

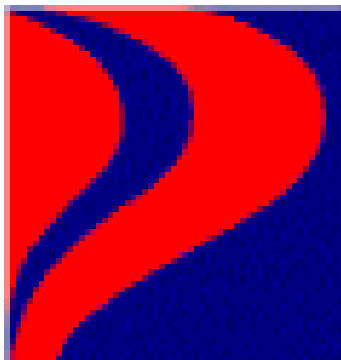
SECURITIES AND EXCHANGE COMMISSION
SEC FORM - I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended
Dec 31, 2021
2. SEC Identification Number
31171
3. BIR Tax Identification Number
000-168-801
4. Exact name of issuer as specified in its charter
PETRON CORPORATION
5. Province, country or other jurisdiction of incorporation
Philippines
6. Industry Classification Code(SEC Use Only)

7. Address of principal office
San Miguel Head Office Complex, 40 San Miguel Avenue, Mandaluyong City
Postal Code
1550
8. Issuer's telephone number, including area code
(63 2) 8884-9200
9. Former name, former address, and former fiscal year, if changed since last report
N/A

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.





Petron Corporation
PCOR

PSE Disclosure Form I-ACGR - Integrated Annual Corporate Governance Report
Reference: SEC Code of Corporate Governance for Publicly-Listed Companies, PSE Corporate Governance Guidelines, and ASEAN Corporate Governance Scorecard

Description of the Disclosure

Please see attached Integrated Annual Corporate Governance Report of Petron Corporation for 2021 pursuant to SEC Memorandum Circular No. 15 (Series of 2017) and submitted to the Securities and Exchange Commission today, May 30, 2022, via icdsubmission@sec.gov.ph.

Filed on behalf by:

| | |
|--------------------|---|
| Name | Jhoanna Jasmine Javier-Elacio |
| Designation | OIC General Counsel, Corporate Secretary and Compliance Officer |

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **2021**
2. SEC Identification Number **31171**
3. BIR Tax Identification No. **000-168-801**
4. Exact name of issuer as specified in its charter
PETRON CORPORATION
5. **PHILIPPINES**
Province, Country or other
jurisdiction of incorporation or
organization
6. (SEC Use Only)
Industry Classification Code:
7. **40 San Miguel Avenue, Mandaluyong City**
Address of principal office
8. **1550**
Postal Code
8. **(632) 8.884.9200; (632) 8.886-3888**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT OF PETRON CORPORATION (“PETRON” OR THE “COMPANY”)

| | COMPLIANT/ NON- COMPLIANT | ADDITIONAL INFORMATION | EXPLANATION |
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| The Board’s Governance Responsibilities | | | |
| <p>Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.</p> | | | |
| Recommendation 1.1 | | | |
| <p>1. The Board of Directors of the Company (the “Board”) is composed of directors with collective working knowledge, experience or expertise that is relevant to the company’s industry/sector.</p> | Compliant | <p>Petron’s SEC Form 20-IS for the 2021 Annual Stockholders’ Meeting (“2021 Information Statement”) and the 2021 SEC Form 17-A, with Sustainability Report (“2021 SEC Form 17-A (Annual Report)”) contain information on the academic qualifications, industry knowledge, professional experience, expertise, and relevant trainings of the nominees for directors.</p> | |
| <p>2. Board has an appropriate mix of competence and expertise.</p> | Compliant | | |
| <p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p> | Compliant | | <ul style="list-style-type: none"> ➤ 2021 Information Statement (pages 17-23) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf ➤ 2021 SEC Form 17-A (Annual Report) (pages 49-54) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf • The trainings of the directors in 2021 are set out in the Recommendation 8.3 below. |

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| | | <p>Petron's latest by-laws (the "By-laws") and Manual on Corporate Governance ("Corporate Governance Manual") set out the qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of their performance.</p> <ul style="list-style-type: none"> ➤ By-laws (Article III, §2) https://www.petron.com/wp-content/uploads/2018/10/Amended-By-Laws-as-of-11.29.11.pdf ➤ Corporate Governance Manual (§2.2.1.5 and 2.2.1.6) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf | |
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| Recommendation 1.2 | | | |
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| <p>1. Board is composed of a majority of non-executive directors.</p> | <p>Compliant</p> | <p>Of the 15-person board, only Messrs. Ramon S. Ang and Lubin B. Nepomuceno are the directors who concurrently hold executive positions (i.e., as the Chief Executive Officer & President and the General Manager, respectively).</p> <p>The 2021 Information Statement and the 2021 SEC Form 17-A (Annual Report) identify the directors and the directors who hold executive positions.</p> <ul style="list-style-type: none"> ➤ 2021 Information Statement (page 17 and 18) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf ➤ 2021 SEC Form 17-A (Annual Report) (pages 49 and 50) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
| Recommendation 1.3 | | | |
| <p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p> | <p>Compliant</p> | <p>The Petron Board Charter and the Corporate Governance Manual set out the policy on training of directors.</p> <ul style="list-style-type: none"> ➤ Corporate Governance Manual (§2.2.1.4(h)) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017..pdf | |

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| | | <ul style="list-style-type: none"> • Petron Board Charter (page 6) https://www.petron.com/wp-content/uploads/2018/09/a.-Petron-Board-of-Directors-Charter.pdf | |
| 2. Company has an orientation program for first time directors. | Compliant | <p>Petron conducts an orientation program (called "Petron 101") for first-time directors.</p> <p><i>Petron 101</i> includes a presentation on an overview of the industry and the Company and its business and facilities. Pertinent materials on the business overview and corporate document such as Petron's articles of incorporation, the By-laws, the Corporate Governance Manual, various policies (including those relating to insider trading and whistle-blowing) and the schedule of the meetings for the year are provided the new directors.</p> <p>The Petron Board Charter and the Corporate Governance Manual set out the policy on the conduct of an orientation program for first-time directors.</p> <ul style="list-style-type: none"> • Corporate Governance Manual (§6.6) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_C_G_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf • Petron Board Charter (page 7) https://www.petron.com/wp-content/uploads/2018/09/a.-Petron-Board-of-Directors-Charter.pdf | |

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| | | <p>The only new director in 2021 was Mr. John Paul L. Ang, who was elected on March 9, 2021. On May 14, 2021 and June 1, 2021, Petron conducted <i>Petron 101</i> for him.</p> | |
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| <p>3. Company has relevant annual continuing training for all directors.</p> | <p>Compliant</p> | <p>All directors of Petron in 2021 attended continuing training seminars in 2021 as reported in various Petron SEC Form 17-Cs:</p> <ul style="list-style-type: none"> ➤ https://www.petron.com/wp-content/uploads/2021/11/11-08-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-RSAng...pdf ➤ https://www.petron.com/wp-content/uploads/2021/10/10-22-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-VSJacinto...pdf ➤ https://www.petron.com/wp-content/uploads/2021/10/10-05-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-AVPanganiban..pdf ➤ https://www.petron.com/wp-content/uploads/2021/11/11-18-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-Part-2-AVPanganiban..pdf ➤ https://www.petron.com/wp-content/uploads/2021/09/09-14-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-FHJardeleza...pdf ➤ https://www.petron.com/wp-content/uploads/2021/08/08-25-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-Held-on-August-17-2021-JPAng...pdf ➤ https://www.petron.com/wp-content/uploads/2021/10/09-30-21-Petron-Certificates-of-Attendance-for-Corporate-Governance-Seminar-Held-on-September-23-2021-Certain-Directors-and-Officers...pdf <ul style="list-style-type: none"> • The topics of the seminar conducted by SGV & Co. included a refresher on corporate governance, the Corporate Recovery and Tax Incentives for Enterprises (“CREATE”) Act and its implementing rules, and third party risk management. | |
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| | | <p>The topics of the seminar conducted by the Center for Global Best Practices covered a primer on managing the sustainability reporting process, an overview of Philippine Law on public integrity, an orientation on the US Foreign Corrupt Practices Act ("FCPA"), and the designing and implementing an FCPA-oriented integrity compliance program.</p> | |
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| 1. Board has a policy on board diversity. | Compliant | <ul style="list-style-type: none"> The Corporate Governance Manual sets out Petron's board diversity policy (§2.2.1). https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf Petron had two (2) female directors in 2021, namely, Ms. Aurora T. Calderon and Atty. Nelly Favis-Villafuerte. <u>2021 Amended General Information Sheet (page 4(1))</u> https://www.petron.com/wp-content/uploads/2022/03/Petron-Corporation_SEC-Registration-No-31171_Amended-GIS-2021_Appointment-of-MDC-JJE-MHB-as-of-March-8-2022-Board-Meeting_Notarized-Copy-rev-with-SEC-QR-Code-redacted-sans-p.10.pdf | |
| Optional: Recommendation 1.4 | | | |
| 1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives. | | <p>Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p> | |
| Recommendation 1.5 | | | |

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| <p>1. Board is assisted by a Corporate Secretary.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • In 2021, Atty. Joel Angelo C. Cruz, Vice President and General Counsel, was Petron's Corporate Secretary. <p><u>2021 Amended General Information Sheet (page 4)(2)</u> <u>https://www.petron.com/wp-content/uploads/2022/03/Petron-Corporation-SEC-Registration-No-31171-Amended-GIS-2021-Appointment-of-MDC-JJE-MHB-as-of-March-8-2022-Board-Meeting-Notarized-Copy-rev-with-SEC-QR-Code-redacted-sans-p.10.pdf</u></p> <p>The qualifications, functions and duties of the Corporate Secretary are set out in the Corporate Governance Manual and the By-laws.</p> <ul style="list-style-type: none"> ➤ Corporate Governance Manual (§2.2.4.5) <u>https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SE_C.CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</u> ➤ By-laws (Article V, Section 10) <u>https://www.petron.com/wp-content/uploads/2018/10/Amended-By-Laws-as-of-11.29.11.pdf</u> <ul style="list-style-type: none"> • Atty. Cruz's qualifications are set out in the 2021 Information Statement and the 2021 SEC Form 17-A (Annual Report). <ul style="list-style-type: none"> ➤ 2021 Information Statement (page 25) <u>https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf</u> ➤ 2021 SEC Form 17-A (page 57) <u>https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</u> | |
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| <p>2. Corporate Secretary is a separate individual from the Compliance Officer.</p> | <p>Not compliant</p> | | <p>In 2021, the positions of Corporate Secretary and Compliance Officer were held by the same person, Atty. Joel Angelo C. Cruz, to allow the maximization of personnel resources and supplies at the disposal of the Office of the General Counsel and Corporate Secretary.</p> <p>To ensure that the responsibilities and duties of each position are clearly delineated and performed, the Corporate Governance Manual</p> |
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| | | | <p>provides the specific duties of each position.</p> <p><u>Corporate Governance Manual (§2.1 and 2.2.4)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCS_as_filed_with_SEC_on_May_29_2017_.pdf</p> |
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| <p>3. Corporate Secretary is not a member of the Board of Directors.</p> | <p>Compliant</p> | <p>Corporate Secretary Atty. Joel Angelo C. Cruz is not a director.</p> <p>2021 General Information Sheet (page 4)(2) https://www.petron.com/wp-content/uploads/2022/03/Petron-Corporation_SEC-Registration-No-31171_Amended-GIS-2021_Appointment-of-MDC-JJE-MHB-as-of-March-8-2022-Board-Meeting_Notarized-Copy-rev-with-SEC-QR-Code-redacted-sans-p.10.pdf approved-4.11.22.pdf</p> | |
| <p>4. Corporate Secretary attends training/s on corporate governance.</p> | <p>Compliant</p> | <p>Atty. Joel Angelo C. Cruz attended a corporate governance training in 2021 conducted by SGV & Co. on September 23, 2021.</p> <p>The topics of the seminar included a refresher on corporate governance, the CREATE Act and its implementing rules, and third party risk management.</p> <p>https://www.petron.com/wp-content/uploads/2021/10/09-30-21-Petron-Certificates-of-Attendance-for-Corporate-Governance-Seminar-Held-on-September-23-2021-Certain-Directors-and-Officers...pdf</p> | |

Optional: Recommendation 1.5

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| 1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting. | | Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting | |
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Recommendation 1.6

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| <p>1. Board is assisted by a Compliance Officer.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • In 2021, Atty. Joel Angelo C. Cruz, Vice President and General Counsel, was Petron's Compliance Officer. • <u>2021 Amended General Information Sheet (page 4)(2)</u> https://www.petron.com/wp-content/uploads/2022/03/Petron-Corporation-SEC-Registration-No-31171-Amended-GIS-2021-Appointment-of-MDC-JJE-MHB-as-of-March-8-2022-Board-Meeting-Notarized-Copy-rev-with-SEC-QR-Code-redacted-sans-p.10.pdf • The qualifications, functions and duties of the Compliance Officer are set out in the Corporate Governance Manual. <ul style="list-style-type: none"> ➤ Corporate Governance Manual (§2.1) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SE_C_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf • Atty. Cruz's qualifications are set out in the 2021 Information Statement and the 2021 SEC Form 17-A (Annual Report). <ul style="list-style-type: none"> ➤ 2021 Information Statement (page 25) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf ➤ 2021 SEC Form 17-A (Annual Report) (page 57) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
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| <p>2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.</p> | <p>Compliant</p> | <p>In 2021, Atty. Joel Angelo C. Cruz, Petron's Compliance Officer, held the position of Vice President and General Counsel, the highest legal position in the Company thereby granting him stature and authority in the Company.</p> | |
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| <p>3. Compliance Officer is not a member of the board.</p> | <p>Compliant</p> | <p>Atty. Joel Angelo C. Cruz, the Compliance Officer in 2021, was not a director.</p> <p><u>2021 General Information Sheet (page 4)(2)</u></p> <p>https://www.petron.com/wp-content/uploads/2022/03/Petron-Corporation_SEC-Registration-No-31171_Amended-GIS-2021_Appointment-of-MDC-JJE-MHB-as-of-March-8-2022-Board-Meeting_Notarized-Copy-rev-with-SEC-QR-Code-redacted-sans-p.10.pdf</p> | |
| <p>4. Compliance Officer attends training/s on corporate governance.</p> | <p>Compliant</p> | <p>Atty. Joel Angelo C. Cruz attended a corporate governance training in 2021 conducted by SGV & Co. on September 23, 2021.</p> <p>The topics of the seminar included a refresher on corporate governance, the CREATE Act and its implementing rules, and third party risk management.</p> <p>https://www.petron.com/wp-content/uploads/2021/10/09-30-21-Petron-Certificates-of-Attendance-for-Corporate-Governance-Seminar-Held-on-September-23-2021-Certain-Directors-and-Officers...pdf</p> | |

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

| Recommendation 2.1 | | | |
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| 1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company. | Compliant | Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary effective April 1, 2022 and Assistant Corporate Secretary in 2021, hereby certifies that directors participate in the discussions during board meetings by requesting clarifications, raising questions, and making recommendations as they deem necessary. | |
| Recommendation 2.2 | | | |
| 1. Board oversees the development, review and approval of the company's business objectives and strategy. | Compliant | <ul style="list-style-type: none"> • The Company's thrust and strategy for each year, together with its budget and its specific strategy projects, plans and programs, form part of the Company's annual business plan which is presented for review and approval by the Board on an annual basis. • Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary effective April 1, 2022 and Assistant Corporate Secretary in 2021, hereby certifies that that the 2021 business plan containing the company's thrusts, strategies and strategy projects for 2021 was presented to, discussed, and approved by the Board on February 16, 2021. | |

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| <p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • At the regular quarterly board meetings, the report on the performance of the Company (including its comparison to the year's business plan and to last year's performance for the same period) is presented for the approval by the Board. This ensures that corrective action can be taken should negative variances occur. • Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary effective April 1, 2022 and Assistant Corporate Secretary in 2021, hereby certifies that that the report on the 2021 performance of the Company (including its comparison to the 2021 operating plan and to the previous year's performance for the same period) was presented to and discussed and approved by the Board during the Board's regular quarterly meetings in 2021 and the first quarterly meeting in 2022. <ul style="list-style-type: none"> ➤ https://www.petron.com/wp-content/uploads/2021/03/03-09-21-Petron-Matters-Approved-at-the-March-9-2021-Board-Meeting..pdf ➤ https://www.petron.com/wp-content/uploads/2021/05/05-04-21-Petron-Matters-Approved-at-the-May-4-2021-Board-Meeting..pdf ➤ https://www.petron.com/wp-content/uploads/2021/08/08-03-21-Petron-Matters-Approved-at-the-August-3-2021-Board-Meeting..pdf ➤ https://www.petron.com/wp-content/uploads/2021/11/11-09-21-Petron-Matters-Approved-at-the-November-9-2021-Board-Meeting..pdf ➤ https://www.petron.com/wp-content/uploads/2022/03/03-08-22-Petron-Matters-Approved-at-the-March-8-2022-Board-Meeting..pdf | |
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| Supplement to Recommendation 2.2 | | | |
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| <p>1. Board has a clearly defined and updated vision, mission and core values.</p> | <p>Compliant</p> | <p>The Company's vision, mission and core values are available on the Petron website.</p> <p>https://www.petron.com/who-we-are/</p> <p>The Board periodically reviews and approves the vision and the mission of the Company as the need arises.</p> | |

