERM processes and documentation, and communicates the top risks and status of implementation of risk management strategies and action plans to the CRMO, Chief Executive Officer, and the Risk Committee.

Group Enterprise Risk Management Department. The Group Enterprise Risk Management Department ("GRMD") provides support to the CRMO by implementing an integrated risk management program with the goal of identifying, analyzing, and managing the PLDT Group's risks to an acceptable level in order to enhance opportunities, reduce threats, and sustain competitive advantage. The implementation of the enterprise risk management ("ERM") process ensures that critical risks are well understood and effectively managed across all functions and units within the PLDT Group. This is achieved through the operationalization of the Enterprise Risk Management Framework ("ERMF"), a standardized approach to risk identification, assessment, and management. The ERMF is aligned to the ISO 31000 Risk Management Standard, COSO's Enterprise Risk Management Framework, risk considerations found in the S&P Global Corporate Sustainability Assessment, and GRI Standards. The GRMD manages execution of the Three Lines of Defense Model to ensure that all layers of the organization contribute to managing enterprise risks through the implementation of identified controls and mitigation strategies. The GRMD facilitates the risk assessment exercise of the Management Committee, implements activities to build an effective culture of risk across the organization, and communicates and reports significant risk exposures, including business risks, control issues and risk mitigation plans to the Risk Committee.

Chief Sustainability Officer. The Chief Sustainability Officer (“CSO”) heads the Corporate Sustainability Office and assists the President and Chief Executive Officer and the Board in overseeing the Company’s overall sustainability strategy. The CSO champions the enterprise-wide adoption of sustainability as part of business strategy, operational execution, and organizational culture, and works to ensure that the Company aligns with global best practices for ESG and doing business responsibly.

Chief Data Privacy Officer. The Chief Data Privacy Officer (“CDPO”) heads the Privacy Office and is tasked to (i) ensure the PLDT Group’s compliance with data privacy laws, regulations, and best practices; (ii) provide direction to and coordinate closely with PLDT Group business units to ensure effective implementation of data privacy strategies including policies, procedures, processes, and compliance review; and (iii) collaborate with data protection authorities on behalf of the PLDT Group.

Chief Information Security Officer. The Chief Information Security Officer (“CISO”) heads the Cyber Security Operations Group and is tasked to (i) improve, develop and implement information and cybersecurity-related policies, processes and technologies; (ii) ensure compliance with applicable laws, regulations and standards; (iii) manage cybercrime related cases filed for or against the PLDT Group; (iv) develop and maintain partnerships with government and other private entities in the campaign against cyber threats and/or cybercrimes, foreign and domestic; and (v) ensure alignment of all PLDT Group companies on information and cybersecurity-related practices.

POLICIES & PRACTICES

PLDT follows the corporate governance and sustainability standards prescribed by Philippine law or recommended under rules and regulations of the PSEC and the PSE. As a foreign private issuer with American Depository Shares listed and traded in the NYSE, PLDT also complies with governance standards laid out in the relevant laws of the US and rules and regulations of the US SEC and NYSE. Being an associated company of First Pacific Company Ltd., a company listed in the Hong Kong Stock Exchange, PLDT also benchmarks with the governance standards of Hong Kong.

Corporate Governance Framework. PLDT’s corporate governance framework is embodied in the integrated system of governance structures, policies and processes set forth in PLDT’s Articles of Incorporation, By-Laws, Manual on Corporate Governance (“CG Manual”), Code of Business Conduct and Ethics (“Code of Ethics”) and Corporate Social Responsibility Statement. Our business principles are embodied in implementing policies including the Supplier/Contractor Relations Policy, Conflict of Interest Policy, Expanded Whistleblowing Policy, Policy on Gift-Giving Activities, Policy on Gifts, Entertainment and Sponsored Travel, Material Related Party Transactions Policy, Guidelines on Related Party Transactions, and Disclosure Rules, among others. The Company promotes a culture of good corporate governance through the implementation of these corporate governance policies, including the CG Manual, Code of Ethics, and related policies. PLDT’s key subsidiaries have adopted corporate governance rules and policies similar in substance and form to the foregoing corporate governance policies and suited to their business environments and contexts and appointed their respective corporate governance or compliance officers.

All corporate governance policies of the Company are reviewed at least once every two years to ensure that they are appropriate for PLDT, benchmarked with global best practices, and compliant with applicable law and regulations.

Manual on Corporate Governance (“CG Manual”).

Our CG Manual defines our corporate governance framework and structure. Supplementary to PLDT’s Articles of Incorporation and By-Laws, it assigns and delineates functions and responsibilities, and entrusts powers, authorities, and resources for the execution of such functions and responsibilities. The CG Manual provides, among other matters, the composition and responsibilities of the Board, the Company’s duties towards its shareholders in general, its minority shareholders and its other stakeholders, and the Company’s obligation to comply with applicable disclosure rules.



A copy of the CG Manual can be found on the PLDT website through the QR code:

Code of Business Conduct and Ethics (“Code of Ethics”).

Our Code of Ethics defines the Company’s corporate governance principles of Integrity, Accountability, Transparency and Fairness, which the Company shall observe in the conduct of its business. It sets the governance and ethical standards that shall govern and guide all business relationships of the Company, its directors, officers, and employees.



A copy of the Code of Ethics is found at the PLDT website through the QR code:

The implementation of the Code of Ethics is reinforced by enabling policies such as the Supplier/Contractor Relations Policy; Expanded Whistleblowing Policy; Gifts, Entertainment and Sponsored Travel Policy; and Policy on Gift-Giving Activities which, in conjunction with the Code of Ethics, embodies the Company’s anti-corruption policy.

Conflict of Interest Policy (“COI Policy”). This policy enjoins PLDT’s directors, employees, and consultants to promptly disclose conflict of interest situations to relevant authorities. If warranted, the person concerned should obtain appropriate approvals and inhibit from any action, transaction or decision involving an existing or potential conflict of interest. The Company has established an online conflict of interest disclosure system to facilitate the immediate disclosure of conflicts of interest.

Material Related Party Transactions (“MRPT”) Policy and Guidelines on the Proper Handling of Related Party Transactions (“RPT Guidelines”).

