COVER SHEET

					9	3	2	6	9	-	A

S.E.C. Registration Number

ROBINSONS LAND CORPORATION

(Company's Full Name)

LEVEL 2, GALLERIA CORPORATE CENTER EDSA CORNER AVENUE, QUEZON CITY

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

ARLENE S. DENZON
Compliance Officer

Contact Person

633-7631 to 40

Company Telephone Number

1	2		3	1

Month Day

Fiscal Year

FORM TYPE

Last Wednesday of May

Month Day

Annual Meeting

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

Issuer of Securities under
SEC-BED Order No.125, Series of 1989; SEC-BED Order No. 435, Series of 1989; SEC-BED Order No. 523, Series of 1993; SEC-BED Order No. 524, Series of 1993; SEC-BED Order No. 572, Series of 1995; SEC-BED Order No. 057, Series of 1997; SEC-CFD Order No. 128, Series of 2006; SEC-MSRD Order No. 71, Series of 2015

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks: pls. use blank ink for scanning purposes

ROBINSONS LAND
CORPORATION

43/F ROBINSONS EQUITABLE, ADB AVENUE CORNER POVEDA ROAD, ORTIGAS CENTER 1605 PASIG CITY, PHILIPPINES
TELEPHONE NOS.: 395 2500 / 633 7631

May 29, 2019

SECURITIES AND EXCHANGE COMMISSION
G/F Secretariat Building
PICC Complex, Roxas Boulevard, Pasay City

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

THE PHILIPPINE STOCK EXCHANGE, INC.
6/F PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Mr. Jose Valeriano B. Zuño III**
OIC-Head, Disclosure Department

Re: **Submission of the 2018 Integrated Annual Corporate Governance Report (I-ACGR)**

Gentlemen:

In compliance with the SEC Memorandum Circular No. 15, Series of 2017 on the submission of the Integrated Annual Corporate Governance Report (I-ACGR), we submit to the Commission the fully accomplished I-ACGR of Robinsons Land Corporation (RLC) covering the year 2018.

Thank you.

Respectfully yours,

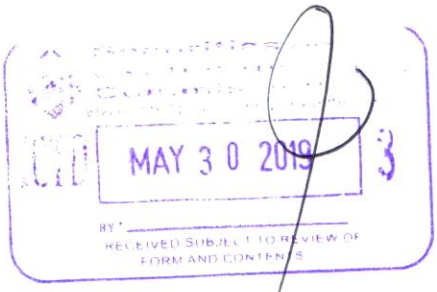
ARLENE S. DENZON
Compliance Officer

Cc:

Philippine Dealing & Exchange Corp.
37/F, Tower 1, The Enterprise Center
6766 Ayala Avenue corner Paseo de Roxas
1226 Makati City, Philippines

Attention: **Ms. Erika Grace C. Alulod**
Head-Issuer Compliance and Disclosure Department

Securities and Exchange Commission
PHILIPPINES



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1.	For the calendar year ended	2018
2.	SEC Identification Number SEC Registration No.	93269-A
3.	BIR Tax Identification No. TIN No.	000361376000
4.	Exact name of issuer as specified in its charter	ROBINSONS LAND CORPORATION
5.	Metro Manila, Philippines Province, Country or other jurisdiction of incorporation or organization	6. [illegible] (SEC Use Only) Industry Classification Code:
7.	Level 2, Galleria Corporate Center, EDSA Corner Ortigas Avenue, Quezon City, Metro Manila Address of principal office	1100 Postal Code
8.	(632) 633-7631 to 40 Issuer's telephone number, including area code	
9.	None Former name, former address, and former fiscal year, if changed since last report.	

SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1.	For the calendar year ended	2018
2.	SEC Identification Number SEC Registration No.	93269-A
3.	BIR Tax Identification No. TIN No.	000361376000
4.	Exact name of issuer as specified in its charter	ROBINSONS LAND CORPORATION
5.	Metro Manila, Philippines Province, Country or other jurisdiction of incorporation or organization	6. (SEC Use Only) Industry Classification Code:
7.	Level 2, Galleria Corporate Center, EDSA Corner Ortigas Avenue, Quezon City, Metro Manila Address of principal office	1100 Postal Code
8.	(632) 633-7631 to 40 Issuer's telephone number, including area code	
9.	None Former name, former address, and former fiscal year, if changed since last report.	

ROBINSONS LAND CORPORATION

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT
AS OF DECEMBER 31, 2018

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors of the Directors are disclosed in the following: **Definitive Information Statement** Part III Control and Compensation Information Item 14 Directors and Executive Officers of the Registrant; pages 79-82 https://www.robinsonsland.com/Definitive Information Statement **Annual Report SEC Form 17A, pages 34-36** Part III Control and Compensation Information Item 14 Directors and Executive Officers of the Registrant; Pages 70-74 https://www.robinsonsland.com/investor-relations-annual-reports/ 2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance are provided in the Company's Revised Corporate Governance Manual. **Revised Corporate Governance Manual** Article III Governance Structure	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
respond to the needs of the organization		2. Qualifications for or Disqualification from Directorship; page 14 **2.1. Qualifications of a Director** In addition to the applicable provisions of the Corporation Code, Securities Regulation Code, and other relevant laws the Articles of Incorporation and By-Laws of the Corporation, the following general guidelines shall be observed in the initial evaluation of Director-nominees to the Board: 2.1.1. He should own at least one (1) share of stock of the Corporation; 2.1.2. He must have a practical understanding of the business of the Corporation; 2.1.3. He shall have been proven to possess integrity and probity. The Corporate Governance Committee, as defined under Article III-B (3), may consider and recommend to the Board other qualifications which are now or may hereafter be provided in the relevant existing laws or any amendments thereto or new law applicable to the Corporation. https://www.robinsonsland.com/Revised Corporate Governance Manual	
Recommendation 1.2			
1. Board is composed of a majority of nonexecutive directors.	Compliant	The directors and the type of their directorships are disclosed in the following: **Definitive Information Statement** Part III Control and Compensation Information Item 14 Directors and Executive Officers of the Registrant; pages 79-82	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		https://www.robinsonsland.com/Definitive Information Statement The Board is composed of 1 Executive Director, 6 Nonexecutive Directors and 4 Independent Directors.	

No.	RLC		Type of Directorship		
	Name	Position	ED	NED	ID
1	John L. Gokongwei, Jr.	Chairman Emeritus and Founder		1	
2	James L. Go	Chairman Emeritus		1	
3	Lance Y. Gokongwei	Chairman		1	
4	Frederick D. Go	President and CEO	1		
5	Robina Gokongwei-Pe	Director		1	
6	Patrick Henry C. Go	Director		1	
7	Johnson Robert G. Go, Jr.	Director		1	
8	Artemio V. Pangilinan	Independent Director			1
9	Roberto F. De Ocampo	Independent Director			1
10	Emmanuel C. Rojas, Jr.	Independent Director			1
11	Omar Byron T. Mier	Independent Director			1
Total			1	6	4