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| <p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • The Board-approved business plan (that includes the strategy, thrusts, and strategic projects for the year) is communicated to the company divisions and departments to ensure that officers and employees understand the year's strategic plans and that their respective roles are aligned with the implementation of the strategy and thrusts for the year. <p>At the regular quarterly board meetings, a report on the performance of the Company (including its comparison to the year's business plan and to the previous year's performance for the same period) is presented for the approval by the Board. Corrective actions are taken should negative variances occur.</p> <ul style="list-style-type: none"> • Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary effective April 1, 2022 and Assistant Corporate Secretary in 2021, hereby certifies that that the report on the 2021 performance of the Company (including its comparison to the 2021 operating plan and to the previous year's performance for the same period) was presented to and discussed and approved by the Board during the Board's regular quarterly meetings in 2021 and the first quarterly meeting in 2022. <ul style="list-style-type: none"> ➤ https://www.petron.com/wp-content/uploads/2021/03/03-09-21-Petron-Matters-Approved-at-the-March-9-2021-Board-Meeting..pdf ➤ https://www.petron.com/wp-content/uploads/2021/05/05-04-21-Petron-Matters-Approved-at-the-May-4-2021-Board-Meeting..pdf ➤ https://www.petron.com/wp-content/uploads/2021/08/08-03-21-Petron-Matters-Approved-at-the-August-3-2021-Board-Meeting..pdf ➤ https://www.petron.com/wp-content/uploads/2021/11/11-09-21-Petron-Matters-Approved-at-the-November-9-2021-Board-Meeting..pdf | |
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| | | https://www.petron.com/wp-content/uploads/2022/03/03-08-22-Petron-Matters-Approved-at-the-March-8-2022-Board-Meeting..pdf | |
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| Recommendation 2.3 | | | |
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| <p>1. Board is headed by a competent and qualified Chairperson.</p> | <p>Compliant</p> | <p>In 2021, Mr. Ramon S. Ang acted as the Chairperson of the Board. His qualifications are set out in the 2021 Information Statement and the 2021 SEC Form 17-A (Annual Report).</p> <ul style="list-style-type: none"> • 2021 Information Statement (pages 17 and 18) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf • 2021 SEC Form 17-A (Annual Report) (pages 49-50) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
| Recommendation 2.4 | | | |

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| <p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p> | <p>Compliant in respect of key officers and management</p> | <p><u>Key Officers and Management</u></p> <ul style="list-style-type: none"> The Company is committed to provide its employees with a work environment that promotes the realization of their potential to become future leaders of the Company. This commitment is expressed, embodied and institutionalized through the Management Succession and Career Development Program. The program aims to ensure an adequate reserve of highly qualified manpower who can respond to immediate and long-term replacements for executive, managerial and supervisory positions. The retirement of key officers are generally governed by the Petron Retirement Plan. | <p><u>Directors</u></p> <ul style="list-style-type: none"> The selection of new directors is primarily based on the determination of whether one has a balance of the appropriate knowledge, competencies, expertise, skills, and independence that are aligned with the strategic direction of the Company. The Corporate Governance Committee pre-screens and shortlists candidates for directors. Directors are elected annually and hold office until the next stockholders' meeting and until their successor shall have been elected and qualified. |
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| 2. Board adopts a policy on the retirement for directors and key officers. | Compliant in respect of key officers and management | <u>Key Officers and Management</u> The retirement of key officers are generally governed by the Petron Retirement Plan. | <u>Directors</u> Directors are elected annually and hold office until the next stockholders' meeting and until their successor shall have been elected and qualified. |
| Recommendation 2.5 | | | |
| 1. Board aligns the remuneration of key officers and board members with long-term interests of the company. | Non-compliant | | Under the Corporate Governance Manual, the salaries and other remuneration of officers and directors are set at level adequate to attract and retain directors and officers with the qualifications and experience needed to manage the Company successfully. (§2.2.2.2(c)) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf The Company's Rewarding Excellence through Alternative Pay program is a variable component of the total compensation package of employees that |

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| <p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p> | <p>Non-compliant</p> | | <p>aims to provide contingent financial incentives linked with the Company's financial performance and individual or group performance.</p> |
| <p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p> | <p>Compliant</p> | <p>Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary in 2022 and the</p> | |

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| | | Assistant Corporate Secretary in 2021, hereby certifies that, at the board meeting held on May 4, 2021, the Board discussed and approved the proposed 2021 directors' fees in their totality and the directors did not approve their individual fees. | |
| Optional: Recommendation 2.5 | | | |
| 1. Board approves the remuneration of senior executives. | | Provide proof of board approval | |
| 2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses. | | Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company. | |

| Recommendation 2.6 | | | |
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| 1. Board has a formal and transparent board nomination and election policy. | Compliant | <ul style="list-style-type: none"> • Corporate Governance Manual https://www.petrone.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_C_G_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf | |
| 2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance. | Compliant | <ul style="list-style-type: none"> ➤ It is the policy of the Company that individuals with the appropriate balance of knowledge, competencies, expertise, skills, and independence that are aligned with its strategic direction be nominated and elected as directors of the Company. (§2.2.2.2.2 (b), Corporate Governance Manual) ➤ The Corporate Governance Committee is tasked with pre-screening and shortlisting candidates nominated to become directors, giving due consideration to, among others, (i) their knowledge, skills and expertise, (ii) record of integrity, (iii) having sufficient time to discharge their duties as directors, (iv) their ability to interact with other directors, and (v) their possession of all qualifications and none of the disqualifications to be director (or independent director, as the case may be). The effectiveness of the Board's nomination and election processes is required to be assessed. (§2.2.2.2.2 (b), Corporate Governance Manual) | |

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| <p>3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • <u>Corporate Governance Manual</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_C_G_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf <ul style="list-style-type: none"> ➤ All the stockholders are expressly provided the right to nominate directors. (§5.1.2.2, Corporate Governance Manual) | |
| <p>4. Board nomination and election policy includes how the board shortlists candidates.</p> | <p>Compliant</p> | | |

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| 5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director. | Compliant | <ul style="list-style-type: none"> • <u>Corporate Governance Manual</u> <u>https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_C_G_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</u> <p>Among the functions of the Corporate Governance Committee is to assess the effectiveness of the processes and procedures of the Board in the election or replacement of directors (§2.2.2.2(b)(iii), Corporate Governance Manual)</p> | |
| 6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company. | Compliant | In the assessment of nominees for director and the annual assessment of board, committee and director performance, the directors evaluate whether the individuals nominated and then elected as directors added value and contributed independent judgment to the formulation of sound policies and strategies of the Company. | |

| Optional: Recommendation to 2.6 | | | |
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| 1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors. | | Identify the professional search firm used or other external sources of candidates | |
| Recommendation 2.7 | | | |
| 1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions. | Compliant | Pursuant to the provisions of the Corporate Governance Manual, the Board approved on August 6, 2019 the Policy on Related Party Transactions of the Company that expressly provides as a policy that the Board has the overall responsibility in ensuring the RPTs are compliant with law and are handled in a sound and prudent manner. | |
| 2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions. | Compliant | <ul style="list-style-type: none"> • <u>Corporate Governance Manual</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_C_G_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf <p>Under the Corporate Governance Manual, the Board is tasked with the formulation and implementation of policies and procedures that would ensure the integrity and transparency of related party transactions and which shall include the appropriate review and approval of material or significant RPTs, which guarantee fairness and transparency of the transactions, encompassing all entities within the group and taking into account their size, structure, risk profile and complexity of operations. (§2.2.1.2 (m), Corporate Governance Manual)</p> | |

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| <p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • <u>Policy on Related Party Transactions (RPT Policy)</u> <u>https://www.petron.com/wp-content/uploads/2019/10/Petron-Related-Party-Transactions-Policy-as-filed-with-SEC-on-October-2-2019.pdf</u> <ul style="list-style-type: none"> ➤ Under the RPT Policy, all RPTs are conducted on an arm's length basis and under fair terms in order that no shareholder or stakeholder is unduly disadvantaged and there is no prejudice to the interest of the stakeholders of the Company. ➤ The Board shall have the overall responsibility in ensuring that RPTs are handled in a sound and prudent manner, with integrity, and in effective compliance with applicable laws, rules and regulations at all times to protect the interests of the Company and its subsidiaries and their shareholders and other stakeholders. ➤ The RPT Policy requires the review and endorsement by the Board RPT Committee and the approval by the Board of all related party transactions (either singly or in the aggregate during a 12-month period) involving an amount of at least equal to 10% of the total consolidated assets of the Company based on its latest audited financial statements. <p>On January 11, 2021, the Board Executive Committee, upon recommendation of the Board RPT Committee, approved material RPTs of the Company for 2021 prior to the execution of the relevant contracts.</p> | |
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| | | <p>https://www.petron.com/wp-content/uploads/2021/01/01-11-21-Petron-Matter-approved-at-the-RPT-Com-ExCom-Committee-Meetings-Held-on-January-11-2021..pdf</p> <ul style="list-style-type: none"> • Among the RPTs approved were the 2021 renewal of one-year term contracts for Petron's purchases of crude, gasoline, LPG, asphalt, base oils, ethanol and additives from its wholly-owned subsidiary Petron Singapore Trading Pte. Ltd. ("PSTPL"), which were confirmed by appointed external party Punongbayan & Araullo ("P&A") to be on arm's length terms. At the time of the approval, the transactions were certain to reach the 10% materiality threshold since Petron sources from PSTPL (i) all its crude oil requirements and (ii) when production in the Bataan Refinery and/or local purchases are not sufficient, its finished goods requirements. | |
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Supplement to Recommendations 2.7

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| <p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • <u>Policy on Related Party Transactions (RPT Policy)</u> https://www.petron.com/wp-content/uploads/2019/10/Petron-Related-Party-Transactions-Policy-as-filed-with-SEC-on-October-2-2019.pdf <ul style="list-style-type: none"> ➤ Under the RPT Policy, all RPTs are conducted on an arm's length basis and under fair terms in order that no shareholder or stakeholder is unduly disadvantaged and there is no prejudice to the interest of the stakeholders of the Company. ➤ The RPT Policy requires the review and endorsement by the Board RPT Committee and the approval by the Board of all related party transactions (either singly or in the aggregate during a 12-month period) involving an amount of at least equal to 10% of the total consolidated assets of the Company based on its latest audited financial statements. | |
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| <p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p> | <p>Compliant</p> | <p>Under the RPT Policy, all material RPTs require the approval of at least two-thirds (2/3) vote of the shareholders, if the vote of a majority of the independent directors is not secured.</p> <ul style="list-style-type: none"> • <u>Policy on Related Party Transactions (RPT Policy) (§G)</u> https://www.petron.com/wp-content/uploads/2019/10/Petron-Related-Party-Transactions-Policy-as-filed-with-SEC-on-October-2-2019.pdf | |
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Recommendation 2.8

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| <p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p> | <p>Compliant</p> | <ul style="list-style-type: none"> Under the Corporate Governance Manual, the Board is tasked with the appointment of the Chief Executive Officer and the heads of the other control functions, as part of the Company's internal control system. <p>Corporate Governance Manual (§2.2.1.3.1(c) and (e)) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <ul style="list-style-type: none"> The Board appointed the Chief Executive Officer and President, the Compliance Officer, the AVP for Internal Audit, and the other key officers of the Company. <p>https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> | |
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| <p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p> | <p>Non-compliant</p> | | <p>Management forms part of the personnel of Petron.</p> <p>A regular annual assessment of all employees (including the executives) is undertaken by their respective immediate supervisors (or by the person to whom they directly report, in the case of executives). In the rating of the employee, special emphasis is given to results obtained against established objectives.</p> |
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| Recommendation 2.9 | | | |
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| <p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p> | <p>Non-compliant</p> | | <p>Management forms part of the personnel of Petron.</p> <p>A regular annual assessment of all employees (including the executives) is undertaken by their respective immediate supervisors. In the rating of the employee, special emphasis is given to results obtained against established objectives.</p> |
| <p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p> | <p>Non-compliant</p> | | |

| Recommendation 2.10 | | | |
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| <p>1. Board oversees that an appropriate internal control system is in place.</p> | <p>Compliant</p> | <p>Under the Corporate Governance Manual, the Board has the oversight responsibilities for ensuring the presence of an appropriate, adequate, strong, and effective internal control system that embodies (i) management oversight and control culture; (ii) risk recognition and assessment; (iii) control activities; (iv) information and communication; and (v) monitoring activities and correcting deficiencies.</p> <p><u>Corporate Governance Manual (§2.2.1.3.1)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | |
| <p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p> | <p>Compliant</p> | <p>Among the internal control mechanisms of the Company under the Corporate Governance Manual is a mechanism for monitoring and managing potential conflicts of interest of Management, board members, and shareholders.</p> <p><u>Corporate Governance Manual (§2.2.1.3.1(g))</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | |

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| <p>3. Board approves the Internal Audit Charter.</p> | <p>Compliant</p> | <p>The Board approved the Internal Audit Charter on May 8, 2017.</p> <p><u>SEC Form 17-C</u> <u>(on matters approved by the Board on May 8, 2017)</u> https://www.petron.com/wp-content/uploads/2018/10/05_08_17_-_Matters_Approved_at_the_May_8_2017_Board_Meeting_.pdf</p> <p><u>Internal Audit Charter</u> https://www.petron.com/wp-content/uploads/2018/09/Petron-Internal-Audit-Charter.pdf</p> | |
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| Recommendation 2.11 | | | |
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| <p>1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.</p> | Compliant | <ul style="list-style-type: none"> • Under the Corporate Governance Manual, the Board is tasked to oversee that a sound enterprise risk management framework is in place to effectively identify, monitor, assess, and manage key business risks. <p><u>Corporate Governance Manual (§2.2.1.3.2)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <ul style="list-style-type: none"> • As Petron's operation is an integrated value chain, risks emanate from every process and some can cut across divisions. The results of these activities flow up to the Management Committee and eventually the Board through the Company's annual business plan presented to and approved by the Board. <p>The Company's risk management framework, process and strategies are discussed in the 2021 SEC Form 17-A (Annual Report), pages 19-21.</p> <p>https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</p> | |
| <p>2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well</p> | Compliant | | |

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| <p>as the effectiveness of risk management strategies.</p> | | | |
| Recommendation 2.12 | | | |
| <p>1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.</p> | <p>Compliant</p> | <p>The Board approved the Board Charter on May 16, 2017, a copy of which is posted in the Petron website.</p> <p>The Board Charter provides for the duties and responsibilities of the Board and guides the Board in the discharge of its duties.</p> <ul style="list-style-type: none"> • Board approval https://www.petron.com/wp-content/uploads/2018/10/05_24_17_-_Amended_Matters_Aproved_at_the_May_16_2017_Organizational_Board_Meeting_.pdf • Board Charter https://www.petron.com/wp-content/uploads/2018/09/a.-Petron-Board-of-Directors-Charter.pdf | |
| <p>2. Board Charter serves as a guide to the directors in the performance of their functions.</p> | <p>Compliant</p> | | |

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| 3. Board Charter is publicly available and posted on the company's website. | Compliant | | |

| Additional Recommendation to Principle 2 | | | |
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| 1. Board has a clear insider trading policy. | Compliant | The Company has an insider trading policy adopted by the Board on May 8, 2013. https://www.petron.com/wp-content/uploads/2018/09/Policy-on-Dealings-in-Securities.pdf | |
| Optional: Principle 2 | | | |
| 1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates. | Compliant | The Company has a general related party transactions policy that requires that all related party transactions must be done on an arm's length basis to safeguard the interests of the Company and its minority shareholders and other stakeholders. Under the RPT Policy, directors are expressly included as a related party of the Company. https://www.petron.com/wp-content/uploads/2019/10/Petron-Related-Party-Transactions-Policy-as-filed-with-SEC-on-October-2-2019.pdf | |
| 2. Company discloses the types of decision requiring board of directors' approval. | Compliant | Except for transactions in the ordinary course of business which are covered by the General Resolutions approved by the Board annually at the organizational board meeting and amended by it from to time as the needs of the Company require, all corporate acts are approved by the Board or the Executive Committee of the Board. Matters approved by the Board in 2021 include the matters set out Annex B of the 2022 | |

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| | | <p>Information Statement and various disclosures made after each and every material matter approved by the Board:</p> <p>https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf</p> <p>https://www.petron.com/investor-relations/our-disclosures/</p> | |
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Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

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| <p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p> | <p>Compliant</p> | <p>In addition to then existing Executive Committee, Petron established and/or re-organized its board committees on May 8, 2017 as follows committees pursuant to the Corporate Governance Manual:</p> <ol style="list-style-type: none"> 1. Audit Committee 2. Corporate Governance Committee 3. Risk Oversight Committee 4. Related Party Transaction Committee <ul style="list-style-type: none"> • Corporate Governance Manual https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SE_C_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf • Board creation of the committees https://www.petron.com/wp-content/uploads/2018/10/05_08_17_-_Matters_Appeared_at_the_May_8_2017_Board_Meeting_.pdf • Appointment of committee members for 2021-2022 https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf | |
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| Recommendation 3.2 | | | |