The Policy provides the processes, controls, and safeguards for the proper handling of related party transactions, including review, approval, and disclosure, consistent with applicable laws and regulations. The MRPT Policy applies to related party transactions that meet the Materiality Threshold as therein defined and covers PLDT and the PLDT Group. On the other hand, related party transactions that are below the Materiality Threshold in the MRPT Policy are covered by the RPT Guidelines. The RPT Guidelines provides the process of review, approval, and disclosure of the Company’s RPTs that are subject to review and approval by the designated authorities. The review’s principal focus is whether an RPT is on arm’s length terms and in the best interest of PLDT and its shareholders as a whole, considering all relevant circumstances. MRPTs are reviewed by the Audit Committee, which is composed entirely of independent directors, and subject to approval by the Board. The Head of Financial Controllability Sector, in coordination with the Company’s Disclosure Committee, is responsible for the disclosure of RPTs in the relevant financial reports of the Company as required under Philippine Accounting Standard 24, Related Party Disclosures, and other applicable disclosure requirements.

Policy on Gifts, Entertainment and Sponsored Travel (“Gifts Policy”). The Gifts Policy provides safeguards in the receipt and acceptance of gifts given by third parties to ensure that such gifts would not affect the objective, independent or effective performance by directors, officers, and employees of their duties to the Company. The Company has established an online Gifts disclosure system to facilitate the immediate disclosure of offers or receipt of Gifts from Third Parties.

Policy on Gift-Giving Activities (“Gift-Giving Policy”). PLDT’s Gift-Giving Activities, which, together with the Code of Ethics, embodies the Company’s anti-corruption policy, prohibits direct and indirect bribery and corrupt practices in compliance with applicable laws and regulations. The Gift-Giving Policy provides guidance and procedural safeguards with respect to gift-giving activities to government officials and employees and to business partners, for or on behalf of the Company. The Policy seeks to ensure that such activities are compliant with applicable laws, respectful of the intended recipient’s gifts policy, and consistent with PLDT’s core values and policies. For the effective implementation of the anti-corruption policy: (i) the Gift-Giving Policy provides specific guidance, procedural safeguards and internal controls pertaining to the offering or giving of gifts which are prohibited or those which are regulated by law; (ii) its implementation is reinforced by related policies such as the Company’s Corporate Governance Guidelines for Suppliers which prohibits bribery in connection with business transactions involving the Company and its suppliers, as well as Company policies on gifts, entertainment and sponsored travel, whistleblowing, supplier relations and conflict of interest; and (iii) it is carried out through appropriate monitoring and preventive measures, which include internal controls, training and communication programs, whistleblowing facilities, and third party due diligence and enforcement mechanisms.

Supplier/Contractor Relations Policy. This Policy establishes clear rules for arm’s length transactions and fair treatment of prospective and existing suppliers. The Policy specifically adopts the processes of vendor accreditation and competitive bidding as the general rule to ensure that contracts are awarded only to qualified and duly accredited vendors who offer the best value for money for PLDT’s requirements. External parties, including suppliers and contractors, may report concerns and violations to the Corporate Governance Office at CGOHotline@pldt.com.ph.

Expanded Whistleblowing Policy (“EWB Policy”). This Policy provides guidelines on handling employee disclosures or complaints regarding (i) violations of corporate governance rules, including the aforementioned CG policies; (ii) questionable accounting and auditing matters; and (iii) violations or offenses (other than those in (i) and (ii) above) covered by the Company’s Human Resources Manual. The EWB Policy protects whistleblowers and witnesses from retaliation, and to ensure confidentiality and fairness in the handling of a disclosure or complaint, PLDT

maintains Whistleblowing Helplines and other reporting facilities, such as a dedicated electronic mailbox, special contact number, post office box and facsimile transmission system. In 2022, the Company deployed an additional online reporting system to supplement the existing Whistleblowing Helplines and facilitate the immediate disclosure of violations. All employees and stakeholders who come forward in good faith to report violations or any act that may be considered as contrary to the Company’s values may likewise submit a disclosure or complaint regarding such violation to the Corporate Governance Office located at the 4/F Makati General Office Building, De la Rosa corner Legaspi Streets, Makati City or via electronic mail at CGOHotline@pldt.com.ph. In Smart, disclosure or complaints may be reported via the Whistleblowing web portal at <https://smart.com.ph/About/smart-whistleblower-report-form>. Anonymous disclosures or complaints are allowed and duly processed, subject to certain conditions. In all processes and activities related to a whistleblowing disclosure/complaint, utmost confidentiality is observed to ensure the integrity of the process and protect the parties, employees or officers who are allegedly involved therein.

As of December 31, 2022, three (3) new whistleblowing complaints were received by PLDT: (i) two (2) cases were closed and resolved with adoption of remedial measures and imposition of appropriate disciplinary actions, and (ii) another case is still pending investigation. Four (4) cases, including three (3) cases which were pending as of December 31, 2021, were determined to fall under the jurisdiction of line management and/or were outside the scope of the EWB Policy, have been closed and appropriate actions were made. On the other hand, SMART received four (4) new whistleblowing complaints: (i) three (3) cases were closed and resolved, and (ii) one (1) case was archived due to insufficiency of evidence. No new whistleblowing complaint or complaint on retaliation was received by PLDT Global Corporation, ePLDT, Inc., Digital Telecommunications Philippines, Inc. and Digital Mobile Philippines, Inc.

Blackout Periods/Restrictions on Trading of Shares. PLDT’s Code of Ethics prohibits directors, officers, and employees from dealing in the Company’s shares when in possession of material non-public information about and involving the Company and in any exceptional case, prior notice to the Company should be made of any such dealing, in accordance with the Company’s Policy on Blackout Period/Restriction on Trading of Shares. To enable the timely filing of the required disclosures to the SEC and the PSE, directors and officers are enjoined to report to the Company their dealings in the Company’s shares, within three trading days from the date of the transaction, regardless of whether such dealings were made during or outside the blackout periods.