		Company Website http://www.robinsonsland.com/ **Annual Report,** pages 70-74 https://www.robinsonsland.com/investor-relations-annual-reports/	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	The company's Board Charter and Manual on Corporate Governance relating to its policy on training of director are found in: **Revised Corporate Governance Manual** Article IX Communication, Education and Training; pages 44-45 **B. EDUCATION AND TRAINING**	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		Every Director shall receive appropriate orientation when he is first appointed to the Board of Directors, in order to ensure that incoming Directors are appropriately apprised of their duties and responsibilities before beginning their Directorships. The orientation program shall include SEC-mandated topics on Corporation Governance and an introduction to the Company's business, Articles of Incorporation, and Code of Business Conduct and Ethics. Likewise, Management Officers shall receive appropriate orientation on his duties as a management executive and how to discharge these duties when he is first appointed to the Corporation. This will ensure that incoming Senior Management Officers are familiar with the Corporation's business and governance processes. Each Director and key Officer shall be required to attend a training program on Corporate Governance and relevant topics every year. The training program shall ensure that Directors and key Officers are continuously informed of the developments in the business and regulatory environments, including emerging risks relevant to the Company as well as Corporate Governance matters including audit, internal controls, risk management, sustainability and strategy. https://www.robinsonsland.com/Revised Corporate Governance Manual	
2. Company has an orientation program for first time directors.	Compliant	The orientation program of directors is found in: **Revised Corporate Governance Manual** Article IX Communication, Education and Training; pages 44-45 **B. EDUCATION AND TRAINING** Every Director shall receive appropriate orientation when he is first appointed to the Board of Directors, in order to ensure that incoming Directors are appropriately apprised of their duties and responsibilities before beginning their Directorships. The	
3. Company has relevant annual continuing training for all directors.	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		orientation program shall include SEC-mandated topics on Corporation Governance and an introduction to the Company's business, Articles of Incorporation, and Code of Business Conduct and Ethics. Likewise, Management Officers shall receive appropriate orientation on his duties as a management executive and how to discharge these duties when he is first appointed to the Corporation. This will ensure that incoming Senior Management Officers are familiar with the Corporation's business and governance processes. Each Director and key Officer shall be required to attend a training program on Corporate Governance and relevant topics every year. The training program shall ensure that Directors and key Officers are continuously informed of the developments in the business and regulatory environments, including emerging risks relevant to the Company as well as Corporate Governance matters including audit, internal controls, risk management, sustainability and strategy. https://www.robinsonsland.com/Revised Corporate Governance Manual The Company initiated and organized the "Agile Workshop" on August 23, 2018 as Training for its directors, executives and officers. This was applied to SEC as Corporate Governance training program for the Company. The Commission approved and granted the said request on August 30, 2018.	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	Information on the company's board diversity policy is disclosed in: **Revised Corporate Governance Manual** Article III Governance Structure; page 13 and A.3 Responsibility, Duties and Functions of the Board; 3.2.4. page 17	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		3.2.4. Adopt policies on board nomination and election that will ensure diversity in board composition in terms of knowledge, expertise and experience; https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** Board Diversity Policy The Company recognize the benefits of having a diverse Board and its value in maintaining sound corporate governance while achieving strategic objectives and sustainable growth. The Policy establishes the approach to realize diversity of Board membership. https://www.robinsonsland.com/Board Diversity Policy	
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.		Provide information on or link/reference to a document containing the company's policy and measurable objectives for implementing board diversity. Provide link or reference to a progress report in achieving its objectives.	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	Information on the Corporate Secretary, including his/her name, qualifications, duties and functions directorships are disclosed in the following: **Revised Corporate Governance Manual** Article III Governance Structure E. The Corporate Secretary; page 30 **1. Qualifications of the Corporate Secretary** The Corporate Secretary, a Filipino citizen and a resident of the Philippines, is an officer of the Corporation and must be exemplary in performance. The Corporate Secretary should: 1.1. Possess appropriate administrative and interpersonal skills; 1.2. Have a working knowledge of the operations of the Corporation; 1.3. Be aware of the laws, rules, and regulations necessary in the performance of his duties and responsibilities; and 1.4. Be a separate individual from the Compliance Officer and should not be a member of the Board of Directors. https://www.robinsonsland.com/Revised Corporate Governance Manual **Definitive Information Statement** Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant; pages 84 https://www.robinsonsland.com/Definitive Information Statement Rosalinda F. Rivera, 48, was appointed Corporate Secretary of RLC on May 28, 2003 and has been Assistant Corporate Secretary since then. She is also the Corporate Secretary of JG Summit Holdings, Inc., Universal Robina Corporation, Cebu Air, Inc., Robinsons Retail Holdings, Inc. and JG Summit Petrochemical Corporation. Prior to joining RLC, she	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		was a Senior Associate in Puno and Puno Law Offices. She received a degree of Juris Doctor from the Ateneo de Manila University School of Law and a Masters of Law in International Banking from the Boston University School of Law. She was admitted to the Philippine Bar in 1995. **Company Website** http://www.robinsonsland.com/ **Annual Report SEC Form 17A** Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; page 78 https://www.robinsonsland.com/investor-relations-annual-reports/	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	The Corporate Secretary attended: The Company initiated and organized the "Agile Workshop" on August 23, 2018 as Training for its directors, executives and officers. This was applied to SEC as Corporate Governance training program for the Company. The Commission approved and granted the said request on August 30, 2018.	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.		The Corporate Secretary distributed the board meeting materials at least five business days before scheduled meeting:	