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| <p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p> | <p>Compliant</p> | <p>The Audit Committee was re-organized on May 8, 2017 pursuant to the provisions of the Corporate Governance Manual.</p> <p>Among the functions of the Audit Committee are ensuring that systems and processes are designed to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of operations, and safeguarding of assets and overseeing the senior Management in establishing and maintaining an adequate, effective and efficient internal control framework.</p> <p>On May 16, 2017, the Board approved the Audit Committee Charter.</p> <ul style="list-style-type: none"> • Corporate Governance Manual (§2.2.2.3) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf • Board creation of the committees https://www.petron.com/wp-content/uploads/2018/10/05_08_17_-_Matters_Approved_at_the_May_8_2017_Board_Meeting_.pdf • Audit Committee Charter https://www.petron.com/wp-content/uploads/2018/09/c.-Petron-Audit-Committee-Charter.pdf | |
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| <p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p> | <p>Compliant</p> | <p>In 2021, the Petron Audit Committee was composed of five (5) non-executive directors, three (3) of whom were independent directors.</p> <p>It was headed by an independent director who did not hold the Chairmanship of the Board or any other board committee.</p> <ul style="list-style-type: none"> • The Chairperson and members of the Audit Committee in 2021 were the following: <ul style="list-style-type: none"> ➢ Margarito B. Teves - Chairperson (Independent Director) ➢ Artemio V. Panganiban - Member (Independent Director) ➢ Carlos Jericho L. Petilla - Member (Independent Director) ➢ Estelito P. Mendoza - Member ➢ Aurora T. Calderon - Member (certified public accountant) <p>https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> <ul style="list-style-type: none"> • Board appointment of officers and committee members (indicating that only Messrs. Ramon S. Ang and Lubin B. Nepomuceno are executive directors) <p>https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> <ul style="list-style-type: none"> • Qualifications of the Audit Committee members are set out in the directors' profiles in the 2021 Information Statement and the 2021 SEC Form 17-A (Annual Report) | |
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| | | <ul style="list-style-type: none">➤ 2021 Information Statement (pages 17-23) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf ➤ 2021 SEC Form 17-A (Annual Report) (pages 49-54) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf | |
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| <p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p> | <p>Compliant</p> | <p>In 2021, the members of the Audit Committee were the following:</p> <ul style="list-style-type: none"> • Margarito B. Teves – Chairperson (Independent Director) • Artemio V. Panganiban - Member (Independent Director) • Carlos Jericho L. Petilla – Member (Independent Director) • Estelito P. Mendoza - Member • Aurora T. Calderon - Member (certified public accountant) <p>https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> <p>The committee members' profiles are set out in the 2021 Information Statement and the 2021 SEC Form 17-A (Annual Report).</p> <ul style="list-style-type: none"> • 2021 Information Statement (pages 17-23) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf • 2021 SEC Form 17-A (Annual Report) (pages 49-54) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
| <p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • In 2021, the Audit Committee was headed by Mr. Margarito B. Teves. David, an independent director. <p>He was neither the Chairperson of the Board nor the Chairman of any other board committee.</p> | |

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| | | <p>https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> <ul style="list-style-type: none"> • Mr. Teves's profile was set out in the 2021 Information Statement and the 2021 SEC Form 17-A (Annual Report). • 2022 Information Statement (pages 21-22) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf • 2021 SEC Form 17-A (Annual Report) (page 54) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
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| Supplement to Recommendation 3.2 | | | |
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| 1. Audit Committee approves all non-audit services conducted by the external auditor. | Compliant | The Corporate Governance Manual requires this. But for 2021, the external auditor did not perform any non-audit related services. | |
| 2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present. | Compliant | <p>The Audit Committee reviewed with the external auditor the annual audit plan, audit methodology, audit observations on the Company's internal controls, and annual financial statements.</p> <p>Audit Committee Report for 2021 <u>2021 SEC Form 17-A (Annual Report) (page 47)</u></p> <p><u>https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</u></p> | |
| Optional: Recommendation 3.2 | | | |

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| 1. Audit Committee meets at least four times during the year. | Compliant | <p>In 2021, the Audit Committee held four (4) meetings on March 9, May 4, August 3 and November 9.</p> <p>2021 SEC Form 17-A (Annual Report) (page 61) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</p> | |
| 2. Audit Committee approves the appointment and removal of the internal auditor. | Compliant | <p>Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary in 2022 and the Assistant Corporate Secretary in 2021, certifies that he Company has its Internal Audit Department led by Mr. Ronald T. Ferrer, Assistant Vice President - Internal Audit who was first appointed by the Board on August 8, 2017, upon the endorsement of the Audit Committee, and re-appointed yearly thereafter, including in 2021 at the May 18, 2021 organizational board meeting.</p> | |
| Recommendation 3.3 | | | |
| 1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee. | Compliant | <p>The Corporate Governance Committee was re-organized on May 8, 2017 pursuant to the provisions of the Corporate Governance Manual.</p> <p>Among its responsibilities are those (i) formerly undertaken by the Nomination and Compensation Committees (§2.2.2.2(b) and (c), Corporate Governance Manual; pages 3-5, Corporate Governance Committee Charter) and (ii) related to governance (§2.2.2.2(a), Corporate Governance Manual; pages 2-3, Corporate Governance Committee Charter)</p> | |

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| | | <p>On May 16, 2017, the Board approved the Corporate Governance Committee Charter.</p> <ul style="list-style-type: none"> • Corporate Governance Manual (§2.2.2.2(a),(b) and (c)) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SE_C_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf • Board creation of the committees https://www.petron.com/wp-content/uploads/2018/10/05_08_17_-_Matters_Approved_at_the_May_8_2017_Board_Meeting_.pdf • Corporate Governance Committee Charter (pages 2-5) https://www.petron.com/wp-content/uploads/2018/09/e.-Petron-Corporate-Governance-Committee-Charter.pdf | |
| <p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p> | <p>Compliant</p> | <p>The members of the Corporate Governance Committee, including three (3) independent directors of the Company in 2021 were the following:</p> <ul style="list-style-type: none"> • Carlos Jericho L. Petilla - Chairperson (Independent Director) • Margarito B. Teves - Member (Independent Director) • Artemio V. Panganiban - Member (Independent Director) • Estelito P. Mendoza - Member (Non-Executive Director) • Virgilio S. Jacinto - Member (Non-Executive Director) | |

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| | | https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf The committee members' profiles are set out in the 2021 Information Statement and the 2021 SEC Form 17-A (Annual Report). <ul style="list-style-type: none"> ➤ 2021 Information Statement (pages 17-23) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf ➤ 2021 SEC Form 17-A (Annual Report) (pages 49-54) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
| 3. Chairman of the Corporate Governance Committee is an independent director. | Compliant | In 2021, Mr. Carlos Jericho L. Petilla, an independent director, was the Chairperson of the Corporate Governance Committee. https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf | |
| Optional: Recommendation 3.3. | | | |
| 1. Corporate Governance Committee meets at least twice during the year. | Compliant | The Corporate Governance Committee held two (2) meetings 2021 on March 9 and May 4, as reported in the 2021 SEC Form 17-A (Annual Report) (pages 60-61). | |

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| Recommendation 3.4 | | | |
| <p>1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.</p> | <p>Compliant</p> | <p>The BROC was created on May 8, 2017 pursuant to the provisions of the Corporate Governance Manual.</p> <p>The BROC is tasked with the oversight of the Company's Enterprise Risk Management system to ensure its functionality and effectiveness. (§2.2.2.4, Corporate Governance Manual; page 1, BROC Charter)</p> <p>On May 16, 2017, the Board approved the BROC Charter.</p> <ul style="list-style-type: none"> • Corporate Governance Manual https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SE_C.CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017..pdf • Board creation of the committees https://www.petron.com/wp-content/uploads/2018/10/05_08_17_-_Matters_Approved_at_the_May_8_2017_Board_Meeting..pdf • BROC Charter https://www.petron.com/wp-content/uploads/2018/09/d.-Petron-Risk-Oversight-Committee-Charter.pdf | |

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| <p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p> | <p>Compliant</p> | <p>In 2021, BROC had three (3) members, two (2) of whom were independent directors of the Company:</p> <ul style="list-style-type: none"> • Carlos Jericho L, Petilla - Chairman (Independent Director) • Margarito B. Teves - Member (Independent Director) • Aurora T. Calderon - Member (Non-Executive Director) <p>https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> <p>The committee members' profiles are set out in the 2021 Information Statement and the 2021 SEC Form 17-A (Annual Report).</p> <ul style="list-style-type: none"> ➤ 2021 Information Statement (pages 17-23) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf ➤ 2021 SEC Form 17-A (Annual Report) (pages 49-54) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
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| <p>3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.</p> | <p>Non-compliant</p> | | <p>BROCC Chairman Independent Director Carlos Jerico L. Petilla was not the Chairman of the Board but he was also Chairperson of the Corporate Governance Committee. This notwithstanding, his performance showed that he was able to sufficiently prepare for the meetings and participate in committee discussions.</p> <p>https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> |
| <p>4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.</p> | <p>Compliant</p> | <p>BROCC member Independent Director former Supreme Court Chief Justice Artemio V. Panganiban has had the experience to head the Risk Management Committee of at least two other listed companies.</p> | |

Recommendation 3.5

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| <p>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p> | Compliant | <p>The RPT Committee was created on May 8, 2017 pursuant to the provisions of the Corporate Governance Manual.</p> <p>The RPT Committee is tasked with reviewing the material related party transactions of the Company (§2.2.2.5, Corporate Governance Manual; page 1, RPT Committee Charter).</p> <p>On May 16, 2017, the Board approved the RPT Committee Charter.</p> <ul style="list-style-type: none">• Corporate Governance Manual (§2.2.2.5) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf• Board creation of the committees https://www.petron.com/wp-content/uploads/2018/10/05_08_17_-_Matters_Appeared_at_the_May_8_2017_Board_Meeting_.pdf• RPT Committee Charter https://www.petron.com/wp-content/uploads/2018/09/f.-Petron-Related-Party-Transaction-Committee-Charter.pdf | |
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| <p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p> | <p>Compliant</p> | <p>In 2021, the RPT Committee had three (3) non-executive members, two (2) of whom were independent directors of the Company:</p> <ul style="list-style-type: none"> • Artemio V. Panganiban - Chairperson (Independent Director) • Margarito B. Teves - Member (Independent Director) • Aurora T. Calderon - Member (Non-Executive Director) <p>https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> <p>The committee members' profiles are set out in the 2021 Information Statement and the 2021 SEC Form 17-A (Annual Report).</p> | |

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| | | <ul style="list-style-type: none"> ➤ 2021 Information Statement (pages 17-23) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf ➤ 2021 SEC Form 17-A (Annual Report) (pages 49-54) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
| Recommendation 3.6 | | | |
| 1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information. | Compliant | <p>Each of the board committees of the Company has its charter that sets out its (i) purpose, (ii) composition (chairmanship and membership), (iii) meeting rules and procedures, (iv) duties and responsibilities, (v) reporting procedures, (vi) access to information and resources, and (vii) evaluation and assessment.</p> <p>Each board charter requires the committee to periodically assess its effectiveness by comparing its performance with the requirements of the charter and the Corporate Governance Manual of the Company to ensure compliance with the Charter, the Corporate Governance Manual, and best practice.</p> | |
| 2. Committee Charters provide standards for evaluating the performance of the Committees. | Compliant | | |

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| <p>3. Committee Charters were fully disclosed on the company's website.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • Executive Committee Charter https://www.petron.com/wp-content/uploads/2018/09/b.-Petron-Executive-Committee-Charter.pdf • Audit Committee Charter https://www.petron.com/wp-content/uploads/2018/09/c.-Petron-Audit-Committee-Charter.pdf • Corporate Governance Committee https://www.petron.com/wp-content/uploads/2018/09/e.-Petron-Corporate-Governance-Committee-Charter.pdf • RPT Committee https://www.petron.com/wp-content/uploads/2018/09/f.-Petron-Related-Party-Transaction-Committee-Charter.pdf • BROCC https://www.petron.com/wp-content/uploads/2018/09/d.-Petron-Risk-Oversight-Committee-Charter.pdf | |
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Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

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| <p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.</p> | <p>Compliant</p> | <p>Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary in 2022 and the Assistant Corporate Secretary in 2021, hereby certifies that the directors participated in the discussions during board and committee meetings held in 2021 by requesting clarifications, raising questions, and making recommendations as they deem necessary.</p> <p>In case of the attendance of any director via teleconference, the electronic presence of such director was advised the Board and a confirmation that the line was clear was obtained from such director and those physically present.</p> <ul style="list-style-type: none"> • Director attendance at board and stockholders' meetings <p><u>2021 SEC Form 17-A (Annual Report) (pages 54-55)</u> https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</p> <p><u>Sworn Certification submitted to the SEC on 2021 Director Attendance</u> https://www.petron.com/wp-content/uploads/2021/12/12-03-21-Petron-Sworn-Certification-on-Board-Attendance-for-2021.-1.pdf</p> <ul style="list-style-type: none"> • <u>Director attendance at board committee meetings 2021 SEC Form 17-A (Annual Report) (pages 59-62)</u> https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
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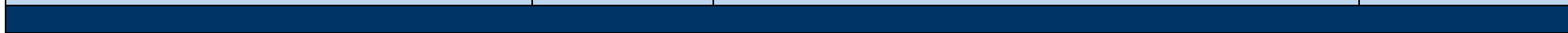
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| <p>2. The directors review meeting materials for all Board and Committee meetings.</p> | <p>Compliant</p> | <p>Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary in 2022 and the Assistant Corporate Secretary in 2021, hereby certifies that directors participated in the discussions during board and committee meetings in 2021 by requesting clarifications, raising questions, and making recommendations as they deem necessary, which may reasonably be attributed to, among others, their review of the meeting materials.</p> | |

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| <p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p> | <p>Compliant</p> | <p>Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary in 2022 and the Assistant Corporate Secretary in 2021, hereby certifies that the directors participated in the discussions during board and committee meetings in 2021 by requesting clarifications, raising questions, and making recommendations as they deem necessary.</p> | |
| <p>Recommendation 4.2</p> | | | |
| <p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p> | <p>Non-compliant</p> | <p>The Corporate Governance Manual of the Company provides that the Company shall consider that the non-executive directors of the Board concurrently serve as directors to a maximum of five (5) publicly listed companies shall be considered by the Company.</p> <p>The directorships of the Company directors in listed and non-listed companies are set out in the 2021 SEC Form 17-A (Annual Report) and the 2022 Information Statement.</p> <ul style="list-style-type: none"> ➤ 2021 Information Statement (pages 17-23) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf ➤ 2021 SEC Form 17-A (Annual Report) (pages 49-54) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf | <p>While director former Chief Justice Artemio V. Panganiban served in more than five (5) publicly listed companies in 2021, his performance in the Petron Board that year showed that he was able to sufficiently prepare for the meetings and participate in board discussions.</p> |

| Recommendation 4.3 | | | |
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| <p>1. The directors notify the company's board before accepting a directorship in another company.</p> | <p>Compliant</p> | <p>A director's duty to notify the Board before accepting a directorship in another company is specifically set out in the Corporate Governance Manual (§2.2.1.9). https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_C_G_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <p>At the May 4, 2021 board meeting, the Board was notified about the letter of Independent Director former Chief Justice Artemio V. Panganiban dated April 28, 2021 advising that he may be elected as an independent director of a non-San Miguel Group listed company in the latter's 2021 annual stockholders' meeting and such company's real estate investment trust company later in 2021.</p> | |
| Optional: Principle 4 | | | |
| <p>1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.</p> | <p>Compliant</p> | <p>The only executive directors of the Company are Messrs. Ramon S. Ang (Chief Executive Officer and President) and Lubin B. Nepomuceno (General Manager).</p> <p>Mr. Ang only held directorships in listed companies in the San Miguel Group to which Petron belongs.</p> <p>Mr. Nepomuceno only held a directorship in Petron.</p> <ul style="list-style-type: none"> ➤ 2021 Information Statement (pages 17-23) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf ➤ 2021 SEC Form 17-A (Annual Report) (pages 49-54) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |

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| <p>2. Company schedules board of directors' meetings before the start of the financial year.</p> | <p>Compliant</p> | <p>Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary in 2022 and the Assistant Corporate Secretary in 2021, hereby certifies that the schedule board meetings for the next year is presented to and approved by the Board the year before.</p> <p>For 2021, the schedule of board meetings for that year was presented and approved by the Board at its meeting held on November 3, 2020.</p> | |
| <p>3. Board of directors meet at least six times during the year.</p> | <p>Compliant</p> | <p>In 2021, the Petron Board held six (6) board meetings on February 16, March 9, May 4, May 18, August 3, and November 9.</p> <ul style="list-style-type: none"> ➤ <u>2021 SEC Form 17-A (Annual Report) (page 55)</u> https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf ➤ <u>Sworn Certification submitted to the SEC on 2021 Director Attendance</u> https://www.petron.com/wp-content/uploads/2021/12/12-03-21-Petron-Sworn-Certification-on-Board-Attendance-for-2021.-1.pdf | |