The Blackout Periods in 2022 are presented in the following table and are also available on the website through the QR code:



RESTRICTED PERIODS ON BUYING AND/OR SELLING PLDT SHARES		
2022 PLDT Results/Report	Results/Report Release Date	Blackout Period
Q1	May 5, 2022	April 20 – May 10, 2022
Q2	August 4, 2022	July 20 – August 8, 2022
Q3	November 3, 2022	October 19 – November 7, 2022
Full Year Unaudited Financial Results*	March 2, 2023	January 31 – March 6, 2023
Full Year Audited Financial Results	March 23, 2023	February 21 – March 27, 2023

*The Company released its FY2022 Audited Financial Results on March 23, 2023 instead of releasing its FY2022 Unaudited Financial Results on March 2, 2023.

Directors' and Officers' Shareholdings in the Company in Year 2022

The Company has clear policies regarding the trading by directors, officers and employees in the Company's own securities intended to align their interests with those of the shareholders and other stakeholders. Please see *Restriction on Trading of Shares* through the QR code:



Trading in Company shares by directors and officers in the year 2022 are presented in the table below.

	NUMBER OF COMPANY SHARES ¹			
	Starting Balance ²	Acquired	Disposed	Ending Balance ³
A. Directors				
1. Manuel V. Pangilinan	300,911	11,000		311,911
2. Manuel L. Argel, Jr.	1			1
3. Helen Y. Dee	25,120 ⁴			25,120
4. Ray C. Espinosa	39,743	3,000		42,743
5. James L. Go	935,724	15,000		950,724
6. Kazuyuki Koza	1			1
7. Bernido H. Liu	1			1
8. Artemio V. Panganiban	7,771			7,771
9. Alfredo S. Panlilio	17,505	13,000		30,505
10. Albert F. Del Rosario ⁵	142,410	40,340		182,750
11. Bernadine T. Siy	1,500			1,500
12. Naoki Wakai	1			1
13. Marife B. Zamora	60			60
B. Officers				
1. Anabelle L. Chua ⁶	24,378			24,378
2. Victorico P. Vargas	12,965	3,500		16,465
3. Marilyn A. Victorio-Aquino ²⁸	21,640	5,755		27,395
4. Danny Y. Yu ⁷	0 ⁸			0
5. Gina Marina P. Ordoñez	5,141			5,141
6. Mary Rose L. Dela Paz ⁹	4,500	2,000		6,500
7. Mario G. Tamayo ⁹	6,575			6,575
8. Joseph Ian G. Gendrano ¹⁰	897			897
9. Alejandro O. Caeg	9,315			9,315
10. Jeremiah M. De la Cruz ¹¹	0 ⁸			0
11. Menardo G. Jimenez, Jr.	8,044			8,044
12. Leo I. Posadas	4,265	5,440 ¹²		9,705
13. Melissa V. Vergel de Dios	3,635	390		4,025
14. Gil Samson D. Garcia	33			33
15. Katrina L. Abelarde	1,881		500	1,381

¹ Includes directly and indirectly owned shares in the Company. Changes in shareholdings were disclosed in the *Statements of Changes in Beneficial Ownership of Securities* filed with the Securities Exchange Commission and Philippine Stock Exchange, Inc. and posted on the Company website at *PLDT Investor Relations>Shareholder Information>Beneficial Ownership*.

² As at December 31, 2021

³ As at December 31, 2022

⁴ Includes 2,780 shares for the account of Michelle Y. Dee-Santos and 245 shares under the name of Helen Y. Dee, both under PCD Nominee Corporation and 21,957 shares owned by Hydee Management Corporation. As chairperson and president of Hydee Management Corporation, Ms. Dee may exercise the voting right in respect of the 21,957 shares of Hydee Management Corporation.

⁵ Separated effective April 18, 2023

⁶ Separated effective April 16, 2023

⁷ Appointed as PLDT Group Controller effective November 17, 2022, and served as such until May 3, 2023; appointed as Chief Financial Officer and Chief Risk Management Officer effective May 4, 2023.

⁸ As of date of appointment

⁹ Separated effective April 14, 2023

¹⁰ Promoted to Senior Vice President effective August 10, 2022

¹¹ Appointment as Senior Vice President effective April 1, 2022 was confirmed by the Board of Directors in its meeting held on April 19, 2022

¹² Includes 140 shares for the account of Jose Antonio G. Posadas under PCD Nominee Corporation

	NUMBER OF COMPANY SHARES ¹			
	Starting Balance ²	Acquired	Disposed	Ending Balance ³
16. Benedict Patrick V. Alcoseba	1,304	150		1,454
17. Ma. Carina J. Amparo ¹³	0			0 ¹⁴
18. Marco Alejandro T. Borlongan	3,053			3,053
19. Mary Julie C. Carceller	0			0
20. Bernard H. Castro	0			0
21. Joseph Michael Vincent G. Co	0			0
22. Joan A. De Venecia-Fabul	244			244
23. Victor Emmanuel S. Genuino II	0	3,000		3,000
24. John John R. Gonzales	1,128			1,128
25. Ma. Criselda B. Guhit	2,694			2,694
26. Leah Camilla R. Besa-Jimenez	3,480			3,480
27. Gary Manuel Y. Kho ¹⁵	0 ⁸			0
28. Princesita P. Katigbak ¹⁶	1,475			1,475
29. Albert Mitchell L. Locsin	8			8
30. Dale M. Ramos ¹⁷	2,660			2,660 ¹⁴
31. Angel T. Redoble	1,105			1,105
32. Aileen D. Regio ¹⁸	202			202 ¹⁴
33. Luis S. Reñon ¹⁹	55			55
34. Jeanine R. Rubin	0			0
35. Bernadette C. Salinas	669			669
36. Roderick S. Santiago ¹⁹	0 ⁸			0
37. Patrick S. Tang	0			0
38. Victor Y. Tria	2,167			2,167
39. Jude Michael H. Turcuato	0			0
40. Catherine Y. Yang	1,900			1,900
41. John Henri C. Yanez	968			968
42. Ma. Magdalene A. Tan	0			0
43. Abner Tito L. Alberto	92			92
44. Minerva M. Agas	1,625			1,625
45. Cecille M. Alzona	266			266
46. Elizabeth S. Andojar ²⁰	1,090			1,090 ¹⁴
47. Roy Victor E. Añonuevo	551			551
48. Maria Cecilia A. Arevalo	633			633
49. Tito Rodolfo B. Aquino, Jr.	890			890
50. Mitchie M. Arcaina	250			250
51. Jerameel A. Azurin	1,304			1,304
52. Francis A. Bautista	767			767
53. Rafael M. Bejar ²¹	1,275			1,275 ¹⁴
54. Dianne M. Blanco	20			20
55. Wilson S. Bobier ⁶	612			612