Recommendation 1.6			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
1. Board is assisted by a Compliance Officer.	Compliant	Information on the Company's Compliance Officer, including his/her name, position, qualifications, duties and functions are disclosed in the following: **Revised Corporate Governance Manual** Article III Governance Structure G. Compliance Officer; page 36 **1. Appointment of the Compliance Officer** The Board shall ensure that it is assisted in its duties by a Compliance Officer. The Board may consider appointing a Compliance Officer with a rank of Senior Vice President or an equivalent position with adequate stature and authority in the Corporation. The Compliance Officer should not be a member of the Board of Directors and shall have direct reporting responsibilities to the Chairman of the Board. The Compliance Officer shall annually attend a training on Corporate Governance. https://www.robinsonsland.com/Revised Corporate Governance Manual **Definitive Information Statement** Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant; pages 84 https://www.robinsonsland.com/Definitive Information Statement Arlene S. Denzon, 51, is the Compliance Officer of RLC and Vice President of the Corporate Governance and Management Systems (CGMS) of JGSHI. She is also the Compliance Officer of JG Summit Holdings, Inc. and Universal Robina Corporation. Prior to rejoining the RLC in February 2013, she was the Senior Vice President and Chief Risk Officer (SVP & CRO) in charge of the Enterprise-wide Risk Management Group of Digitel Mobile Philippines, Inc. (DMPI, more popularly known as Sun Cellular)	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		until December, 2012. Ms. Denzon started her career in the Gokongwei Group in 1991 and performed various roles including Accounting Manager of JGSHI until 1997, Assistant Vice President-Special Assistant to the Chairman until 2001, Vice President-Treasurer and Acting Chief Financial Officer of URC International until 2003 before she was seconded to DMPI in 2004. Prior to RLC, Ms. Denzon had three years working experience as external auditor in Sycip, Gorres, Velayo & Co. She was a Certified Public Accountant Board topnotcher and obtained her Bachelor of Accountancy degree, Magna Cum Laude, from Polytechnic University of the Philippines. **Annual Report SEC Form 17A** Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; page 78 https://www.robinsonsland.com/investor-relations-annual-reports/	
4. Compliance Officer attends training/s on corporate governance.	Compliant	The Compliance Officer attended the following corporate governance trainings/seminars: 1. 7th Annual GGAPP Forum on Good Governance, Ethics and Compliance and Keeping Pace with a Dynamic Corporate Landscape, Sustainability, Block chain Technology and Data Privacy, October 11, 2018 2. 5th SEC-PSE Corporate Governance Forum, October 23, 2018	
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.			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
Recommendation 2.1			
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	The following contains the information on how the directors performed their duties: **Revised Corporate Governance Manual** Article III Governance Structure A.4. Specific Duties and Responsibilities of a Director, 4.3; page 18 **4. Specific Duties and Responsibilities of a Director** A Director shall endeavor to act in the best interest of the Corporation its shareholders and stakeholders in a manner characterized by fairness, accountability, and transparency. A Director shall observe the following norms of conduct: 4.1. Conduct fair and impartial business transactions with the Corporation, and ensure that his personal interest does not conflict with the interests of the Corporation; 4.2. Devote the time and attention necessary to properly and effectively perform his duties and responsibilities; 4.3. Act judiciously. Before deciding on any matter brought before the Board, a Director should carefully evaluate the issues and, if necessary, make inquiries and request clarification; 4.4. Exercise independent judgment. A Director should view each problem or situation objectively; 4.5. Have a working knowledge of the statutory and regulatory requirements that affect the Corporation, including its Articles of Incorporation and By-Laws, the rules and regulations of the SEC and, where applicable, the requirements of relevant regulatory agencies; 4.6. Observe confidentiality. A Director should keep secure and confidential all nonpublic information he may acquire or learn by reason of his position as Director; and	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		4.7. Have a working knowledge of the Corporation's control systems. A Director shall ensure the continuing soundness, effectiveness and adequacy of the Corporation's control environment. 