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| 4. Company requires as minimum quorum of at least 2/3 for board decisions. | | Indicate the required minimum quorum for board decisions | |
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Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs

Recommendation 5.1

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| <p>1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.</p> | <p>Non-compliant</p> | | <p>In 2021, the 15-person Petron Board had three (3) independent directors.</p> <ul style="list-style-type: none"> • While the number of independent directors did not reach 1/3 of the Petron Board, the three (3) independent directors discharged their functions with independent judgment to safeguard the interests of all the shareholders as a whole. • The Board has appointed a Lead Independent Director to further ensure that the independent views of the independent directors are freely expressed, conflicts of interest of directors are avoided, and balance of power and authority among the directors is promoted. <p>Mr. Margarito B. Teves was appointed on May 18, 2021 as the Company's Lead Independent Director.</p> <p>https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> |
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Recommendation 5.2

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| <p>1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • All the independent directors elected in 2021 had all the qualifications and none of the disqualifications to hold the position of independent director as set out in applicable law and regulations, the Company's By-laws, and the Corporate Governance Manual. <ul style="list-style-type: none"> ➤ Company's By-laws (Article III, §2 and 3-A) <ul style="list-style-type: none"> https://www.petron.com/wp-content/uploads/2018/10/Amended-By-Laws-as-of-11.29.11.pdf ➤ Corporate Governance Manual (§2.2.1.5 and 2.2.1.6) <ul style="list-style-type: none"> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf • Each of the independent directors elected in 2021, namely former Chief Justice Artemio V. Panganiban, Mr. Margarito B. Teves, and Mr. Carlos Jericho L. Petilla executed the Certificate of Independent Director, certifying, among others, that he had all the qualifications and none of the disqualifications to hold the position of independent director of Petron. <p>Annexes A-1 to A-3 of the 2021 Definitive Information Statement (pages 34-36)</p> <p>https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf</p> | |
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| Supplement to Recommendation 5.2 | | | |
| 1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently. | Compliant | <p>To the best knowledge of the undersigned, there are no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p> <p>Further, the directors of the Company are specifically mandated by the Corporate Governance Manual to act judiciously and exercise objective and independent judgment on all matters. (§2.2.1.4 (c)and (d))</p> <p>https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | |
| Recommendation 5.3 | | | |
| 1. The independent directors serve for a cumulative term of nine years (reckoned from 2012). | Non-compliant but the Board provided meritorious justifications and sought | The Corporate Governance Manual sets out the company policy on the nine (9)-year term limit of independent directors (§2.2.1.6.2) but, in the instance that the Company wants to retain an Independent Director who has served for nine (9) years, the Board shall provide meritorious justifications and seek shareholders' approval during the annual shareholders' meeting. | Pursuant to the Corporate Governance Manual (§2.2.1.6.2), the Board provided meritorious justification and |

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| | <p>shareholders' approval during the 2021 annual shareholders' meeting to retain Independent Director former Chief Justice Artemio V. Panganiban</p> | <p>https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | <p>sought shareholders' approval during the annual shareholders' meeting held on March 18, 2021 for the retention of former Chief Justice Artemio V. Panganiban as an independent director in the same capacity after nine (9) years.</p> <p>Upon recommendation by the Board Corporate Governance Committee, Independent Director Panganiban was determined by the Board to have brought high standards of corporate governance to the</p> |
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| | | | <p>Company and objectively contributed his insights to the committees where he either chaired or was a member of, and to the Board, based on his years of experience and expertise in the legal profession. The Board found that the independence of Independent Director Panganiban had not been diminished or impaired by his long service as a member of the Board and that it had full confidence that he would continue acting as an independent director with the same zeal,</p> |
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| | | | <p>diligence and vigor as when first elected.</p> <ul style="list-style-type: none"> • 2021 Definitive Information Statement (pages 7 and 23) https://www.petron.com/wpcontent/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf • Minutes of the 2021 Annual Stockholders' Meeting (pages 13-14) https://www.petron.com/wp-content/uploads/2021/05/Petron-2021-ASM-Minutes_Draft-for-Website-Posting..pdf • Corporate Governance Manual (§2.2.1.6.2). https://www.petron.com/wp-content/uploads/20 |
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| | | | 18/09/05_29_17 - Petron Manual on Corporate Governance Based on 2016 SEC CG Code for PLCs as filed with SEC on May 29 2017 .pdf |
| 2. The company bars an independent director from serving in such capacity after the term limit of nine years. | Non-compliant but the Board provided meritorious justifications and sought shareholders' approval during the 2021 annual shareholders' meeting to retain Independent Director former Chief Justice Artemio V. Panganiban | The Corporate Governance Manual sets out the company policy on the nine (9)-year term limit of independent directors (§2.2.1.6.2) but, in the instance that the Company wants to retain an Independent Director who has served for nine (9) years, the Board shall provide meritorious justifications and seek shareholders' approval during the annual shareholders' meeting. https://www.petron.com/wp-content/uploads/2018/09/05_29_17 - Petron Manual on Corporate Governance Based on 2016 SEC CG Code for PLCs as filed with SEC on May 29 2017. .pdf | Pursuant to the Corporate Governance Manual (§2.2.1.6.2), the Board provided meritorious justification and sought shareholders' approval during the annual shareholders' meeting held on March 18, 2021 for the retention of former Chief Justice Artemio V. Panganiban as an independent director in the same capacity after nine (9) years. |

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| | | | <p>Upon recommendation by the Board Corporate Governance Committee, Independent Director Panganiban was determined by the Board to have brought high standards of corporate governance to the Company and objectively contributed his insights to the committees where he either chaired or was a member of, and to the Board, based on his years of experience and expertise in the legal profession. The Board found that the independence of Independent</p> |
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| | | | <p>Director Panganiban had not been diminished or impaired by his long service as a member of the Board and that it had full confidence that he would continue acting as an independent director with the same zeal, diligence and vigor as when first elected.</p> <ul style="list-style-type: none"> • 2021 Definitive Information Statement (pages 7 and 23) https://www.petron.com/wpcontent/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf |
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| | | | <ul style="list-style-type: none"> • Minutes of the 2021 Annual Stockholders' Meeting (pages 13-14) https://www.petron.com/wp-content/uploads/2021/05/Petron-2021-ASM-Minutes_Draft-for-Website-Posting_.pdf • Corporate Governance Manual (§2.2.1.6.2). https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCS_as_filed_with_SEC_on_May_29_2017_.pdf |
| <p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p> | <p>Compliant</p> | <p>The Board provided meritorious justification and sought shareholders' approval during the annual shareholders' meeting held on March 18, 2021 for the retention of former Chief Justice Artemio V. Panganiban as an independent director in the same capacity after nine years, pursuant to the Corporate Governance Manual (§2.2.1.6.2).</p> | |

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| | | <p>Upon recommendation by the Board Corporate Governance Committee, Independent Director Panganiban was determined by the board to brought high standards of corporate governance to the Company and objectively contributed his insights to the committees where he either chaired or was a member of, and to the Board, based on his years of experience and expertise in the legal profession. The Board found that the independence of Independent Director Panganiban had not been diminished or impaired by his long service as a member of the Board and that it had full confidence that he would continue acting as an independent director with the same zeal, diligence and vigor as when first elected.</p> <ul style="list-style-type: none"> • 2021 Definitive Information Statement (pages 7 and 23) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf • Minutes of the 2021 Annual Stockholders' Meeting (pages 13-14) https://www.petron.com/wp-content/uploads/2021/05/Petron-2021-ASM-Minutes_Draft-for-Website-Posting-.pdf • Corporate Governance Manual (§2.2.1.6.2). https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SE_C_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf | |
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Recommendation 5.4

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| <p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p> | <p>Non-compliant</p> | | <p>The position of Chairman is currently vacant.</p> <p>The President and Chief Executive Officer of the Company is Mr. Ramon S. Ang.</p> <p>SEC 17-C on the results of the 2021 organizational board meeting https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> |
| <p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p> | <p>Compliant</p> | <p>➤ The separate and distinct responsibilities and duties of the Chairman of the Board and the Chief Executive Officer are set out Corporate Governance Manual (§2.2.3.1 and 2.2.3.2, respectively)</p> <p>https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-</p> | |

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| | | <p>Petron Manual on Corporate Governance Based on 2016 SEC CG Code for PLCs as filed with SEC on May 29 2017. .pdf</p> <ul style="list-style-type: none"> ➤ The Chairman is responsible for providing leadership to the Board, such as by ensuring that the meeting agenda focus on strategic matters and facilitating discussions on key issues among directors during board meetings. <p>The Chairman is the head of the Board, which has the task of fostering the long-term success of the Company by, among others, monitoring the performance of Management - led by the Chief Executive Officer - in implementing the Company's strategies and thrusts.</p> <ul style="list-style-type: none"> ➤ The Chief Executive Officer is responsible for the general supervision, administration and management of the business of the Company and has the power and duty to establish general administrative and operating policies. | |
| Recommendation 5.5 | | | |
| <p>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</p> | <p>Compliant</p> | <p>The acting Chairman of the Petron Board is not an independent director.</p> <p>Mr. Margarito B. Teves, an independent director, was appointed on May 18, 2021 as the Lead Independent Director.</p> <p>https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> | |

| Recommendation 5.6 | | | |
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| <p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • The Corporate Governance Manual specifically requires a director to conduct fair business transactions with the Company and to ensure that personal interest does not conflict with the interests of the Company. A director with a material interest in any transaction affecting the Company is required to abstain from taking part in the deliberations for such transaction (§2.2.1.4(a)). <p>https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <ul style="list-style-type: none"> • Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary in 2022 and the Assistant Corporate Secretary in 2021 hereby certifies that, in 2021, directors abstained from discussion and voting on matters in which they had a material interest, such as the matter of their respective nominations as directors for the ensuing year which was discussed and approved at the board meeting held on March 9, 2021. | |

| Recommendation 5.7 | | | |
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| 1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present. | Non-compliant | | While no separate meeting was held among the non-executive directors, the external auditor and heads of the internal audit, compliance and risk functions, the Audit Committee (which is composed of non-executive directors and chaired by Lead Independent Director Margarito B. Teves) (i) reviewed with the external auditor the annual audit plan, audit methodology, audit observations on the Company's internal controls, and annual financial statements and (ii) reviewed with the Assistant Vice President - Internal Audit and approved the annual internal audit plan and reviewed the Internal Audit Department's report on the adequacy of the internal control environment in the areas covered by their audit. |
| 2. The meetings are chaired by the lead independent director. | Non-compliant | | |
| Optional: Principle 5 | | | |
| 1. None of the directors is a former CEO of the company in the past 2 years. | | Provide name/s of company CEO for the past 2 years | |

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

Recommendation 6.1

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| 1. Board conducts an annual self-assessment of its performance as a whole. | Compliant | <p>Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary in 2022 and the Assistant Corporate Secretary in 2021, hereby certifies that the directors, including the Chairman, conducted a self-assessment of their performance for 2021 as directors, with the summary of the results set out in the 2022 Definitive Information Statement and the 2021 SEC Form 17-A (Annual Report).</p> <ul style="list-style-type: none"> ➤ 2022 Information Statement (pages 85-86) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf ➤ 2021 SEC Form 17-A (Annual Report) (pages 70-71) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf | |
| 2. The Chairman conducts a self-assessment of his performance. | Compliant | | |
| 3. The individual members conduct a self-assessment of their performance. | Compliant | | |
| 4. Each committee conducts a self-assessment of its performance. | Non-compliant | | The Company is reviewing its self-assessment form for necessary revisions. |

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| <p>5. Every three years, the assessments are supported by an external facilitator.</p> | <p>Not compliant</p> | | <p>Pursuant to Section 6.1 of the Corporate Governance Manual of the Company, every three (3) years, the assessment may be supported by an external facilitator.</p> <p><u>Corporate Governance Manual (§6.1)</u> https://www.petron.com/wp-content/uploads/2018/09/05-29-17-Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PL_Cs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <p>The directors accomplish, on an annual basis, their respective individual self-assessments and they have determined that</p> |
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| | | | <p>such self-assessments continue to measure, and be reflective of, the efficient and competent performance of the Board, the board committees, and the directors themselves, without present need for the engagement of an external facilitator.</p> |
| <p>Recommendation 6.2</p> | | | |

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| <p>1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.</p> | <p>Compliant</p> | <p>The Board-adopted assessment forms are accomplished by the directors annually. The assessment covers the evaluation of the (i) fulfillment of the key responsibilities of the Board; (ii) relationship between the Board and the Management of the Company; (iii) effectiveness of board and committee processes and meetings; and (iv) individual performance of the directors.</p> <p>The details of the specific criteria covered by the 2021 annual assessment form are discussed in more detail in the 2022 Definitive Information Statement and the 2021 SEC Form 17-A (Annual Report).</p> <ul style="list-style-type: none"> ➤ 2022 Information Statement (pages 85-86) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf ➤ 2021 SEC Form 17-A (Annual Report) (pages 70-71) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf <p>The self-assessment form may be enhanced such that the Board assesses itself as a whole and each committee assesses its own performance.</p> <ul style="list-style-type: none"> • Part of the annual assessment of the directors is how the Board considered the interests of all shareholder groups. Among the mechanisms for receiving | |
| <p>2. The system allows for a feedback mechanism from the shareholders.</p> | <p>Compliant</p> | <p></p> | |

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| | | shareholder feedback is the establishment of an Investor Relations Office and engagement of a stock transfer service provider that ensure constant engagement with, and timely and proper communications with, the Company's shareholders. | |
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Recommendation 7.1

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.

Compliant

- The Board adopted the Code of Conduct and Ethical Business Policy of the Company on May 8, 2018. This version consolidated standards for professional and ethical behavior set out in various Petron policies.

SEC Form 17-C on the Board approval
https://www.petron.com/wp-content/uploads/2018/10/05_08_18_-_Matters_Approved_at_the_May_8_2018_Board_Meeting_.pdf

Code of Conduct and Ethical Business Policy
<https://www.petron.com/wp-content/uploads/2018/09/Petron-Code-of-Conduct-and-Ethical-Business-Policy-adopted-5.8.18.pdf>

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| <p>2. The Code is properly disseminated to the Board, senior management and employees.</p> | <p>Compliant</p> | <p>The Code of Conduct and Ethical Business Policy of the Company formed part of the materials provided to first-time directors and the orientation program for new employees. Further, a copy is accessible in the Petron website and the Petron intranet <i>Pethub</i>.</p> | |
| <p>3. The Code is disclosed and made available to the public through the company website.</p> | <p>Compliant</p> | <p>The Code of Conduct and Ethical Business Policy of the Company is posted in the company website.</p> <p>https://www.petron.com/wp-content/uploads/2018/09/Petron-Code-of-Conduct-and-Ethical-Business-Policy-adopted-5.8.18.pdf</p> | |

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Supplement to Recommendation 7.1

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| <p>1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> The Code of Conduct and Ethical Business Policy of the Company specifically sets out the policy against the solicitation and/or receipt or offer and/or making of illegal payments to obtain favors for the Company. <p><u>Code of Conduct and Ethical Business Policy (§5.2 and 5.3)</u> https://www.petron.com/wp-content/uploads/2018/09/Petron-Code-of-Conduct-and-Ethical-Business-Policy-adopted-5.8.18.pdf</p> <ul style="list-style-type: none"> Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary in 2022 and the Assistant Corporate Secretary in 2021, hereby further certifies that the Company Rules and Regulations on Discipline specifically provide the penalty of up to the dismissal of any employee who is found, after due investigation, to have committed bribery. The Code of Conduct and Ethical Business Policy and the Company Rules and Regulations on Discipline form part of the orientation program of new employees to ensure that they are aware of the strict policy of the Company against bribery. | |
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| Recommendation 7.2 | | | |
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| 1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics. | Compliant | <ul style="list-style-type: none"> Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the General Counsel, Corporate Secretary, and Compliance Officer hereby certifies that the standards of conduct embodied in the Code of Conduct and Ethical Business Policy are also set out in the Company Rules and Regulations on Discipline. A violation of a standard under the Code of Conduct and Ethical Business Policy can result in a penalty of up to the dismissal of an employee who is found, after due investigation, to have committed such violation. The directors, officers, and employees of the Company are required to comply with the provisions of Code of Conduct and Ethical Business Policy and any findings on non-compliance. <p><u>Code of Conduct and Ethical Business Policy</u> https://www.petron.com/wp-content/uploads/2018/09/Petron-Code-of-Conduct-and-Ethical-Business-Policy-adopted-5.8.18.pdf</p> | |
| 2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies. | Compliant | | |