¹³ Separated effective September 30, 2022

¹⁴ As of date of separation

¹⁵ Appointment as First Vice President effective October 1, 2021 was confirmed by the Board of Directors in its meeting held on March 22, 2022

¹⁶ Separated effective January 1, 2023

¹⁷ Separated effective July 10, 2022

¹⁸ Separated effective November 1, 2022

¹⁹ Appointment as First Vice President effective January 16, 2022 was confirmed by the Board of Directors in its meeting held on March 22, 2022

²⁰ Separated effective June 1, 2022

²¹ Separated effective September 1, 2022

	NUMBER OF COMPANY SHARES ¹			
	Starting Balance ²	Acquired	Disposed	Ending Balance ³
56. Luis Gregorio D. Casas	321	230	170	381
57. Benjamin Jose C. Causon, Jr.	297			297
58. Melvin Jeffrey C. Chan	0			0
59. Ma. Monica M. Consing	298			298
60. Branden B. Dean	0			0
61. Ramil C. Enriquez	553			553
62. Aniceto M. Franco III	756			756
63. Gene S. de Guzman	1,132			1,132
64. Rai Antonio A. De Jesus ²²	70 ⁸	25		95
65. Leonard A. Gonzales	0			0
66. Silverio S. Ibay, Jr.	1,295	80		1,375
67. Gary F. Ignacio	1,108			1,108
68. Marven S. Jardiel ¹⁶	1,444	100		1,544
69. Alexander S. Kibanoff ⁶	1,444			1,444
70. Javier C. Lagdameo	1,875			1,875
71. Ser John S. Layug	565			565
72. John Henry S. Lebumfacil	110			150 ²³
73. Armando Dodjie T. Lim	532			532
74. Czar Christopher S. Lopez	1,970			1,970
75. Paolo Jose C. Lopez	1,500			1,500
76. Ma. Carmela F. Luque	1,635			1,635
77. Mark David P. Martinez	116			116
78. Loreevi Gail O. Mercado	1,312			1,312
79. Evert Chris R. Miranda ²⁴	0 ⁸			0
80. Oliver Carlos G. Odulio	1,484			1,484
81. Audrey Lyn S. Oliva ²⁵	0 ⁸			0
82. Charles Louis L. Orcena	25			25
83. Serviliano L. Padiz, Jr. ²⁷	499	31		530
84. Raymond A. Racho ²⁷	576			576
85. Anna Karina V. Rodriguez ²⁶	0 ⁸			0
86. Marielle M. Rubio ²²	0 ⁸			0
87. Genaro C. Sanchez	5,723			5,723
88. Maria Christina C. Semira	969			969
89. Ma. Mercedesitas T. Siapatco ²⁰	1,295			1,295 ¹⁴
90. Arvin L. Siena	1,488			1,488
91. Carla Elena A. Tabuena	1,362			1,362
92. Jecyn Aimee C. Teng	52			52
93. Milan M. Topacio	457			457
94. Ma. Delia V. Villarino	0			0
95. Radames Vittorio B. Zalameda	932		550	382

²² Appointment as Vice President effective August 1, 2021 was confirmed by the Board of Directors in its meeting held on March 22, 2022

²³ SEC Form 23-B submitted to the SEC dated June 14, 2022

²⁴ Appointment as Vice President effective September 16, 2021 was confirmed by the Board of Directors in its meeting held on March 22, 2022

²⁵ Appointment as Vice President effective December 1, 2021 was confirmed by the Board of Directors in its meeting held on March 22, 2022

²⁶ Appointment as Vice President effective October 16, 2021 was confirmed by the Board of Directors in its meeting held on March 22, 2022

²⁷ Separated effective May 1, 2023

²⁸ Elected as director effective May 4, 2023

²⁹ Promoted to Senior Vice President effective May 4, 2023

Protection of Technology Resources and Information

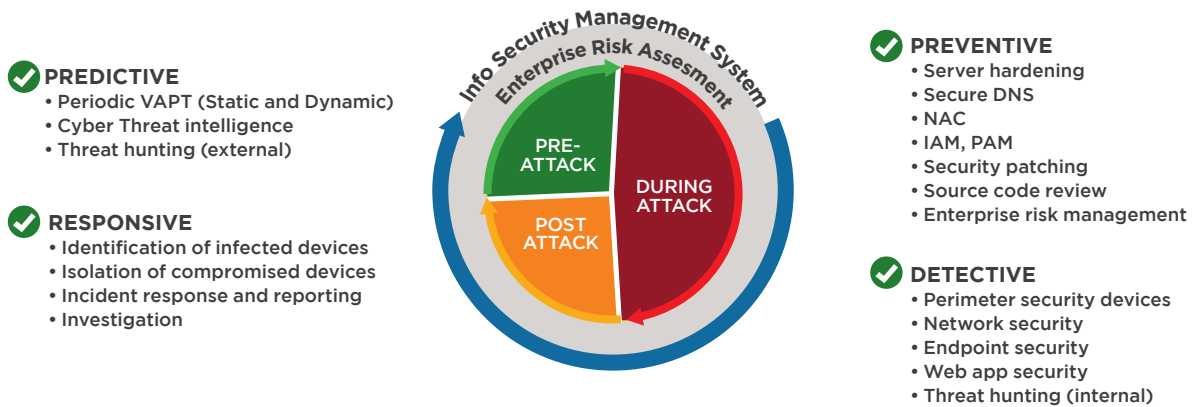
The PLDT Group has a Corporate Information Security Policy that is applicable to PLDT, Smart and DMPI, which contains policy statements and standards relating to the proper use of social media, data security, as well as the protection of information assets and the proper use of technology resources.