4.8. Disclose to the Philippine Stock Exchange (PSE) and the SEC the trading of the Corporation's shares by Directors, Officers (or persons performing similar functions) and controlling Shareholders. This shall also include the disclosure of the Corporation's purchase of its shares from the market (e.g. share buy-back program). https://www.robinsonsland.com/Revised Corporate Governance Manual **Definitive Information Statement** https://www.robinsonsland.com/Definitive Information Statement **Minutes of Annual Stockholders' Meeting** https://www.robinsonsland.com/Minutes of the Annual Stockholders Meeting	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The following contains the information on how the directors performed this function: **Revised Corporate Governance Manual** Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.2; page 17	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	3.2.2 Oversee the development of and approve the Company's business objectives and strategy, and monitor their implementation, in order to sustain the Company's long-term viability and strength. The Board shall review and guide corporate strategy, major plans of action, risk management policies and procedures, annual budgets and business plans; set performance objectives; monitor implementation and corporate performance; and oversee major capital expenditures, acquisitions and divestitures https://www.robinsonsland.com/Revised Corporate Governance Manual Business objective and strategy are reviewed and approved annually. **Minutes of Annual Stockholders' Meeting** https://www.robinsonsland.com/Minutes of the Annual Stockholders Meeting	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	The company's vision, mission and core values can be found in: **Company Website** http://www.robinsonsland.com/robinsons-land-corporation/ **VISION** We will be a driving force in the industry, with each of our developments successful, and a preferred destination. We will grow to be in every market, where we can create value for our shareholders and make a positive difference to our customers, employees and business partners.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		MISSION We are committed to develop vibrant, delightful and lasting commercial spaces that serves as a catalyst and landscape for new opportunities and a better life. We are run by motivated, innovative and entrepreneurial-spirited individuals, dedicated to serve the ever-changing needs and aspirations of our market. Robinsons believes, that with every Filipino, lies a spark of brilliance, just waiting to illuminate the world. Immeasurable in potentials, we have the capacity to create ideas that are bigger than we are. We have the ability to weave and share dreams that give birth to new ones. At Robinsons, we achieve greatness by building good things together. The Company's vision, mission and core values are reviewed annually. **Revised Corporate Governance Manual** Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.8; page 17 3.2.8. Annually review, together with Management, the Company's vision and mission; https://www.robinsonsland.com/Revised Corporate Governance Manual	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	The following contains information on the strategy execution process: **Revised Corporate Governance Manual** Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.2; page 17 3.2.2. Oversee the development of and approve the Company's business objectives and strategy, and monitor their implementation, in order to sustain the Company's long-term viability and strength. The Board shall review and guide corporate strategy, major plans of action, risk management	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		policies and procedures, annual budgets and business plans; set performance objectives; monitor implementation and corporate performance; and oversee major capital expenditures, acquisitions and divestitures; https://www.robinsonsland.com/Revised Corporate Governance Manual **Annual Report SEC Form 17A** https://www.robinsonsland.com/investor-relations-annual-reports/	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	The following contains the information on the Chairperson, including his/her name and qualifications: **Revised Corporate Governance Manual** Article III Governance Structure C. Chairman; page 28 https://www.robinsonsland.com/Revised Corporate Governance Manual **Definitive Information Statement** Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; Pages 9, 80 https://www.robinsonsland.com/Definitive Information Statement Lance Y. Gokongwei, 52, is the Chairman of RLC. He is the President and Chief Executive Officer of JG Summit Holdings, Inc., He is the Chairman of Universal Robina Corporation, Robinsons Retail Holdings, Inc., JG Summit Petrochemical Corporation, JG Summit Olefins Corporation and Robinsons Bank Corporation. He is the President and	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		Chief Executive Officer of Cebu Air, Inc. He is a director and Vice Chairman of Manila Electric Company and a director Oriental Petroleum and Minerals Corporation, and United Industrial Corporation Limited. He is also a trustee and secretary of the Gokongwei Brothers Foundation, Inc. He received a Bachelor of Science degree in Finance and a Bachelor of Science degree in Applied Science from the University of Pennsylvania.	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	The company's succession planning policies and programs and its implementation are disclosed in: **Revised Corporate Governance Manual** Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.3; page 17 3.2.3. Oversee the adoption of an effective succession planning program and remuneration policies; 5. Internal Controls and Responsibilities of the Board, 5.1.5; page 19 B. Board Committees, page21 5.1.5. Review of the Corporation's human resource policies, conflict of interest situations, compensation program for employees and management succession plan. 3. Corporate Governance Committee, 3.3. Functions, 3.3.4; page 25 3.3.4. Recommend continuing education/training programs for Directors, assignment of tasks/projects to Board Committees, succession planning for the Board members and senior Officers, and levels of remuneration for corporate and individual performance;	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** Succession Planning and Remuneration Policy The Company shall ensure the Company's effective performance and sustained growth through leadership continuity for the benefit of all its stakeholders. Subject to the Board's approval, suitable candidates are identified, assessed and nominated to fill the vacancies that arise from time to time. Competency requirements are assessed and developed through planned developments and learning initiatives. This ensures systematic and long-term development of individuals in the senior management level as ready replacement when the need arises due to deaths, disabilities, retirements and other unexpected occurrence. https://www.robinsonsland.com/Succession Planning and Remuneration Policy	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	The following contains information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance. **Revised Corporate Governance Manual** Article III Governance Structure B.3. Corporation Governance Committee; page 24 The Corporate Governance Committee shall have the following functions: 3.3.6. Establish a formal procedure to develop a policy for determining the remuneration of Directors and Officers that	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant		