Disclosure and Transparency

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

Recommendation 8.1

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| <p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p> | <p>Compliant</p> | <p><u>Policy</u></p> <p>Under the Corporate Governance Manual, the Company should establish corporate disclosure policies and procedures that (i) are practical and in accordance with best practices and regulatory expectations and (ii) will ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of the financial condition, results and business operations of the Company.</p> <p><u>Procedure</u></p> <p>All disclosed information of the Company are released via the appropriate exchange procedure or mechanisms applicable to the Company (such as those of the Philippine Stock Exchange and The Philippine Dealing & Exchange Corp.) as well as through its annual report on SEC Form 17-A and such other report as may be required by the SEC or any other applicable regulatory body.</p> <p>Matters to be disclosed include: (i) all material information about the Company which could adversely affect its viability or the interest of its stockholders and other stakeholders (such as earnings results, acquisition or disposal of significant assets, board changes, related party transactions, shareholdings of directors and changes to ownership); (ii) dealings with Petron shares by directors and officers; (iii) material and reportable non-financial and sustainability issues; and (iv) any change, resignation or removal of any director, member of the senior Management, the Internal Audit Group Head, and the external auditor, and the reasons thereof.</p> | |
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| | | <p>Corporate Governance Manual (§4) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | |
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| <p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p> | <p>Non-compliant as to the third quarter 2021 Interim Report but filing was completed within the reglementary period set by applicable rules.</p> <p>Non-compliant as to the 2021 Audited financial Statements but filing was completed within the reglementary periods set by applicable rules.</p> | <p><u>2021 Interim Reports</u></p> <p>The quarterly reports on SEC Form 17-Q for 2021 were submitted to the Philippine Stock Exchange via PDE Edge and the SEC and published on the Petron website as follows:</p> <ul style="list-style-type: none"> 1st Quarter (submitted on May 12, 2021; <u>42 days</u> after March 31, 2021) https://www.petron.com/wp-content/uploads/2021/05/05-12-21-Petron-Quarterly-Report-SEC-Form-17-Q-1st-Quarter-2021..pdf 2nd Quarter (submitted on August 13, 2021, <u>44 days</u> after June 30, 2021) https://www.petron.com/wp-content/uploads/2021/08/08-13-21-Petron-Quarterly-Report-SEC-Form-17-Q-2nd-Quarter-2021..pdf 3rd Quarter (submitted on November 15, 2021, <u>46 days</u> after September 30, 2021) https://www.petron.com/wp-content/uploads/2021/11/11-15-21-Petron-Quarterly-Report-SEC-Form-17-Q-3rd-Quarter-2021..pdf <p><u>2021 Audited Consolidated Financial Statements</u></p> <p>The 2021 consolidated financial statements of the Company (attached as Annex D to the 2022 Information Statement) were posted on the PSE Edge and on the Petron website on April 11, 2022.</p> | <p>Non-compliant as to the third quarter 2021 Interim Report but filing was completed within the reglementary period set by applicable rules.</p> <p>Non-compliant as to the 2021 Audited financial Statements but filing was completed within the reglementary periods set by applicable rules.</p> |
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| | | https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf | |
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| <p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p> | <p>Compliant</p> | <p>The 2021 SEC Form 17-A (Annual Report) discloses the identity and shareholdings of the company's controlling shareholders and the cross-holdings among company affiliates. The risks associated with these shareholders are discussed in the prospectus for the 2021 shelf registration of the Company.</p> <p>2021 SEC Form 17-A (Annual Report) (pages 3 and 65 and the conglomerate map in the 2021 consolidated Audited Financial Statements on page 357) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</p> <p>2021 Prospectus (page 30) https://www.petron.com/wp-content/uploads/2021/09/PCOR-Final-Prospectus-Php50b-Shelf-Registration-2021-09-24-1.pdf</p> | |
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Recommendation 8.2

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| <p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> Under §4.4 of the Corporate Governance Manual, all directors and officers are required to disclose any dealings in the Company's shares within three (3) business days. <p>https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_C_G_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | |
| <p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> In 2021, no one of the directors and officers had any dealings in Petron's shares, save for then newly elected director Mr. John Paul S. Ang who acquired shares to qualify as a director of the Company. | |

Supplement to Recommendation 8.2

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| <p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • The dealings in Petron shares by directors and officers are reported through the Initial Statement of Beneficial Ownership of Securities on SEC Form 23-A and the Statement of Changes in Beneficial Ownership of Securities on SEC Form 23-B. <ul style="list-style-type: none"> ➤ In 2021, SEC Form 23-Bs were filed by officers who retired from the Company. <ul style="list-style-type: none"> - https://www.petron.com/wp-content/uploads/2021/06/Petron-Corporation-SEC-Registration-No.-31171-SEC-Form-23-B-Fernando-S.-Magnayon-Retirement-effective-May-31-2021_June-1-2021-redacted.pdf - https://www.petron.com/wp-content/uploads/2021/10/10-01-21-Petron-SEC-Form-23-B-Archie-B-Gupalor-as-filed-with-SEC-on-October-5-2021-redacted.pdf ➤ In 2021, SEC Form 23-As were filed by the newly appointed director and officer as follows: <ul style="list-style-type: none"> <u>Director</u> https://www.petron.com/wp-content/uploads/2021/03/03-12-21-SEC-Form-23-A-of-John-Paul-L.-Ang-as-submitted-to-SEC-via-registered-mail-on-March-16-2021-redacted.pdf <u>Officer</u> https://www.petron.com/wp-content/uploads/2021/05/Petron-Corporation-SEC-Registration-No.-31171-SEC-Form-23-A-Michael-D.-Flores_May-12-2021-as-submitted-to-SEC-via-registered-mail-on-May-12-2021-redacted.pdf | |
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| | | <ul style="list-style-type: none"> • The shareholdings of the directors, executive officers, and the top 100 shareholders in 2021 were disclosed through the following: <p><u>Quarterly Public Ownership Reports</u></p> <ul style="list-style-type: none"> ➤ https://www.petron.com/wp-content/uploads/2021/04/04-15-21-Petron-Public-Ownership-Report-as-of-March-31-2021..pdf ➤ https://www.petron.com/wp-content/uploads/2021/07/07-07-21-Petron-Public-Ownership-Report-as-of-June-30-2021..pdf ➤ https://www.petron.com/wp-content/uploads/2021/10/10-15-21-Petron-Public-Ownership-Report-as-of-September-30-2021..pdf ➤ https://www.petron.com/wp-content/uploads/2022/01/01-17-22-Petron-Public-Ownership-Report-as-of-December-31-2021..pdf <p><u>Quarterly Top 100 Stockholder Reports</u></p> <ul style="list-style-type: none"> ➤ https://www.petron.com/wp-content/uploads/2021/04/04-15-21-Petron-Top-100-Stockholders-as-of-March-31-2021-PCOR..pdf ➤ https://www.petron.com/wp-content/uploads/2021/07/07-14-21-Petron-Top-100-Stockholders-as-of-June-30-2021-PCOR..pdf ➤ https://www.petron.com/wp-content/uploads/2021/10/10-15-21-Petron-Top-100-Stockholders-as-of-September-30-2021-PCOR..pdf ➤ https://www.petron.com/wp-content/uploads/2022/01/01-17-22-Petron-Top-100-Stockholders-as-of-December-31-2021-PCOR..pdf • The Company's conglomerate map as of December 31, 2021 (which forms part of the 2021 audited consolidated financial statements) shows the Company's direct and indirect stockholders. <p>2021 SEC Form 17-A (Annual Report) (page 357) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf</p> |
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| | | <ul style="list-style-type: none">• The Company did not buy back any of its shares from the market in 2021. | |
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Recommendation 8.3

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| <p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • The directors' academic qualifications, membership in other boards, other executive positions, professional experiences and expertise are set out in the 2021 Definitive Information Statement and the 2021 SEC Form 17-A (Annual Report). <ul style="list-style-type: none"> ➤ 2021 Information Statement (pages 17-23) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf ➤ 2021 SEC Form 17-A (Annual Report) (pages 49-54) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf • The trainings attended by the directors for 2021 were reported in various SEC Form 17-Cs. <ul style="list-style-type: none"> - https://www.petron.com/wp-content/uploads/2021/11/11-08-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-RSAng...pdf - https://www.petron.com/wp-content/uploads/2021/10/10-22-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-VSJacinto...pdf - https://www.petron.com/wp-content/uploads/2021/10/10-05-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-AVPanganiban..pdf - https://www.petron.com/wp-content/uploads/2021/11/11-18-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-Part-2-AVPanganiban..pdf - https://www.petron.com/wp-content/uploads/2021/09/09-14-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-FHJardeleza...pdf | |
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| | | <ul style="list-style-type: none"> - https://www.petron.com/wp-content/uploads/2021/08/08-25-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-Held-on-August-17-2021-JPAng...pdf - https://www.petron.com/wp-content/uploads/2021/10/09-30-21-Petron-Certificates-of-Attendance-for-Corporate-Governance-Seminar-Held-on-September-23-2021-Certain-Directors-and-Officers...pdf <ul style="list-style-type: none"> • The share ownership of the directors for 2021 was reported in the Company's quarterly Public Ownership Reports. <ul style="list-style-type: none"> ➤ https://www.petron.com/wp-content/uploads/2021/04/04-15-21-Petron-Public-Ownership-Report-as-of-March-31-2021.pdf ➤ https://www.petron.com/wp-content/uploads/2021/07/07-07-21-Petron-Public-Ownership-Report-as-of-June-30-2021..pdf ➤ https://www.petron.com/wp-content/uploads/2021/10/10-15-21-Petron-Public-Ownership-Report-as-of-September-30-2021..pdf ➤ https://www.petron.com/wp-content/uploads/2022/01/01-17-22-Petron-Public-Ownership-Report-as-of-December-31-2021..pdf | |
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| <p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • The executive officers' academic qualifications, membership in boards, other executive positions, professional experiences, and expertise are set out in the 2021 Information Statement and the 2021 SEC Form 17-A. <ul style="list-style-type: none"> <u>2021 Information Statement (pages 23-26)</u> <u>https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</u> • The trainings attended by the officers for 2021 were reported in SEC Form 17-Cs. <ul style="list-style-type: none"> ➤ <u>https://www.petron.com/wp-content/uploads/2021/11/11-08-21-Petron-Certificate-of-Attendance-for-Corporate-Governance-Seminar-RSAng...pdf</u> ➤ <u>https://www.petron.com/wp-content/uploads/2021/10/09-30-21-Petron-Certificates-of-Attendance-for-Corporate-Governance-Seminar-Held-on-September-23-2021-Certain-Directors-and-Officers...pdf</u> • The share ownership of the executive officers for 2021 was reported in the Company's quarterly Public Ownership Reports. <ul style="list-style-type: none"> ➤ <u>https://www.petron.com/wp-content/uploads/2021/04/04-15-21-Petron-Public-Ownership-Report-as-of-March-31-2021.pdf</u> | |
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| | | <ul style="list-style-type: none"> ➤ https://www.petron.com/wp-content/uploads/2021/07/07-07-21-Petron-Public-Ownership-Report-as-of-June-30-2021..pdf ➤ https://www.petron.com/wp-content/uploads/2021/10/10-15-21-Petron-Public-Ownership-Report-as-of-September-30-2021..pdf ➤ https://www.petron.com/wp-content/uploads/2022/01/01-17-22-Petron-Public-Ownership-Report-as-of-December-31-2021..pdf | |
| Recommendation 8.4 | | | |
| 1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same. | Compliant | The remuneration of directors and officers is (i) made consistent with the Company's culture and strategy as well as the business environment in which it operates and (ii) set at a level adequate to attract and retain directors and officers with the qualifications and experience needed for the success of the Company. | |
| 2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same. | Compliant | <p>Corporate Governance Manual (§2.2.2.2(c))</p> <p>https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017..pdf</p> | |
| 3. Company discloses the remuneration on an individual basis, including termination and retirement provisions. | Compliant | The Company reported in its 2021 SEC Form 17-A (Annual Report) the individual compensation paid to each of the directors of the Company and the term of the directors. | |

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| | | <p><u>2021 SEC Form 17-A (Annual Report)</u> <u>(pages 63-65)</u></p> <p>https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</p> | |
| Recommendation 8.5 | | | |
| <p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring</p> | <p>Compliant</p> | <p>Section 4.7 of the Corporate Governance Manual states the policy of the Company that all material related party transactions (RPTs) not be undertaken on more favorable economic terms (e.g., price,</p> | |

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| <p>transactions in their Manual on Corporate Governance.</p> | | <p>commissions, interest rates, fees, tenor, collateral requirement) to the relevant related parties than similar transactions with non-related parties under similar circumstances.</p> <p>https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <p>The Company also has its RPT Policy set out in its website.</p> <p>https://www.petron.com/wp-content/uploads/2019/10/Petron-Related-Party-Transactions-Policy-as-filed-with-SEC-on-October-2-2019.pdf</p> | |
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| <p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p> | <p>Compliant</p> | <p>On January 11, 2021 pursuant to the RPT Policy of the Company, the Board RPT Committee endorsed and the Board Executive Committee approved the material RPTs of the Company for implementation in 2021 prior to the execution of the relevant agreements. The Board ratified the Board Executive Committee approval at the board meeting held on February 16, 2021.</p> <p>https://www.petron.com/wp-content/uploads/2021/01/01-11-21-Petron-Matter-approved-at-the-RPT-Com-ExCom-Committee-Meetings-Held-on-January-11-2021..pdf</p> <p>Among the 2021 RPTs approved were the 2021 renewal of one-year term contracts for Petron's purchases of crude, gasoline, LPG, asphalt, base oils, ethanol and additives from its wholly-owned subsidiary Petron Singapore Trading Pte. Ltd. ("PSTPL"), which were confirmed by appointed external party Punongbayan & Araullo ("P&A") to be on arm's length terms. At the time of the approval, the transactions were certain to reach the 10% materiality threshold since Petron sources from PSTPL (i) all its crude oil requirements and (ii) when production in the Bataan Refinery and/or local purchases are not sufficient, its finished goods requirements.</p> | |
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Supplement to Recommendation 8.5

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| <p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> The Corporate Governance Manual specifically requires a director to conduct fair business transactions with the Company and to ensure that personal interest does not conflict with the interests of the Company. <p>A director with a material interest in any transaction affecting the Company is required to abstain from taking part in the deliberations for such transaction (§ 2.2.1.4(a)).</p> <p>https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_C_G_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <ul style="list-style-type: none"> Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary in 2022 and the Assistant Corporate Secretary in 2021, hereby certifies that, in 2021, directors abstained from discussion and voting on matters in which they had a disclosed material interest, such as the matter of their respective nominations as directors for the ensuing year which was discussed and approved at the board meeting held on March 9, 2021. | |
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| Optional : Recommendation 8.5 | | | |
| <p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p> | Compliant | <p>Note 29 (<i>Related Party Disclosures</i>) of the 2021 consolidated audited financial statements of the Company (attached as Annex C to the 2021 SEC Form 17-A (Annual Report)) specifically states that the Company's transactions with related parties in 2021 were made at normal market prices and terms, and reads in part as show below.</p> <p>https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf</p> <div style="border: 1px solid black; padding: 5px;"> <p>29. Related Party Disclosures</p> <p>The Parent Company, certain subsidiaries, associate, joint ventures and SMC and its subsidiaries in the normal course of business, purchase products and services from one another. Transactions with related parties are made at normal market prices and terms. The Group requires approval of the BOD for certain limits on the amount and extent of transactions with related parties.</p> <p>Amounts owed by/owed to related parties are collectible/to be settled in cash. An assessment is undertaken at each financial year by examining the financial position of the related party and the market in which the related party operates.</p> </div> | |
| Recommendation 8.6 | | | |
| <p>1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.</p> | Compliant | <p>In 2021, the Company did not acquire or dispose of any material asset.</p> <p>As a general rule, however, the Company makes timely and full, fair and accurate disclosures of all material facts or events as evidenced by the SEC Form 17-Cs set out in the Petron website.</p> | |

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| <p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p> | <p>Not applicable in 2021 since the Company did not have a material acquisition or disposal of assets in 2021.</p> | | |
| Supplement to Recommendation 8.6 | | | |
| <p>1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.</p> | <p>Compliant</p> | <p>The Company disclosed in its 2021 Information Statement and 2021 SEC Form 17-A (Annual Report) that it was not aware of the existence of any agreement that may impact control of the Company and the voting of its shares.</p> <p><u>2021 Information Statement (page 16)</u> https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf</p> <p><u>2021 SEC Form 17-A (Annual Report) (page 69)</u> https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</p> | |

| Recommendation 8.7 | | | |
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| 1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG). | Compliant | The Company's corporate governance policies, programs and procedures are contained in its Corporate Governance Manual which was submitted to the SEC and disclosed to the PSE. | |
| 2. Company's MCG is submitted to the SEC and PSE. | Compliant | https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf | |
| 3. Company's MCG is posted on its company website. | Compliant | | |
| Supplement to Recommendation 8.7 | | | |
| 1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices. | Compliant | <ul style="list-style-type: none"> In 2021, there was no change to the Corporate Governance Manual of the Company. The Board approved the updated Code of Conduct and Ethical Business Policy on May 8, 2018. The relevant filings and disclosures were made with the SEC and the PSE. https://www.petron.com/wp-content/uploads/2018/10/05_08_18_-_Matters_Aproved_at_the_May_8_2018_Board_Meeting_.pdf | |