PLDT's Cyber Security Operations Group ("CSOG"), headed by the Chief Information Security Officer ("CISO"), creates, implements, and operationalizes the Group's Information Security Management Systems framework and supports the review and update of its security policy and its supporting standards.

The Group's cyber security strategy continues to focus on protecting the Company's critical infrastructure and information assets. Using its own operational framework

consisting of Predictive, Preventive, Detective and Responsive capabilities, the approach supports the establishment of a cyber-resilient and trusted telecommunications and digital infrastructure. The Group's end-to-end operations were especially customized taking into careful consideration the threat landscape, our network infrastructure, and the Group's products and services. The Group's investment in protection technologies integrate these Predictive, Preventive, Detective and Responsive capabilities as follows: the Predictive framework applies to the pre-attack stage, where cyber threats are proactively identified long before they reach the PLDT and Smart environments, while the Preventive and Detective framework applies during an attack, in order to minimize exposure; and the Responsive framework applies to the post-attack stage, to accelerate response and minimize impact to operational, legal, financial, reputational and compliance risks. The processes and tools being implemented to be able to perform these functions are reflected in the diagram below.

CYBER SECURITY OPERATIONAL FRAMEWORK



The Group likewise has in place a multiple layer of defense approach designed to reduce exposure to emerging threats, provide visibility into the threat landscape, slow down attackers' progress, and detect attacks before they can do serious damage.

Anchored on the belief that employees are an integral part of our strategy, the PLDT Group recognizes that it is critical to shape employee behavior and provide motivation for risk-based decisions in order to have the right mindset and attitude to choose the right behavior. To this end, a robust, no-nonsense Cyber security Awareness Program has become one of the pillars of our employee engagement strategy through the conduct of various campaigns, weekly awareness infographics, and regular phishing simulations to address the human aspect of cyber security.

Together with various stakeholders, the "Cyber D-Day: Cyber Crisis Simulation Exercise" was also held in 2022 with PLDT Group participants. The exercise was aimed at measuring the following: (i) organization's capability to detect, respond and recover from a cyber-attack; (ii) sufficiency of policies and protocols; and (iii) accountability in terms of effectiveness of lines of communication and coordination, including the active role of vendors in the incident response value chain. The activity was successful in aligning the respective actions of CSOG, IT and Network in the Incident Response process to recover from a ransomware attack.

In line with the PLDT Group's Child Safeguarding Policy for the online protection of children, a Child Protection Platform solution was developed as part of investment in cyber security. Embedded into the Company's 24/7 cyber security operations, the solution allows CSOG to continuously detect, respond, and prevent access to online child sexual abuse and exploitation materials ("CSAEM") within its network, both on the domain and content level. Additionally, users who access restricted websites or URLs are redirected to the NTC Landing Page. This solution utilizes strategic alliances with intelligence units and dedicated organizations through various means such as the integration of the Internet Watch Foundation Automation Tool and the application of information from the Canadian Centre for Child Protection for the blocking of CSAEM. As of December 2022, PLDT and Smart recorded a total of over 586,000 blocked URLs linked to CSAEM.

The PLDT Group continues to strive to protect the delivery of digital services that the organization needs to be successful, agile, and resilient. Beyond protection, the Group aims to continue its pursuit of cyber security operational excellence, mature and sustain its competencies and serve as a frontline contributor to the growth of business.

Personal Data Protection

The Privacy Office was closely involved in preparations for the implementation of the SIM Registration Act in 2022. Aside from providing inputs in the discussions for the drafting of the implementing rules and regulations, the Privacy Office also worked to instill Privacy by Design as the Company drew up processes for both the manual and online registration of SIM cards to ensure that the privacy of customers is protected. The Company likewise continued its partnership with Government regulatory agencies and other telecommunications companies in fighting SMS scams and spam. Taking its cue from Government regulators, the Company continued to block identified URLs and SMS sent from its networks. It also formed partnerships with banks and financial institutions to combat frauds perpetrated on the public by unscrupulous persons.

In response to the National Privacy Commission's issuance of its Guidelines on Administrative Fines, the Company updated its privacy-related standards to ensure that privacy risks identified from data processing activities, processes, and systems are addressed by (i) adhering to the privacy principles of transparency, legitimate purpose, and proportionality, (ii) ensuring the existence of procedures for data subjects' exercise of rights, and (iii) implementing the appropriate organizational, physical, and technical security measures. Data Privacy Risk Impact Guidelines were also developed. The Guidelines provide the scales and criteria for estimating the impact of privacy risks and the likelihood that they will happen. In line with these initiatives, the template for the Data Privacy Risk Treatment Plan was also updated.

There were likewise significant developments in the Company's Data Privacy Management Assurance Platform (DPMAP), a multi-year project to systematize and automate privacy operations. In 2022, the capability to scan PLDT's mobile apps for cookies and trackers as part of its notice and consent process was completed. The automation of the workflow for incident reporting, investigation, and assessment was also completed. This project helps to ensure that deadlines for all stages of incident reporting, based on internal and statutory requirements, are met.

PLDT's Privacy learning and awareness campaign for 2022 was anchored on the main theme, "Stand Up for Privacy." The campaign kicked off with the "Take the Lead" online forum to celebrate Global Data Privacy Day on January 28. The event, which featured privacy and design experts, was attended by approximately 1,000 executives of PLDT and Smart. The year 2022 also saw the launching of the Data Privacy 101 Learning Series consisting of short courses that employees can take on demand. As part of this campaign, the course, "The Basics of Privacy" became available to all employees. The rest of the courses will be published in 2023.

TRAINING & EDUCATION

The Company provides orientation and continuous training for its Board, Management, and employees. Updates on business and governance policies and requirements, and new laws applicable or relevant to the Company and its business are presented in Board meetings or furnished to directors. For the continuous training of its directors and officers, the Board, acting through its Governance, Nomination and Sustainability Committee, conducts an Annual In-House Corporate Governance Enhancement Session ("ACGES") that provides an opportunity for leadership to engage in discussion with international and local experts on relevant topics, including emerging trends and technologies, new laws, and best business practices.