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	is consistent with the Corporation's culture and strategy as well as the business environment in which it operates, including disallowing any Director to decide his remuneration; https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** Succession Planning and Remuneration Policy 12. The Corporate Governance Committee shall recommend and the Board of Directors shall approve the remuneration of Executive and Non-Executive Directors. 12.1. Fixed remuneration for Non-Executive directors (including Independent Directors) shall reflect the time commitment and responsibilities of the role. 12.2. The remuneration of Executive Directors may be a combination of fixed monthly salary in terms of their appointment as approved by the Board and variable pay based on the Company's and individual performance. The Corporate Governance Committee shall determine and decide the performance parameters and/or measurable standards applicable to the Executive Directors that will serve as the basis for the variable pay. 12.3. The Corporate Governance Committee may consider aligning Key Executives and Board remuneration with the longer-term interests of the company and its shareholders. 13. The compensation structure for Key Management Personnel and Senior Management Team members may consist of fixed salary component and variable performance-based compensation. The compensation structure shall be devised to help the Company	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		attract and retain top talents to efficiently run the Company with a long-term perspective. https://www.robinsonsland.com/Succession Planning and Remuneration Policy	
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			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The following contains information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders; proof that minority shareholders have a right to nominate candidates to the board;	

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2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	information that there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director. **Revised Corporate Governance Manual** Article III Governance Structure, A. 3.2. Duties and Functions of the Board, 3.2.4; page 17 3.2.4. Adopt policies on board nomination and election that will ensure diversity in board composition in terms of knowledge, expertise and experience; B.3. Corporate Governance Committee, 3.3.5; page 25 3.3.5. Determine the nomination and election process for the Corporation's Directors and define the general profile of the Board members that the Company may need and ensure appropriate knowledge, competencies and expertise that complement the existing skills of the Board; https://www.robinsonsland.com/Revised Corporate Governance Manual **Notice of Annual Stockholders' Meeting** https://www.robinsonsland.com/Notice of the Annual Stockholders Meeting **Company Website** Board Nomination and Election Policy The Board recognizes the importance of having a qualified and competent Board to achieve Company objectives as well as to protect	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		