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| Optional: Principle 8 | | | |
| <p>1. Does the company's Annual Report disclose the following information:</p> | <p>Compliant</p> | <ul style="list-style-type: none"> 2021 SEC Form 17-A (Annual Report) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |

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| a. Corporate Objectives | Compliant | <p>a. Corporate Objectives (pages 8 and 9)</p> <p>b. Financial performance indicators (pages 36-44, "Management's Discussion and Analysis of Financial Position and Financial Performance")</p> <p>c. Non-financial performance indicators (pages 6-8)</p> <p>d. Dividend Policy (page 31)</p> <p>e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors (pages 49-54)</p> <p>f. Attendance details of each director in all directors meetings held during the year (page 54-55)</p> | |
| b. Financial performance indicators | Compliant | | |
| c. Non-financial performance indicators | Compliant | | |
| d. Dividend Policy | Compliant | | |
| e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors | Compliant | | |
| f. Attendance details of each director in all directors meetings held during the year | Compliant | | |

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| <p>g. Total remuneration of each member of the board of directors</p> | <p>Compliant</p> | <p>g. Aggregate compensation of each director (pages 63-65)</p> <ul style="list-style-type: none"> • 2021 Glossy Annual Report https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf <p>a. Corporate Objectives (pages 1-9)</p> <p>b. Financial performance indicators (pages 58-61, "Financial Highlights")</p> <p>c. Non-financial performance indicators (pages 12-37; 44-57)</p> <p>d. Dividend Policy (page 46, "Right to Dividends" under "Built for the Future of the Company: Corporate Governance")</p> <p>e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors (page 38-43, "Board of Directors")</p> <p>f. Attendance details of each director in all directors' meetings held during the year (pages 50-53, "Meetings and Seminars Attended" under "Built for the Future of the Company: Corporate Governance.")</p> | |
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| <p>The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.</p> | <p>Non-compliant</p> | | <p>The non-compliance with certain provisions of the Corporate Governance Manual is explained in various parts of this report under this "Explanation" column.</p> |
| <p>2. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.</p> | <p>Non-compliant</p> | | <p>It was the Audit Committee that reviewed the report by the Internal Audit Department on the adequacy and effectiveness of the internal control environment in the areas covered during the period.</p> <p><u>2021 SEC Form 17-A (Annual Report)</u> (page 47, "Audit Committee Report") https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</p> |

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| | | | <p><u>2021 Glossy Annual Report</u> (page 61, "Audit Committee Report") https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf</p> |
| <p>3. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.</p> | Compliant | <p><u>2021 SEC Form 17-A (Annual Report)</u> (page 47, "Audit Committee Report") https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf</p> <p><u>2021 Glossy Annual Report</u> (page 61, "Audit Committee Report") https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf</p> | |
| <p>4. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).</p> | Compliant | <p>2021 SEC Form 17-A (Annual Report) (pages 19-21, "Major Risks Involved") https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf</p> | |

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

Recommendation 9.1

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| <p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p> | <p>Compliant</p> | <p>Audit Committee Charter https://www.petron.com/wp-content/uploads/2018/09/c.-Petron-Audit-Committee-Charter.pdf</p> <p>Under its Charter, the Audit Committee recommends to the Board the appointment, reappointment, removal, and fees of the external auditor.</p> <p>In 2021, the Audit Committee at its meetings held on March 9 and May 4 endorsed the reappointment of R.G. Manabat & Co./KPMG ("KPMG") as external auditor for 2021 after having evaluated that KPMG had satisfactorily performed its duties as the Company's external auditor for 2020 and KPMG's fees for the review of the 2021 audited financial statements, respectively.</p> <p><u>2021 SEC Form 17-A (Annual Report)</u> (pages 46, "Audit and Audit-Related Fees" and 47, "Audit Committee Report") https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</p> | |
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| | | <p><u>2021 Glossy Annual Report</u> (page 61, "Audit Committee Report") https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf</p> | | | | | | | | | | |
| <p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p> | Compliant | <p>On March 9, 2021 and May 4, 2021, upon recommendation by the Audit Committee, the Board approved the re-appointment of KPMG as external auditor for 2021 and the fees of KPMG for the review of the 2021 audited financial statements, respectively.</p> <p>At the 2021 Annual Stockholders' Meeting, the re-appointment of KPMG as external auditor for 2021 and its fees for 2021 were ratified by the stockholders with the votes described below:</p> <p>Minutes of the 2021 Annual Stockholders' Meeting https://www.petron.com/wp-content/uploads/2021/05/Petron-2021-ASM-Minutes_Draft-for-Website-Posting-.pdf</p> <table> <tr> <td>For</td> <td>7,319,926,789</td> <td>78.078%</td> </tr> <tr> <td>Against</td> <td>0</td> <td>0.000%</td> </tr> <tr> <td>Abstain</td> <td>0</td> <td>0.000%</td> </tr> </table> | For | 7,319,926,789 | 78.078% | Against | 0 | 0.000% | Abstain | 0 | 0.000% | |
| For | 7,319,926,789 | 78.078% | | | | | | | | | | |
| Against | 0 | 0.000% | | | | | | | | | | |
| Abstain | 0 | 0.000% | | | | | | | | | | |

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| 3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures. | Not applicable since there was no change in external auditor in 2021. | | |
| Supplement to Recommendation 9.1 | | | |
| 1. Company has a policy of rotating the lead audit partner every five years. | Compliant | Under the Corporate Governance Manual, Petron's external auditor shall be rotated or changed every five (5) years or earlier, or the signing partner of the auditing firm engaged by Petron shall be changed every five (5) years or earlier. (§2.2.5.4) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017..pdf | |
| Recommendation 9.2 | | | |
| 1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external | Compliant | Audit Committee Charter (" <i>Duties and Responsibilities</i> ," Item 6 on page 3) https://www.petron.com/wp-content/uploads/2018/09/c.-Petron-Audit-Committee-Charter.pdf | |

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| <p>iii. auditor's independence and objectivity; and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p> | | | |
| <p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p> | <p>Compliant</p> | <p>Audit Committee Charter ("Duties and Responsibilities," Item 6 on page 3) https://www.petron.com/wp-content/uploads/2018/09/c.-Petron-Audit-Committee-Charter.pdf</p> | |

Supplement to Recommendations 9.2

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| <p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p> | <p>Compliant</p> | <p>Audit Committee Charter (“Duties and Responsibilities,” Item 6 on page 3) https://www.petron.com/web/Media/bank/2017/c.%20Petron%20-%20Audit%20Committee%20Charter.pdf</p> <p>The assessment by the Audit Committee of the credibility and competence of the external auditor forms part of its assessment of the integrity, independence, suitability and effectiveness of such external auditor.</p> | |
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| <p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p> | <p>Compliant</p> | <p>Audit Committee Charter ("Duties and Responsibilities," Item 6 on page 3) https://www.petron.com/wp-content/uploads/2018/09/c.-Petron-Audit-Committee-Charter.pdf</p> <p>The adequacy of the external auditor's quality control procedures forms part of the assessment by the Audit Committee of the effectiveness of such external auditor's audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p> | |
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Recommendation 9.3

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| <p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p> | <p>Compliant</p> | <p>The Company disclosed the amount of fees paid by the Company to KPMG in 2021, which include compensation for audit services and other related services such as financial statements review. There were no fees paid to the external auditor for tax accounting, compliance, advice, planning, and any other form of tax services.</p> <p>2022 Definitive Information Statement (page 55) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf</p> <p>2021 SEC Form 17-A (Annual Report) (page 46) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</p> | |
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| <p>2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.</p> | <p>Compliant</p> | <p>The Audit Committee shall disallow any non-audit work of the external auditor that will conflict with its duties as an external auditor or may pose a threat to its independence.</p> <p>Audit Committee Charter ("Duties and Responsibilities", Item 8 on page 3) https://www.petron.com/wp-content/uploads/2018/09/c.-Petron-Audit-Committee-Charter.pdf</p> | |
| <p>Supplement to Recommendation 9.3</p> | | | |

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| <p>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</p> | <p>Compliant</p> | <p>The Company disclosed the amount of fees paid by the Company to KPMG in 2021, which include compensation for audit services and other related services such as financial statements review. There were no fees paid to the external auditor for tax accounting, compliance, advice, planning, and any other form of tax services.</p> <p>2022 Definitive Information Statement (page 55) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf</p> <p>2021 SEC Form 17-A (Annual Report) (page 46) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf</p> | |
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| Additional Recommendation to Principle 9 | | | |
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| 1. Company's external auditor is duly accredited by the SEC under Group A category. | Compliant | <p>The Company's external auditor has the following details:</p> <ol style="list-style-type: none"> 1. <u>Audit engagement partner:</u> Mr. Darwin P. Virocel 2. <u>Accreditation number:</u> 94495, Group A 3. <u>Date Accredited:</u> July 2, 2020 4. <u>Expiry date of accreditation:</u> July 1, 2023; and 5. <u>Name, address, contact number of the audit firm:</u> RG Manabat & Co. 9/F The KPMG Center 6787 Ayala Avenue Tel: +63 2 8885 7000 | |
| 2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA). | Compliant/ Not applicable | R.G. Manabat/KPMG advised that it was not subjected to SOAR by the SEC OGA for 2021. To date, it has not received notice from the SEC OGA on the conduct of SOAR for 2021. | |
| Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed. | | | |
| Recommendation 10.1 | | | |
| 1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of | Compliant | <ul style="list-style-type: none"> • The Corporate Governance Manual sets the policy on the disclosure of non-financial information, including EESG issues (§4.10). | |

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| <p>economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p> | | <p>https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <ul style="list-style-type: none"> • The Corporate Governance Manual sets the policy on the disclosure of non-financial information, including EESG issues (§4.10). https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf • The Company's EESG initiatives for 2021 are disclosed in the Sustainability Report attached to the 2021 SEC Form 17-A (Annual Report), the 2021 Glossy Annual Report, and the 2022 Information Statement. <ul style="list-style-type: none"> ➤ 2021 SEC Form 17-A (Annual Report) (Sustainability Report) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf ➤ <u>2021 Glossy Annual Report (pages 12-37; 44-57; 58-61)</u> ("Built for Success: Operational Highlights," "Built for the Future of Our Communities: Corporate Social Responsibility," "Built for the Future of Our Company: Corporate Governance") https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf ➤ 2022 Information Statement (pages 60-62) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf | |
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| <p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p> | <p>Non-compliant</p> | | <p>While the sustainability efforts of the Company are not completely reported in accordance with any global framework, the Company discloses the non-financial aspects of its business, including those relating to environmental, social, employee and governance matters, as measured against the Company's sustainability</p> |
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| | | | <p>goals that form part of its business strategy through its Sustainability Report based on the template required by the SEC pursuant to SEC Memorandum Circular No. 4 (Series of 2019).</p> |
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Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

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| <p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.</p> | <p>Compliant</p> | <p>Among the communication channels of the Company are its regular quarterly investors' briefings and website.</p> <ul style="list-style-type: none"> • https://www.petron.com • <u>2021 Regular Quarterly Investors' Briefings Notices</u> <ul style="list-style-type: none"> ➤ https://www.petron.com/wp-content/uploads/2021/11/04-27-21-Petron-SMC-Analysts-Briefing-for-2021-First-Quarter-Results-Notice..pdf ➤ https://www.petron.com/wp-content/uploads/2021/07/07-26-21-Petron-SMC-Analysts-Briefing-for-2021-First-Semester-Results-Notice..pdf ➤ https://www.petron.com/wp-content/uploads/2021/11/11-02-21-Petron-SMC-Analysts-Briefing-for-2021-September-YTD-Results-Notice..pdf ➤ https://www.petron.com/wp-content/uploads/2022/03/03-01-22-Petron-SMC-Analysts-Briefing-for-2021-Full-Year-Results-Notice..pdf | |
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| | | <ul style="list-style-type: none"> • <u>2021 Regular Quarterly Investors' Briefings Materials</u> <ul style="list-style-type: none"> ➤ https://www.petron.com/wp-content/uploads/2021/05/05-06-21-SMC-Investors-Briefing-for-2021-First-Quarter-Results-Materials..pdf ➤ https://www.petron.com/wp-content/uploads/2021/08/08-05-21-Petron-SMC-Analysts-Briefing-for-2021-First-Semester-Results-Materials...pdf ➤ https://www.petron.com/wp-content/uploads/2021/11/11-11-21-Petron-SMC-Analysts-Briefing-for-2021-September-YTD-Results-Materials...pdf ➤ https://www.petron.com/wp-content/uploads/2022/03/03-10-22-Petron-SMC-Analysts-Briefing-for-2021-Full-Year-Results-Materials..pdf | |
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| Supplemental to Principle 11 | | | |
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| 1. Company has a website disclosing up-to-date information on the following: | | https://www.petron.com | |
| a. Financial statements/reports (latest quarterly) | | a. https://www.petron.com/investor-relations/our-financial-reports/ | |
| b. Materials provided in briefings to analysts and media | | b. https://www.petron.com/investor-relations/investors-briefing/ (with those for 2021 listed below) | |
| c. Downloadable annual report | | ➤ https://www.petron.com/wp-content/uploads/2021/05/05-06-21-SMC-Investors-Briefing-for-2021-First-Quarter-Results-Materials..pdf | |
| d. Notice of ASM and/or SSM | | ➤ https://www.petron.com/wp-content/uploads/2021/08/08-05-21-Petron-SMC-Analysts-Briefing-for-2021-First-Semester-Results-Materials...pdf | |
| e. Minutes of ASM and/or SSM | | ➤ https://www.petron.com/wp-content/uploads/2021/11/11-11-21-Petron-SMC-Analysts-Briefing-for-2021-September-YTD-Results-Materials...pdf | |
| | | ➤ https://www.petron.com/wp-content/uploads/2022/03/03-10-22-Petron-SMC-Analysts-Briefing-for-2021-Full-Year-Results-Materials..pdf | |
| | | c. 2021 Glossy Annual Report https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf | |
| | | 2021 SEC Form 17-A (Annual Report) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
| f. Company's Articles of Incorporation and By-Laws | | | |

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| | | <p>d. Notice of meeting in 2021 Information Statement (page 3) https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf</p> <p>e. Minutes of the 2021 ASM https://www.petron.com/wp-content/uploads/2021/05/Petron-2021-ASM-Minutes_Draft-for-Website-Posting-.pdf</p> <p>f. Articles of Incorporation and Bylaws</p> <ul style="list-style-type: none"> ➤ https://www.petron.com/wp-content/uploads/2018/10/Petron_-_Amended_Articles_of_Incorporation_Approved_by_the_SE_C_on_July_6_2015.pdf ➤ https://www.petron.com/wp-content/uploads/2018/10/Amended-By-Laws-as-of-11.29.11.pdf | |
| Additional Recommendation to Principle 11 | | | |
| 1. Company complies with SEC-prescribed website template. | Compliant | https://www.petron.com | |
| Internal Control System and Risk Management Framework | | | |
| Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework. | | | |
| Recommendation 12.1 | | | |
| 1. Company has an adequate and effective internal control system in the conduct of its business. | Compliant | <ul style="list-style-type: none"> • The Company's Audit Plan (that includes a process review covering risk/control assessment for approved audit projects) is | |

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| | | <p>based on company risks for five (5) years and regularly reviewed annually.</p> <ul style="list-style-type: none"> • Among the 2021 audit projects pursuant to the approved audit plan were the reviews of the following: <ul style="list-style-type: none"> ➤ Petron Bataan Refinery inventory purchase requisitioning process; ➤ Accounts receivable monitoring process for Industrial Trade; ➤ LPG cylinder monitoring process; ➤ Service station forecourt systems (point-of-sale and card Terminals); ➤ Manila Harbor Center, PanAsia and Phividec terminal operations; ➤ Lumut POME plant operations (Petron Malaysia); and ➤ WIN Dispatch and Monitoring System, (support for the scheduling and tank truck deliveries of Petron Malaysia) | |
| <p>2. The Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p> | <p>Compliant</p> | <p>The Company's risk management framework and process are discussed in the 2021 SEC Form 17-A (Annual Report).</p> | |

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| | | <p>2021 SEC Form 17-A (Annual Report) (pages 19-21)</p> <p>https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</p> | |
| Supplement to Recommendations 12.1 | | | |
| <p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p> | Compliant | <p>The Board approved on May 8, 2018 the Company's updated Code of Conduct and Ethical Business Policy.</p> <p>Pursuant to the Company's policy of good corporate citizenship and compliance with laws under its Code of Conduct and Ethical Business Policy, all directors, officers and employees are mandated to know, respect and comply with applicable laws, rules and regulations in all places where the Company conducts its business. The Code of Conduct and Ethical Business Policy forms parts of the orientation of new employees.</p> <p>Anyone with information or knowledge of any violation of the Code of Conduct and Ethical Business Policy is required to report such matter to his/her Department Head, any Vice President, the Human Resources Management Department, the Internal Audit Department or the General Counsel.</p> | |