For employees, the People Group ("PG") in collaboration with various support teams in PLDT and Smart, conducts orientation and periodic training and refresher sessions on Company policies, skills building, and wellness and development. For new officers, the Corporate Governance Office in collaboration with PG, conducts orientation on the Company's governance structure, corporate governance and related policies, and Management's role and responsibilities. At the end of such orientation, copies of all corporate governance policies, including the CG Manual and Code of Ethics, are furnished to new officers. Corporate governance orientation sessions for officers and employees include a discussion of the Gift-Giving Policy that prohibits bribery and corruption in compliance with applicable laws. In 2022, an online corporate governance refresher course was made available to PLDT and Smart employees, and online refresher courses were likewise conducted for newly promoted PLDT management employees and Groups in PLDT and Smart with specific training needs. Employee training is supplemented by appropriate communication materials and feedback mechanisms.

To ensure that lines of communication between employees and Management are available and accessible, Whistleblowing Helplines and advisories were issued, an online knowledge hub of all Corporate Governance Policies was made available, and guidance on conflict-of-interest disclosure, whistleblowing, and Gift-Giving and Gift-Receiving Policies were cascaded. In Smart, as part of continuing culture-building initiatives, the #CGSerye, #CGQandA, and #CGStory were regularly issued to provide guidance on the application of corporate governance policies, while the #CGVACS initiative provided inspirational weekly quotes for employees, with express permission from "The Conscience Code" author, scholar, and Wharton School professor, Mr. G. Richard Shell.

MONITORING & EVALUATION

PLDT monitors and evaluates the effectiveness of its corporate governance through the following, among other initiatives: (i) an annual performance self-assessment conducted by the Board and the Board Committees, (ii) the periodic review of the effectiveness of the implementation of the Company's CG policies, (iii) the annual compliance evaluation conducted by Management, and other tools employed to monitor the implementation of the CG policies.

In 2022, an annual self-assessment was conducted by the Board to evaluate its 2021 performance as the Board, as well as each Board Committee, and the individual directors. The process, which also includes an evaluation of the performance of the CEO and Management, enables the Board to identify strengths and areas for improvement and to elicit individual director's feedback and views on the Company's strategy, performance, and future direction. The members of the Board and the Board Committees accomplish their respective self-assessment questionnaires for this purpose.

PLDT monitored and evaluated its compliance with CG rules through a cross-functional evaluation system whereby the heads of the various business and support groups/units conduct an evaluation of their group/unit's CG compliance. The periodic process uses an evaluation questionnaire consisting of the governance standards set forth in the CG Code for PLCs which are applicable and relevant to their respective functions. The results of the evaluation conducted by the heads are consolidated as input to the Company's Integrated Annual Corporate Governance Report ("I-ACGR") submitted to the PSEC and PSE. In compliance with the

respective memorandum circulars of the PSEC and the PSE, PLDT filed its I-ACGR on May 30, 2022. PLDT likewise confirmed its compliance with its CG Manual which contains relevant provisions of the CG Code for PLCs and certain corporate governance standards under the US Securities Exchange Act and NYSE Listed Company Manual.

PLDT has incorporated CG standards in the performance evaluation of employees and has included violations of CG rules as a cause for disqualification from incentives and rewards in its Policy on Employee Qualification for Incentives and Rewards. In the fourth quarter of 2022, PLDT and Smart conducted an employee ethics survey to gain insights into the effectiveness of its corporate governance programs and initiatives. The results of the survey, participated in by 99.45% of PLDT employees⁶ and 99.11% of Smart employees⁶, were presented to the GNCS in 2023. Valuable information is additionally obtained and analysed from the results of and feedback from our education activities, reports from business partners, customer complaints, reported violations and other sources of relevant information.

STAKEHOLDER ENGAGEMENT

In fulfilling our commitments to our stakeholders, we are guided by our Code of Ethics and the Company's General Practice on Stakeholder Engagement ("GP on Stakeholder Engagement"). The GP on Stakeholder Engagement aims to promote a culture of good governance by the observance of the Company's core principles of integrity, accountability, fairness and transparency in dealings with its stakeholders. Together with our Code of Ethics, the GP on Stakeholder Engagement is the articulation of our belief in empowering Filipinos across sectors through meaningful connections that can help improve their overall well-being. We believe that as we seek to enhance value for our shareholders, we have a responsibility to provide quality products and services for our customers, develop the talents and skills of our employees, work with our suppliers and business partners in an ethical and mutually beneficial manner, and enable our communities for nation-building.

Investors/Shareholders. PLDT fosters the values of transparency and fairness in its dealings with investors and shareholders. It respects, promotes and upholds shareholders' rights such as, the right to vote, preemptive right, the right to inspect corporate books and records, including minutes of Board meetings and stock registries, subject to certain conditions; right to timely receive relevant information, whether in printed or digital form; right to dividends, and appraisal right.

The Board promotes transparency and fairness in the conduct of the annual and special stockholders' meetings of the Company and explores and implements steps to expand opportunities for stockholders to participate in annual and special stockholders' meetings, whether virtually or in person, and for the latter, reduce excessive or unnecessary costs to attend. Stockholders are encouraged to personally attend such meetings, raise questions, and exercise their voting rights. Online voting and participation by remote communication was made available to all stockholders from 2020, consistent with the Revised Corporation Code and related SEC issuances and in keeping with Covid-19 precautions.

Within a reasonable period before the annual and/or special stockholders' meeting, stockholders are apprised of their right to appoint a proxy in case they are unable to personally

attend such meeting and give their voting instructions in the proxy form provided. Relevant meeting materials such as the Notice, Agenda, Information Statement and Annual Report are made available to the stockholders in printed or digital form and through the Company's website to enable them to make a sound and informed judgment on all matters tabled for their consideration or approval. In 2022, pursuant to SEC guidelines, the electronic copy of the Information Statement, 2021 Management Report, 2021 Annual Report in SEC Form 17-A, including the Sustainability Report, and Quarterly Report for the first quarter 2022 in SEC Form 17-Q were posted on the Company's website and the PSE Edge, and the Notice and Agenda were published in two (2) newspapers of general circulation (in print and online format).