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6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	the interest of all its stakeholders and shall ensure that proper nomination and election process is in place to attain this. https://www.robinsonsland.com/Board Nomination and Election Policy	
Optional: Recommendation to 2.6			
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	Compliant	The following contains the company's policy on related party transaction, including policy on review and approval of significant RPTs: **Revised Corporate Governance Manual** Article III Governance Structure A.3 Responsibilities, Duties and Functions of the Board, 3.2. Duties and Functions of the Board, 3.2.5; page 17	

<table>
<tr><th colspan="4">INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT</th></tr>
<tr><th></th><th>COMPLIANT/ NON-COMPLIANT</th><th>ADDITIONAL INFORMATION</th><th>EXPLANATION</th></tr>
<tr><td>unusual or infrequently occurring transactions.</td><td></td><td>3.2.5. Oversee the implementation of a policy and system on RPTs which shall include the review and approval of material or significant RPTs and ensure fairness and transparency of the transactions;</td><td></td></tr>
<tr><td>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</td><td>Compliant</td><td>2.3. Functions of the Audit Committee, 2.3.8; page 23
2.3.8. Review and approve the interim and Annual Financial Statements before their submission to the Board, with particular focus on the following:
• Any change/s in accounting policies and practices;
• Areas where significant amount of judgment has been exercised;
• Significant Related Party Transactions;
• Significant adjustments resulting from the audit;
• Going concern assumptions;
• Compliance with accounting standards; and
• Compliance with tax, legal, and regulatory requirements.

https://www.robinsonsland.com/Revised Corporate Governance Manual

Annual Report SEC Form 17A
Part lll – Control and Compensation
Item 16. Certain Relationships And Related Party Transactions
Related Party Transactions; page 82

Notes to Consolidated Financial Statements, Note 16, 174-178
https://www.robinsonsland.com/investor-relations-annual-reports/

Company Website</td><td></td></tr>
<tr><td>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</td><td>Compliant</td><td></td><td></td></tr>
</table>

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<tr><th colspan="4">INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT</th></tr>
<tr><th></th><th>COMPLIANT/ NON-COMPLIANT</th><th>ADDITIONAL INFORMATION</th><th>EXPLANATION</th></tr>
<tr><td></td><td></td><td>Related Party Transaction Policy
The Company shall conduct all Related Party Transactions (RPT) on an arm’s length basis with consideration paid or received and on terms no less favorable than any such terms available to unrelated third parties under the same or similar circumstances. The policy is instituted for the proper review, approval and reporting of transactions entered into between and among the Company or any of its subsidiaries, affiliates, directors or officers.
https://www.robinsonsland.com/Related Party Transactions Policy

Identify transactions that were approved pursuant to the policy.
All related party transactions for the financial year are related to the regular business operations consummated on an armslength basis.</td><td></td></tr>
<tr><td colspan="4">Supplement to Recommendations 2.7</td></tr>
<tr><td>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered de minimis or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior</td><td>Compliant</td><td>Provide information on a materiality threshold for RPT disclosure and approval, if any.