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| | | <p>Code of Conduct and Ethical Business Policy (page 1) https://www.petron.com/wp-content/uploads/2018/09/Petron-Code-of-Conduct-and-Ethical-Business-Policy-adopted-5.8.18.pdf</p> <p>This Code of and Ethical Business Policy forms part of the orientation program of all new employees of the Company and is accessible in the Petron website and intranet <i>Pethub</i>.</p> | |
| Optional: Recommendation 12.1 | | | |
| <p>1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.</p> | <p>Compliant</p> | <p>On May 26, 2020, the Board approved the Company's Information Security Management System Policy which provides for, among others, the creation of a committee to ensure that information security requirements are defined, implemented and enforced within the organization; the risk assessment and treatment in planning and implementing activities to meet the Company's information security objectives; the establishment of a management framework to initiate and control the implementation and operation of information security in the Company; and the evaluation of performance and effectiveness of the Company's information security.</p> <p>https://www.petron.com/wp-content/uploads/2020/05/05-26-20-Matters-Approved-at-the-May-26-2020-Board-Meeting..pdf</p> | |

| Recommendation 12.2 | | | |
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| <p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p> | <p>Compliant</p> | <p>The Company has its Internal Audit Department led by Mr. Ronald T. Ferrer, Assistant Vice President – Internal Audit.</p> | |

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Recommendation 12.3

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| <p>2. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.</p> | <p>Compliant</p> | <p>The Company has its Internal Audit Department led by Mr. Ronald T. Ferrer, Assistant Vice President - Internal Audit who was first appointed by the Board on August 8, 2017, upon the endorsement of the Audit Committee and re-appointed yearly, including in 2021 at the May 18, 2021 organizational board meeting.</p> <p>Mr. Ferrer is a certified public accountant and a certified internal auditor (certified by The Institute of Internal Auditors, Inc., USA). His duties are set out in the Corporate Governance Manual and the Internal Audit Charter.</p> <p><u>SEC Form 17-C on the Board appointment of Mr. Ferrer</u> https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Organizational-Meeting-Held-on-May-18-2021.pdf</p> <p><u>Corporate Governance Manual (§2.2.6.2)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <p><u>Internal Audit Charter</u> https://www.petron.com/wp-content/uploads/2018/09/Petron-Internal-Audit-Charter.pdf</p> | |
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| <p>2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.</p> | <p>Compliant</p> | <p>Petron's Internal Audit Group Head oversees and is responsible for the internal audit activity of the organization, including any portion that may be outsourced to a third party service provider.</p> <p><u>Corporate Governance Manual (§2.2.6.2)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | |
| <p>3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.</p> | <p>Not applicable since Petron has its own Internal Audit Department</p> | | |
| <p>Recommendation 12.4</p> | | | |
| <p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p> | <p>Non-compliant</p> | | <p>As Petron's operation is an integrated value chain, risks emanate from every process and some can cut across divisions. The results of these activities flow up to the Management Committee and eventually</p> |

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| | | | <p>the Board through the Company's annual business plan presented to and approved by the Board.</p> <p>The Company's risk management framework, process and strategies are discussed in the 2021 SEC Form 17-A (Annual Report), pages 19-21.</p> <p>https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf</p> |
| Supplement to Recommendation 12.4 | | | |
| <p>1. Company seeks external technical support in risk management when such competence is not available internally.</p> | <p>Not applicable in 2021 since the need therefor did not arise.</p> | | |

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Recommendation 12.5

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| <p>1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).</p> | <p>Non-compliant</p> | | <p>As Petron's operation is an integrated value chain, risks emanate from every process and some can cut across divisions. The results of these activities flow up to the Management Committee and eventually the Board through the Company's annual business plan presented to and approved by the Board.</p> <p>The Company's risk management framework, process and strategies are discussed in the 2021 SEC Form 17-A (Annual Report), pages 19-21.</p> <p>https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf</p> |
| <p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p> | <p>Non-compliant</p> | | |

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| Additional Recommendation to Principle 12 | | | |
| <p>1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.</p> | <p>Non-compliant</p> | | <p>It was the Audit Committee that issued a signed report confirming that it reviewed the report by the Internal Audit Department on the adequacy and effectiveness of the internal control environment in the areas covered during the period.</p> <p><u>2021 SEC Form 17-A (Annual Report)</u> (page 47, "Audit Committee Report") https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf</p> |

Cultivating a Synergic Relationship with Shareholders

Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1

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| <p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p> | <p>Compliant</p> | <p>Petron's Corporate Governance Manual sets forth shareholders' rights.</p> <p><u>Corporate Governance Manual (§ 5.1)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | |
| <p>2. Board ensures that basic shareholder rights are disclosed on the company's website.</p> | <p>Compliant</p> | <p>Petron's Corporate Governance Manual which sets forth shareholders' rights is posted in the company website.</p> <p><u>Corporate Governance Manual (§ 5.1)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | |
| <p>1. Company's common share has one vote for one share.</p> | <p>Compliant</p> | <p>The By-laws specifically provide that each stockholder is generally entitled to vote for each share held by such stockholder.</p> <p><u>By-laws (Article II, §8)</u> https://www.petron.com/wp-content/uploads/2018/10/Amended-By-Laws-as-of-11.29.11.pdf</p> | |

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| <p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p> | <p>Compliant</p> | <p>The Company presently has outstanding common and preferred shares.</p> <p>Each common share is entitled to one vote. Preferred shareholders have no voting rights except under instances provided under the Corporation Code, as follows (i) the amendment of the Company's articles of incorporation or the By-laws; (ii) sale, lease, exchange, mortgage, pledge or other disposition of all or a substantial part of the Company's assets; (iii) incurring, creating or increasing bonded indebtedness; (iv) increase or decrease of capital stock; (v) merger or consolidation of the Company with another corporation or corporations; (vi) investment of corporate funds in any other corporation or business or for any purpose other than the primary purpose for which the Company was organized; and (vii) dissolution of the Company.</p> | |
| <p>3. Board has an effective, secure, and efficient voting system.</p> | <p>Compliant</p> | <p>The voting procedure is discussed in the rationale for agenda items appended to the notice of meeting in the 2021 Information Statement and reiterated during the annual stockholders' meeting.</p> <p><u>2021 Information Statement (Rationale for agenda items, page 5-8)</u></p> <p><u>Minutes of the 2021 Annual Stockholders' Meeting pages 4-5)</u></p> | |

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| <p>4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.</p> | <p>Compliant</p> | <p>Under the Corporate Governance Manual, a supermajority affirmative vote of at least 2/3 of the total issued and outstanding common capital stock of the Company is required for the removal of a director, with or without cause.</p> <p><u>Corporate Governance Manual (§5.1.1.3)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | |

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| <p>5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p> | <p>Compliant</p> | <p>The Corporate Governance Manual and the By-laws specifically provide that special meetings may be called upon request by stockholders owning or representing at least 20% of the outstanding capital stock for the purposes stated in their request.</p> <p><u>Corporate Governance Manual (§5.1.1.2)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <p><u>By-laws (Article II, §3)</u> https://www.petron.com/wp-content/uploads/2018/10/Amended-By-Laws-as-of-11.29.11.pdf</p> | |
| <p>6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p> | <p>Compliant</p> | <p>The Corporate Governance Manual sets out the policy of respecting the rights of minority interests.</p> <p><u>Corporate Governance Manual (§5.1.1)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | |

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| <p>7. Company has a transparent and specific dividend policy.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> The Company's dividend policy is discussed and disclosed in the 2021 Information Statement and the 2021 SEC Form 17-A (Annual Report). <u>2021 Information Statement (page 78)</u> https://www.petrone.com/wp-content/uploads/2021/04/04-12-21-Petrone-Definitive-Information-Statement-2021-ASM..pdf <u>2021 SEC Form 17-A (Annual Report)(page 31)</u> https://www.petrone.com/wp-content/uploads/2022/04/Petrone-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf The cash dividends declared and paid in 2021 are described in the 2022 Information Statement and the 2021 SEC Form 17-A (Annual Report) <u>2022 Information Statement (pages 81-82)</u> https://www.petrone.com/wp-content/uploads/2022/04/Petrone-Corporation-SEC-Registration-No.-31171_Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf <u>2021 SEC Form 17-A (Annual Report)(pages 31-32)</u> https://www.petrone.com/wp-content/uploads/2022/04/Petrone-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
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| Optional: Recommendation 13.1 | | | |
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| <p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p> | <p>Compliant</p> | <p>The canvassing of votes at the 2021 annual stockholders' meeting was undertaken by SMC Stock Transfer Service Corporation, the Company's stock transfer agent, whose canvassing results were attached to the disclosure of the matters approved during the 2021 annual stockholders' meeting.</p> <p><u>SEC Form 17-C (Annual Stockholders' Meeting Results) Vote Canvassing Results from SMC Stock Transfer Service Corporation)</u> https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Annual-Stockholders-Meeting-Held-on-May-18-2021.pdf</p> | |
| Recommendation 13.2 | | | |
| <p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> On April 17, 2021, <u>32 days before its May 18, 2021 annual stockholders' meeting</u>, the Company completed the required two (2)-day publication of the notice and agenda of the meeting, together with a QR code linked to the 2021 Information, Statement, both in print and online newspapers pursuant to the Notice of the Securities and Exchange Commission dated March 15, 2021 on the "<i>Alternative Mode for Distributing and Providing Copies of the Notice of Meeting, Information Statement, and Other Documents In Connection with the Holding of Annual Stockholders' Meeting ("ASM") for 2021.</i>" | |

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| | | <ul style="list-style-type: none"> The notice of the 2021 annual stockholders' meeting, together with the agenda and rationale for the agenda items, formed part of the 2021 Information Statement whose delivery commenced on April 12, 2021, <u>36 days before the May 18, 2021 annual stockholders' meeting.</u> <p><u>2021 Information Statement (Notice, Agenda and Rationale for Agenda Items on pages 3-9)</u> https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf</p> | |
| Supplemental to Recommendation 13.2 | | | |
| 1. Company's Notice of Annual Stockholders' Meeting contains the following information: | Compliant | <p>The notice of the 2021 annual shareholders' meeting of the Company, together with a discussion of the rationale for each agenda item, formed part of the 2021 Information Statement.</p> <p><u>2021 Information Statement (Notice, Agenda and Rationale for Agenda Items on pages 3-9)</u> https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf</p> | |
| a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies) | Compliant | <p><u>2021 Information Statement (pages 17-23)</u> https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf</p> | |
| b. Auditors seeking appointment/re-appointment | Compliant | <p><u>2021 Information Statement (page 6-7 "Appointment of an External Auditor and Ratification of External Auditor Fees")</u> https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf</p> | |

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| c. Proxy documents | Compliant | <p><u>2021 Information Statement (page 9)</u></p> <p>https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf</p> | |
| Optional: Recommendation 13.2 | | | |
| 1. Company provides rationale for the agenda items for the annual stockholders meeting | Compliant | <p>The rationale for each agenda item accompanied the notice of the 2021 annual shareholders' meeting of the Company, with both documents forming part of the 2021 Information Statement.</p> <p><u>2021 Information Statement (Notice, Agenda and Rationale for Agenda Items on pages 3-9)</u></p> <p>https://www.petron.com/wp-content/uploads/2021/04/04-12-21-Petron-Definitive-Information-Statement-2021-ASM..pdf</p> | |
| Recommendation 13.3 | | | |

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| <p>1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> The vote canvassing results of the Company's 2021 annual stockholders' meeting was attached to the SEC Form 17-C disclosed to the PSE <u>immediately after the meeting.</u> <p><u>SEC Form 17-C (Annual Stockholders' Meeting Results) Vote Canvassing Results</u> https://www.petron.com/wp-content/uploads/2021/05/05-18-21-Results-of-Annual-Stockholders-Meeting-Held-on-May-18-2021.pdf</p> <ul style="list-style-type: none"> During the 2021 annual stockholders' meeting, stockholders were given the opportunity to ask Management their questions. <p><u>Minutes of the 2021 Annual Stockholders' Meetings (Question and Answer, pages 9-10)</u> https://www.petron.com/wp-content/uploads/2021/05/Petron-2021-ASM-Minutes_Draft-for-Website-Posting-.pdf</p> | |
| <p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> The draft minutes of the 2021 annual stockholders' meeting held on May 18, 2021 was posted on the company website on May 25, 2021, within five (5) business days. The minutes of the 2021 meeting were approved at the 2022 annual stockholders' meeting. <p>https://www.petron.com/wp-content/uploads/2021/05/Petron-2021-ASM-Minutes_Draft-for-Website-Posting-.pdf</p> <ul style="list-style-type: none"> The minutes indicated the voting results for all agenda items, including the approving, dissenting and abstaining votes. Voting was not done by poll. | |

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| | | <ul style="list-style-type: none"> The minutes also documented the questions and answers during the open forum of the meeting. | |
| Supplement to Recommendation 13.3 | | | |
| 1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM. | Compliant | <p>KPMG was present during the 2021 annual stockholders' meeting, as evidenced by the minutes of the meeting.</p> <p>2021 Annual Stockholders' Meeting Minutes https://www.petron.com/wp-content/uploads/2021/05/Petron-2021-ASM-Minutes_Draft-for-Website-Posting-.pdf</p> | |
| Recommendation 13.4 | | | |
| 1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner. | Compliant | <p>It is the policy of the Company under the Corporate Governance Manual that concerns of stockholders and potential disputes between the Company and stockholders be addressed, including through the use of alternative modes of dispute resolution.</p> <p>In practice, queries and concerns of stockholders generally related to dividend payments and account status are coursed through, and addressed by, the Office of the Corporate Secretary or SMC Stock Transfer Services Corporation, the Company's stock transfer agent.</p> | |
| 2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance. | Compliant | <p>It is the policy of the Company under the Corporate Governance Manual that concerns of stockholders and potential disputes between the Company and stockholders be addressed, including through the use of alternative modes of dispute resolution.</p> | |

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| | | <p>Corporate Governance Manual (§5.1.8) https://www.petrone.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> | |
| Recommendation 13.5 | | | |
| <p>1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.</p> | Compliant | <p>Petron has an Investor Relations Office, with the following details:</p> <ol style="list-style-type: none"> 1. Mr. Erich Y. Pe Lim, Investor Relations Manager 2. Telephone number: (632) 8884-9200 3. Fax number: (632) 8884-0964 4. E-mail address: eypelim@petrone.com <p>In addition, Petron has engaged a stock transfer service provider for shareholder service and assistance, with the following details:</p> <ol style="list-style-type: none"> 1. SMC Stock Transfer Services Corporation 2. Telephone number: (632) 8632-3450 to 52 3. Fax number: (632) 8632-3535 4. E-mail address: smc_stsc@sanmiguel.com.ph | |

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| 2. IRO is present at every shareholder's meeting. | Compliant | <p>The Investor Relations Office, represented by Mr. Erich Y. Pe Lim, was present during the 2021 annual stockholders' meeting, as evidenced by the minutes of the meeting.</p> <p>2021 Annual Stockholders' Meeting Minutes https://www.petron.com/wp-content/uploads/2021/05/Petron-2021-ASM-Minutes_Draft-for-Website-Posting-.pdf</p> | |
| Supplemental Recommendations to Principle 13 | | | |
| 1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group | Compliant | The Company has not adopted anti-takeover measures. | |

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| <p>2. Company has at least thirty percent (30%) public float to increase liquidity in the market.</p> | <p>Non-compliant</p> | | <p>The Company's public float as of December 31, 2021 was 26.72%.</p> <p>While it does not result in increased liquidity in the market, the number of stockholders of the Company (almost 145,000) shows the Company's diversified investor base and dispersed shareholdings.</p> |
| <p>Optional: Principle 13</p> | | | |
| <p>1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting</p> | <p>Compliant</p> | <ul style="list-style-type: none"> The Company maintains several communication channels through which it can be reached by stakeholders, including stockholders. | |

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| | | <p><u>For investor and shareholder concerns</u></p> <p>Investor Relations Office:</p> <ol style="list-style-type: none"> 1. Mr. Erich Y. Pe Lim, Investor Relations Manager 2. Telephone number: (632) 8884-9200 3. Fax number: (632) 8884-0964 4. E-mail address: eypelim@petron.com <p>Stock Transfer Service:</p> <ol style="list-style-type: none"> 1. SMC Stock Transfer Services Corporation 2. Telephone number: (632) 8632-3450 to 52 3. Fax number: (632) 8632-3535 4. E-mail address: smc_stsc@sanmiguel.com.ph <p><u>For customer and other stakeholder concerns</u></p> <p>Type: TALK2US (space) (message) and SEND to 0977-8-738766 Feedback Hotline: #PETRON (#738766) Email: talk2us@petron.com</p> <p><u>For data protection matters</u></p> <p>Data Protection Officer Telephone: (632) 8884-9200 Email: dataprotectionofficer@petron.com</p> | |
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| | | <p><u>Social media accounts</u></p> <p>www.facebook.com/PetronCorporation www.twitter.com/Petron_Corp www.instagram.com/petroncorporation/</p> <p>Petron also has a Whistleblowing Policy that facilitates the reporting by directors, officers, employees and other interested parties about wrongdoings or questionable practices. https://www.petron.com/wp-content/uploads/2018/09/Whistleblowing-Policy.pdf</p> | |
| <p>2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.</p> | | <p>Disclose the process and procedure for secure electronic voting in absentia, if any.</p> | |