The Company held its Annual Stockholders' Meeting ("ASM") in virtual format on June 14, 2022, with holders of 84.03% of the Company's total outstanding shares of Common and Voting Preferred Stocks as of the Record Date April 15, 2022, present via remote communication or represented by proxies in the meeting. The recorded webcast of the ASM was posted on the Company's website for two consecutive weeks.

To view the Minutes of the 2022 PLDT ASM, please access the QR code:



The Board ensures the disclosure and filing of reports with the SEC, PSE, Philippine Dealing & Exchange Corp. ("PDEX") and, as applicable, the US SEC and NYSE and posting on the Company's website, immediately after or the day after the Board, annual and/or special stockholders' meeting, of all significant actions taken in the said meeting and, where appropriate, the votes obtained for each of such actions.

The Board ensures that material information and transactions that could potentially affect the market price of the Company's shares are timely disclosed and filed with the SEC, PSE, PDEX, and as applicable, with the US SEC and NYSE. In this regard, information on, among other matters, earnings results, acquisition or disposal of significant assets, related party transactions, Board membership changes, shareholdings of directors and officers and any changes thereto, and remuneration of directors and officers are promptly and accurately disclosed.

Disclosures/organizational announcements for the year 2022 may be accessed on the Company's website through the QR code:



PLDT regularly conducts quarterly analysts' and investors' briefings to discuss financial and operating results, podcasts of which are posted in the Investor Relations section of the PLDT website. In addition and as warranted, the Company conducts special briefings to discuss other important Company developments. Our Investor Relations Center has regular engagements and meetings with fund managers and investors, which include access to PLDT Management. Shareholders who wish to raise matters or concerns relating to the business of the Company, their investments and rights may elevate such matters to the Corporate Secretary, the Investor Relations Officer, concerned units of PLDT's Management or the Board.

The Company's dividend policy provides for a regular dividend payout rate of 60% of Core Earnings Per Share as regular dividends. The dividend policy considers, among others: (i) the levels of capital expenditures to build a robust, superior network to support customer demand and the continued growth of data traffic; (ii) plans to invest in new adjacent businesses that will complement the current business and provide future sources of profits and dividends; and

⁶As at December 31, 2022

(iii) management of cash and gearing levels. In the event that no investment opportunities arise, the Company may consider the option of returning additional cash to shareholders in the form of special dividends or share buybacks.

PLDT was able to pay out approximately 60% of its core earnings for the year 2022. Information on PLDT's 2022 Dividend Declarations is available through the QR code:



Customers. PLDT serves a broad range of customers from individuals, residential, micro, small and medium enterprise (SME) and large enterprise, including the public sector. We continuously endeavor to provide best-in-class experiences to fulfill our customers' needs and expectations on responsive products and services, quality of service, pricing, application, service provisioning process, repair and restoration service, and billing and payment services. We engage with our customers through various traditional and digital touchpoints and empower them to resolve their concerns through self-help channels with the end view of knowing and understanding their product and service needs, promptly addressing their concerns, and identifying areas where we could further enhance customer experience.

In 2022, the following projects, among others, were initiated by the Company:

CX Center of Excellence. The Company has implemented a comprehensive initiative, the Net Promoter Score (NPS) closed loop process, with the aim of enhancing customer experience. Through this program, customer feedback is actively gathered and utilized to empower cross-functional units within the Company to make informed decisions on customer experience based on customer insights, ultimately leading to the development of effective solutions.

Customer Experience Improvements. The Company reviewed all customer touchpoints for improvement opportunities, leading to a transformation in processes, workflows, and culture. As an example, to enhance first contact resolution, we equipped customer service agents with the tools and guidelines needed for effective rebate processing. This allowed faster resolutions and an improved overall customer experience. The Company also provided real-time customer updates via SMS and social media, including causes and resolution timelines, to keep customers informed of the progress of their concerns.

Customer Empowerment Through Inclusive Self-Service Solutions. The Company has made significant strides in offering digital customer solutions that meet customers' changing needs. Our focus on digital transformation has resulted in streamlined operations, driven growth, and enabled self-service automation, a critical component of modern customer experience. Through our digital support portal, the automation of various customer requests, and enhanced payment channels, PLDT enables customers to receive assistance without having to talk to a customer service representative; and provides opportunities to choose the solution that is best suited to their needs. Customers who opt to engage the Company through traditional customer channels continue to do so through the CX Hotline: 171 and the Company's social media pages.

Customer Education Programs. To highlight our improved digital customer touchpoints, the Company refined its customer education efforts using a multi-channel communication approach. Customers received comprehensive information on self-care solutions, digital payment centers, internet speed optimization, and billing information through a variety of channels including SMS, email, Interactive Voice

Response System ("IVRS"), social media, and other digital channels. This strategy ensured that our customers were informed and equipped with the tools needed to maximize their experience of Company products and services.

Customer support on the SIM Registration Act. In support of the implementation of the SIM Registration Act (R.A.11934), customers were provided with a self-care portal and frontline support via hotline, social media, and stores and service centers for easy SIM registration.

Employees. PLDT respects the dignity, rights, and interests of its employees, among which are the right to self-organization, safe and healthy working conditions, professional development, and community-building social activities. The value of employees to the business is underscored by the inclusion of people and culture transformation among the shared Company goals. Identifying, developing, and retaining talent is a core responsibility and accountability of every leader. Anchored on the foundational premise that the Company's treatment of its employees will influence how employees, in turn, deliver service to customers, PLDT embeds employee experience at the core of all people initiatives, programs, and processes. Three principles guide the employee experience design: leader-led, employee-owned, and digital-enabled. The vision for digital market leadership is hinged on a high-performing culture, and PLDT continuously engages employees to aspire for this goal by aligning groups and individuals to the Company's shared goals and ensuring that the Company's performance management system is performance driven and coaching centered. A digital platform is in place that enables a standard performance management system across PLDT and Smart. Supporting the objective of shaping a high-performing culture is a Total Rewards Program that is merit-based and addresses both short-term and long-term transformation goals. Compensation and incentives are determined on the bases of performance and accomplishment. Two major rewards programs are in place: the Short-term Incentive Plan ("STIP") and the Long-term Incentive Plan ("TIP").