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Duties to Stakeholders

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

Recommendation 14.1

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| <p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p> | <p>Compliant</p> | <p>Petron's identified stakeholders include its shareholders, employees, contractors, business partners, customers, suppliers, surrounding communities, and government.</p> <p><u>2021 SEC Form 17-A Annual Report with Sustainability Report</u></p> <p><u>https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf</u></p> <p><u>2021 Glossy Annual Report (pages 12-37; 44-57)</u> <i>("Built for Success: Operational Highlights," "Built for the Future of Our Communities: Corporate Social Responsibility," "Built for the Future of Our Company: Corporate Governance")</i></p> <p><u>https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf</u></p> | |
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| | | <p><u>Sustainability Efforts</u> https://www.petron.com/petron-foundation-inc/#</p> <p>https://www.petron.com/petron-foundation-inc/sustainable-development/</p> <p><u>Non-financial performance indicators and 2021 Sustainability Programs</u></p> <p>https://www.petron.com/petron-foundation-inc/#</p> <p>https://www.petron.com/petron-foundation-inc/sustainable-development/</p> <p><u>2022 Information Statement (pages 60-63)</u> https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf</p> | |
| Recommendation 14.2 | | | |
| <p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p> | Compliant | <p>The Corporate Governance Manual sets out the policy that the Company's stakeholders be protected and treated fairly.</p> <p><u>Corporate Governance Manual (§5.2)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <p><u>Sustainable Development</u></p> | |

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| | | <p>https://www.petron.com/petron-foundation-inc/sustainable-development/</p> <p>https://www.petron.com/petron-foundation-inc/</p> <p>Stakeholder Programs</p> <ul style="list-style-type: none"> • 2021 Glossy Annual Report (pages 12-37; 44-57) ("Built for Success: Operational Highlights," "Built for the Future of Our Communities: Corporate Social Responsibility," "Built for the Future of Our Company: Corporate Governance") https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf • 2021 SEC Form 17-A Annual Report with Sustainability Report https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf • 2022 Information Statement (pages 60-63) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Definitive-Information-Statement-2022-ASM-SEC-approved-4.11.22.pdf | |
| Recommendation 14.3 | | | |
| <p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> • The Company maintains several communication channels through which it can be reached by stakeholders. <p><u>For investor and shareholder concerns</u></p> | |

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| | | <p>Investor Relations Office:</p> <ol style="list-style-type: none"> 1. Mr. Erich Y. Pe Lim, Investor Relations Manager 2. Telephone number: (632) 8884-9200 3. Fax number: (632) 8884-0964 4. E-mail address: eypelim@petron.com <p>Stock Transfer Service:</p> <ol style="list-style-type: none"> 1. SMC Stock Transfer Services Corporation 2. Telephone number: (632) 8632-3450 to 52 3. Fax number: (632) 8632-3535 4. E-mail address: smc_stsc@sanmiguel.com.ph <p><u>For customer and other stakeholder concerns</u></p> <p>Type: TALK2US (space) (message) and SEND to 0977-8-738766 Feedback Hotline: #PETRON (#738766) Email: talk2us@petron.com</p> <p><u>For data protection matters</u></p> <p>Data Protection Officer Telephone: (632) 8884-9200 Email: dataprotectionofficer@petron.com</p> <p><u>Social media accounts</u></p> | |
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| | | <p> www.facebook.com/PetronCorporation www.twitter.com/Petron_Corp www.instagram.com/petroncorporation/ </p> <p> Petron also has a Whistleblowing Policy that facilitates the reporting by directors, officers, employees and other interested parties about wrongdoings or questionable practices. https://www.petron.com/wp-content/uploads/2018/09/Whistleblowing-Policy.pdf </p> | |
| Supplement to Recommendation 14.3 | | | |
| <p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders are settled in a fair and expeditious manner.</p> | Compliant | <p>The Company encourages the use of any alternative mode of dispute resolution that can amicably settle conflicts or differences between the Company and - not only its shareholders - but third parties as well (including regulatory agencies).</p> <p> Corporate Governance Manual (§2.2.1.2(o)) https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf </p> | |
| Additional Recommendations to Principle 14 | | | |
| <p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as</p> | Compliant | <p>In 2021, the Company did not make any request for exemption under the application of any corporate governance law or regulation.</p> | |

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| <p>well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p> | | | |
| <p>2. Company respects intellectual property rights.</p> | <p>Compliant</p> | <p>Under the Code of Conduct and Ethical Business Policy, directors, officers and employees are responsible for the protection of all intellectual property, both owned by and licensed to Petron. Further, all licensed intellectual property is mandated to be protected in accordance with the relevant licensing agreements.</p> <p><u>Code of Conduct and Ethical Business Policy (§5.5)</u> https://www.petron.com/wp-content/uploads/2018/09/Petron-Code-of-Conduct-and-Ethical-Business-Policy-adopted-5.8.18.pdf</p> | |
| <p>Optional: Principle 14</p> | | | |

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| <p>1. Company discloses its policies and practices that address customers' welfare</p> | <p>Compliant</p> | <ul style="list-style-type: none"> Under the Code of Conduct and Ethical Business Policy, Petron is committed to deal openly and honestly with its customers and to supply goods and services of the highest quality standards, backed by efficient after sales service consistent with the requirements of its customers to ensure their total satisfaction. <p><u>Code of Conduct and Ethical Business Policy §2, 3 and 4)</u> https://www.petron.com/wp-content/uploads/2018/09/Petron-Code-of-Conduct-and-Ethical-Business-Policy-adopted-5.8.18.pdf Petron has <i>Talk 2 Us</i> details in its website and maintains various social media accounts as touchpoints for customers.</p> <p><u>Talk 2 Us</u></p> <p>Type: TALK2US (space) (message) and SEND to 0977-8-738766 Feedback Hotline: #PETRON (#738766) Email: talk2us@petron.com</p> <p>www.facebook.com/PetronCorporation www.twitter.com/Petron_Corp www.instagram.com/petroncorporation/</p> | |
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| <p>2. Company discloses its policies and practices that address supplier/contractor selection procedures</p> | | <p>The Company deals only with licensed, reputable, reliable, competent and responsible suppliers who passed the pre-qualification requirements of the Company. Among the procedures required under the Company's Supplier Management Policies and Guidelines are (i) pre-screening/pre-qualification based on the need for the supplier product lines, (ii) evaluation of all applications for accreditation based on the results of the legal, financial and technical evaluations, and (iii) endorsement of the formal accreditation of supplier-applicants which satisfactorily passed the pre-screening and evaluation stages.</p> | |
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Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1

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| <p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.</p> | <p>Compliant</p> | <p>Under the Corporate Governance Manual, Petron is required to develop and maintain mechanisms for active employee participation to create a symbiotic environment, and encourage employee involvement in corporate governance processes and in the realization of the Corporation's goals.</p> <p><u>Corporate Governance Manual (§5.2.4)</u> https://www.petron.com/wp-content/uploads/2018/09/05_29_17_-_Petron_Manual_on_Corporate_Governance_Based_on_2016_SEC_CG_Code_for_PLCs_as_filed_with_SEC_on_May_29_2017_.pdf</p> <p><u>Engaging Petron Employees/Employee Volunteerism</u></p> <ul style="list-style-type: none"> • <u>2021 Glossy Annual Report</u> (pages 32-35) https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf • 2021 SEC Form 17-A (Annual Report) (pages 7-9, "Corporate Social Responsibility"; "Sustainability Report") https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf • https://www.petron.com/petron-foundation-inc/ | |
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| Supplement to Recommendation 15.1 | | | |
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| 1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures. | Non-compliant | | The Company's Rewarding Excellence through Alternative Pay program is a variable component of the total compensation package of employees that aims to provide contingent financial incentives linked with the Company's financial performance and individual or group performance. |

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| <p>2. Company has policies and practices on health, safety and welfare of its employees.</p> | <p>Compliant</p> | <p>Petron has policies and programs on the health, safety and welfare of its employees.</p> <ul style="list-style-type: none"> • <u>Sustainability Policy</u> https://www.petron.com/petron-foundation-inc/sustainable-development/ • <u>Code of Conduct and Ethical Business Policy (§4)</u> https://www.petron.com/wp-content/uploads/2018/09/Petron-Code-of-Conduct-and-Ethical-Business-Policy-adopted-5.8.18.pdf • <u>2021 Glossy Annual Report</u> (pages 12-37) https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf • <u>2021 SEC Form 17-A (Annual Report)</u> (page 6, “Human Resources”; “Health, Safety and Environment”) https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf | |
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| <p>3. Company has policies and practices on training and development of its employees.</p> | <p>Compliant</p> | <p>Petron has policies and programs on personnel development programs.</p> <ul style="list-style-type: none"> • <u>2021 Glossy Annual Report</u> (pages 27-29, "Doing our best through an inspired workforce") https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf • 2021 SEC Form 17-A (Annual Report) (page 6, "Human Resources; "Sustainability Report") https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf | |
| Recommendation 15.2 | | | |
| <p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p> | <p>Compliant</p> | <p>The Board approved on May 8, 2018 the Company's updated Code of Conduct and Ethical Business Policy which specifically sets out a policy against the solicitation and/or receipt or offer and/or making of illegal payments to obtain favors for the Company.</p> <p><u>Code of Conduct and Ethical Business Policy (§5.2 and 5.3)</u> https://www.petron.com/wp-content/uploads/2018/09/Petron-Code-of-Conduct-and-Ethical-Business-Policy-adopted-5.8.18.pdf</p> | |

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| <p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p> | <p>Compliant</p> | <p>The Code of Conduct and Ethical Business Policy of the Company forms part of the materials provided to first-time directors and the orientation program for new employees. Further, a copy is accessible by Petron officers and employees in the Petron intranet <i>Pethub</i>.</p> | |
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Supplement to Recommendation 15.2

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| <p>1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.</p> | <p>Compliant</p> | <ul style="list-style-type: none"> The Code of Conduct and Ethical Business Policy of the Company specifically sets out a policy against the solicitation and/or receipt or offer and/or making of illegal payments to obtain favors for the Company. <p><u>Code of Conduct and Ethical Business Policy (§5.2 and 5.3)</u> https://www.petron.com/wp-content/uploads/2018/09/Petron-Code-of-Conduct-and-Ethical-Business-Policy-adopted-5.8.18.pdf</p> <ul style="list-style-type: none"> The Code of Conduct and Ethical Business Policy of the Company further specifically states that a violation of the code may subject a director, officer or employee to disciplinary measures that may include counseling, reprimand, suspension and/or termination under applicable company rules and policies, in addition to any civil or criminal liability under existing laws and regulations. <p><u>Code of Conduct and Ethical Business Policy (§14)</u> https://www.petron.com/wp-content/uploads/2018/09/Petron-Code-of-Conduct-and-Ethical-Business-Policy-adopted-5.8.18.pdf</p> <ul style="list-style-type: none"> Atty. Jhoanna Jasmine M. Javier-Elacio, in her capacity as the Corporate Secretary in 2022 and the Assistant Corporate Secretary in 2021, hereby certifies that the Company Rules and Regulations on Discipline specifically provide the penalty of up to the dismissal of any employee who is found, after due investigation, to have committed bribery. | |
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| | | <ul style="list-style-type: none">• The Code of Conduct and Ethical Business Policy and the Company Rules and Regulations on Discipline form part of the orientation program of new employees to ensure that they are aware of the strict policy of the Company against bribery. | |
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Recommendation 15.3

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| 1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation | Compliant | Petron's Whistleblowing Policy facilitates the reporting by directors, officers, employees and other interested parties about wrongdoings or questionable practices, without fear of retaliation. The policy sets out the procedure for reporting, including keeping the files confidential as one measure to curb retaliation and incentivize whistle-blowing. https://www.petron.com/wp-content/uploads/2018/09/Whistleblowing-Policy.pdf | |
| 2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. | Compliant | Under Petron's Whistleblowing Policy, reported wrongdoings or questionable practices are handled by the Petron Audit Committee, which determines whether any action or response is necessary or appropriate in respect of a report. https://www.petron.com/wp-content/uploads/2018/09/Whistleblowing-Policy.pdf | |

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| <p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p> | <p>Compliant</p> | <p>The disposition of whistle-blowing cases is vested in the Audit Committee. The Audit Committee is tasked to generally report to the Board all the decisions and recommendations made by it, which would include any whistle-blowing case it has handled.</p> <p>https://www.petron.com/wp-content/uploads/2018/09/Whistleblowing-Policy.pdf</p> | |
| <p>Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.</p> | | | |
| <p>Recommendation 16.1</p> | | | |
| <p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p> | <p>Compliant</p> | <p>Petron practices sustainable development. The Company keeps step with both international and government standards in its internal operations as well as our external impact to society.</p> <ul style="list-style-type: none"> • https://www.petron.com/petron-foundation-inc/sustainable-development/ • <u>2021 Glossy Annual Report</u> (pages 12-37, “Built for Success: Operational Highlights,” “Built for the Future of Our Communities: Corporate Social Responsibility,” “Built for the Future of Our Company: Corporate Governance”) https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf | |

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| | | <ul style="list-style-type: none"> 2021 SEC Form 17-A (Annual Report) (pages 6-8, "Corporate Social Responsibility"; "Sustainability Report") https://www.petrone.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171-Annual-Report-2021-SEC-Form-17-A-13-April-2022..pdf | |
| Optional: Principle 16 | | | |
| 1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development | Compliant | <p>Throughout its value chain, Petron maintains the highest standards in process quality, workplace safety and environmental management and promotes sustainable development.</p> <ul style="list-style-type: none"> https://www.petrone.com/petron-foundation-inc/sustainable-development/ 2021 Glossy Annual Report (pages 12-37, "Built for Success: Operational Highlights" and "Built for the Future of Our Communities: Corporate Social Responsibility") https://www.petrone.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf | |
| 2. Company exerts effort to interact positively with the communities in which it operates | Compliant | Petron is committed to ensuring its positive contribution to the economic and social needs of its surrounding communities through education, entrepreneurship, health, and livelihood programs. | |

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| | | <ul style="list-style-type: none"> • https://www.petron.com/petron-foundation-inc/ • Sustainable Development https://www.petron.com/petron-foundation-inc/sustainable-development/ • 2021 Glossy Annual Report (pages 12-37, "Built for Success: Operational Highlights" and "Built for the Future of Our Communities: Corporate Social Responsibility") https://www.petron.com/wp-content/uploads/2022/05/Petron-Corp-2021-Annual-Report-Built-for-the-Future.pdf • 2021 SEC Form 17-A (Annual Report) (pages 7-8, "Corporate Social Responsibility"; "Sustainability Report") https://www.petron.com/wp-content/uploads/2022/04/Petron-Corporation-SEC-Registration-No.-31171_Annual-Report-2021-SEC-Form-17-A_13-April-2022..pdf | |
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[signature page follows]¹

¹ Mr. Carlos Jericho L. Petilla, an Independent Director during 2021 (the year covered by this report) has ceased to be in Independent Director effective May 17, 2022, the day of the Petron 2022 Annual Stockholders' Meeting.

SIGNATURES

This report, based on documents available as of the date hereof, is signed on behalf of Petron Corporation by the undersigned in the City of Mandaluyong on _____

MAY 30 2022

By:



RAMON S. ANG
Acting Chairman, President
and Chief Executive Officer



JHOANNA JASMINE M. JAVIER-ELACIO
General Counsel, Corporate Secretary
and Compliance Officer



MARGARITO B. TEVES
Independent Director




ARTEMIO V. PANGANIBAN
Independent Director

SUBSCRIBED AND SWORN to before me this MAY 30 2022 at Mandaluyong City, affiants exhibiting to me their competent evidence of identity as follows:

| Name | Passport Number | Date of Issue (mm-dd-yy) | Place of Issue |
|----------------------------------|-----------------|-----------------------------|----------------|
| Ramon S. Ang | | | |
| Artemio V. Panganiban | | | |
| Margarito B. Teves | | | |
| Jhoanna Jasmine M. Javier-Elacio | | | |

Doc. No. 134
 Page No. 29
 Book No. V
 Series of 2022


MARIA CRISSELDA N. TAMONDONG
 Notary Public for Mandaluyong City
 40 San Miguel Avenue, 1550 Mandaluyong City
 Appointment No. 0582-21
 Until December 31, 2022
 Attorney's Roll No. 71094
 PTR No. 4896453/01-28-22/Mandaluyong
 IBP No. 184247/02-03-22/RSM
 MCLE Compliance No. VI-0023071/4-24-2019