To ensure that we enable the best integrated telco strategy, PLDT relentlessly pursues its agenda on succession management. An urgent groundwork activity is working with our Leaders on present requirements while creating a talent pipeline and ecosystem for the next horizon of products and services, including the development and implementation of capability building initiatives, series of targeted hiring in local and global markets and the revival of the Management Associate Program.

A digital environment requires a strong learning culture. This is supported by PLDT's corporate university that utilizes all learning modalities for the best reach and an internal career opportunity marketplace to enable talent mobility for all its employees.

PLDT organizes engagement programs that prioritize the well-being of employees and strengthen the quality of work relationships. These allow employees to engage in a broad range of character-developing and relationship building activities through CSR, sports, special interest groups, and family-oriented programs. Formal channels for employee feedback are made available through engagement surveys conducted at regular intervals to give employees the opportunity to share their perspectives about relevant Company matters. Digital and social platforms are likewise optimized for employee crowdsourcing and internal communication, while Management-led digital dialogues provide opportunity for employees across various parts of the country to directly interact and communicate their suggestions and recommendations to top management.

Regulators. PLDT operates within relevant legislative and regulatory frameworks and complies with the requirements thereunder which are applicable to it. We participate in public policy forums, conferences and hearings conducted by government and regulatory agencies on policies and regulations that have implications and affect the operations of the telecommunications industry. PLDT also participates in legislative hearings relative to initiatives and proposed legislation in the fields of ICT, corporate governance, cybersecurity, digital transformation, and labor-related matters. Our “Internet for All” advocacy and investments in network infrastructure and technologies to provide the widest coverage and superior quality of service at affordable prices are aligned with and support the Government’s objectives set out in the Public Telecommunications Policy Act.

Suppliers. PLDT maintains mutually beneficial relationships with like principled suppliers that uphold PLDT’s core values of fairness, accountability, integrity, and transparency in their own businesses. Suppliers undergo an accreditation process before they engage in business with PLDT. Among the criteria for accreditation are financial and technical capability, compliance with applicable laws, including those pertaining to industrial relations, environment, health and safety, intellectual property rights, cyber security, data privacy and sustainability. The Company’s purchases, as a rule, are made based on competitive bidding among accredited and qualified suppliers.

Creditors. In accordance with our Code of Ethics, we protect the rights of our creditors by publicly disclosing all material information, such as earnings results and risk exposures relating to loan covenants. Our disclosure controls and procedures also include periodic reports to our creditors such as our latest certified financial statements, no default certification, and certification on compliance with financial ratio limits. PLDT’s credit has been rated at investment grade by two major international credit rating agencies as of yearend 2022.

Communities. PLDT strives to engage local communities where it operates through corporate citizenship programs that support the business while contributing to nation-building and the achievement of the United Nations Sustainable Development Goals (UN SDGs). We uphold a community engagement strategy that is inclusive, collaborative, ethical, and sustainable. Leveraging on core businesses and infrastructure, we act as enabler in the promotion of digital inclusion in communities in the areas of digital wellness, disaster resilience, education, and livelihood.

ADVOCACY & NETWORKING

PLDT supports the advocacy for better governance and ethics in business as manifested in the Company’s policy against corruption and bribery set forth in its Code of Ethics and Policy on Gift-Giving Activities and reinforced in specific policies such as the Gifts Policy, Supplier/Contractor Relations Policy, Corporate Governance Guidelines for Suppliers, which prohibit bribery or acts which may be construed as bribery involving third parties in business dealings with the Company. These policies are implemented through anti-corruption programs and measures such as internal controls, training and communication, whistleblowing system, third party due diligence, and support for and participation in multi-sectoral anti-corruption initiatives to eliminate graft and corruption.

To demonstrate its commitment to the United Nations Global Compact (“UNGC”), PLDT and Smart are participant signatories to the Statement from Business Leaders for

Renewed Global Cooperation. Participants actively engage with the UNGC at the global level to integrate into their companies’ operations, the organization’s Ten Principles on human rights, labor, environment, and anti-corruption.

In 2021, PLDT and Smart formalized membership in the UK-based Internet Watch Foundation (“IWF”). As the first companies in the Philippines to join the global coalition of more than 150 organizations in the fight against online sexual abuse and exploitation of children (“OSAEC”), membership in the coalition is an expression of the Group’s commitment to curtail OSAEC and comply with the Anti-Child Pornography Law (Republic Act No. 9775).

As IWF members, PLDT and Smart have access to a wide database of OSAEC materials which are integrated into the Group’s own child protection platform, a step forward in the Group’s continuing efforts to protect children and customers and making cyberspace safe by blocking access to exploitative content on the internet.

In 2022, PLDT and Smart, the only telecommunications companies that have been invited to join the National Economic Development Authority (“NEDA”)-led Stakeholders’ Chamber on Sustainable Development Goals (“SDGs”), pledged their commitment to the 2030 Agenda for Sustainable Development at the inaugural meeting organized by the NEDA.

PLDT continues to work with institutions and organizations engaged in programs and advocacy efforts in the field of corporate governance, compliance, and business ethics. As a sponsoring partner member of the Ethics and Compliance Initiative (“ECI”), the PLDT Group has access to ECI’s vast online library on governance and related topics and opportunities to attend and participate in discussion groups and training sessions, as well as interact with other governance and ethics professionals around the world. In the process, the Group is able to benchmark its governance practices against those of leading companies. Locally, PLDT is a premium member of the Integrity Initiative, Inc. and PLDT and Smart are members of the Good Governance Advocates and Practitioners of the Philippines (“GGAPP”). PLDT also participates in the activities of the Institute of Corporate Directors (“ICD”) and its sister institute in the public sector, the Institute for Solidarity in Asia (“ISA”).

The Company aims to continuously improve its governance standards and practices, including the strengthening of internal controls and benchmarking of its Code of Business Conduct and Ethics, in line with the Recommendations of the CG Code for Publicly-Listed Companies, the mandate of the Revised Corporation Code, the results of feedback from the Company’s monitoring and evaluation system, and by aligning with recognized best practices.