Provide information on RPT categories

Company Website
Related Party Transaction Policy
<table><tr><th>Nature of Transaction</th><th>Transaction Value Per Contract</th><th>Approving Authority</th></tr><tr><td>Significant RPT</td><td>Over Php500M</td><td>Requires review and approval by the Audit Committee; Will be reported to the Board of Director</td></tr></table></td><td></td></tr>
</table>

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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.		<table><tr><td>Material RPT</td><td>Over Php1B</td><td>Requires review by the Audit Committee and approval by the Board of Directors.</td></tr><tr><td>RPT involving Directors or Corporate Officers</td><td>Regardless of amount</td><td>Requires the review of the Audit Committee and approval of the Board of Directors.</td></tr></table> https://www.robinsonsland.com/Related Party Transactions Policy	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Compliant	Provide information on voting system, if any. **Amended By-Laws** Article II Meetings of Stockholders, Section 2, page 9 Article III Board of Directors, Section 1.b, page 13 http://www.robinsonsland.com/Amended By-Laws **There are no transactions during the financial year that would require this approval.**	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other	Compliant	The following contains the Board's policy and responsibility for approving the selection of management: **Revised Corporate Governance Manual** Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.6; page 17 3.2.6. Oversee the adoption of policies on the selection of Management and Key Officers and the assessment of their performance;	

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control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).		https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** Succession Planning and Remuneration Policy 3. All appointments, re-appointments, removal and tenure of the Directors shall be governed by the provisions of the Company's Nomination and Election Policy. 4. All hiring and appointments of Senior Managerial Personnel with the rank of AVP and up (equivalent of Job Grades 16 and up) shall be presented, deliberated and approved by the Executive Committee. The ranks (officer title) and position or functional titles of Senior Managerial Personnel shall be conferred by the Corporate Governance Committee. Corporate Human Resources (CHR) shall facilitate the presentation and deliberation process. https://www.robinsonsland.com/Succession Planning and Remuneration Policy **In accordance with its By-Laws, Company formed an Executive Committee that acts based on the majority vote of its members on the normal business decision requirements of the Company.**	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other	Compliant	The following contains the Board's policy and responsibility for assessing the performance of management: **Revised Corporate Governance Manual** Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.6; page 17 3.2.6. Oversee the adoption of policies on the selection of Management and Key Officers and the assessment of their performance;	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).		Article VII Corporate Governance Monitoring and Self-Assessment; pages 42 A. The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairman, individual members and Committees. Every three (3) years, the assessment may be supported by an external facilitator. B. The Board shall have in place a system that provides the criteria and process to determine the performance of the Board, the individual Directors, and Committees including feedback from Shareholders. C. The Corporate Governance Committee shall oversee the evaluation process, shall ensure that its business processes and practices are consistent with the provisions of this Manual. This Manual shall be subject to review as the need arises in order to take into account the Corporation's changing needs, business, technological and environmental conditions, and regulatory requirements. Any recommended changes to the Manual shall be subject to approval by the Board. https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** **Succession Planning and Remuneration Policy** 6. The Corporate Governance Committee shall periodically review the list of senior managerial personnel due for retirement/attrition within the year with due consideration of possible new vacancies that may arise from business needs and/or up-gradation and shall assess the availability of suitable candidates. Based on the	

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		recommendation of the Chief Executive Officer, President and CHR Head, the Committee: 6.1. Shall recommend to the Board the retention or replacement of incumbents after due evaluation using the following criteria: ❑ 50% Performance: Consistent Demonstration of Competencies and Impact to the Business Results that can be validated on the Advancement Planning ratings. ❑ 50% Demonstration of Leadership Attributes that can be validated through critical incidents and vouching of critical stakeholders on consistent demonstration of the 6 Leadership attributes: ▪ Competent; ▪ Strategic ▪ Innovative; ▪ Passionate; ▪ Entrepreneurial; and ▪ Team Player http://www.robinsonsretailholdings.com.ph/Succession Planning and Remuneration Policy **Provide information on the assessment process and indicate frequency of assessment of performance.** Senior Executive's performance is assessed annually after the end of the Financial Year.	
Recommendation 2.9			

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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.	Compliant	The following contains the Board's performance management framework for management and personnel: **Revised Corporate Governance Manual** Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.6 and 3.2.7; page 17 3.2.6. Oversee the adoption of policies on the selection of Management and Key Officers and the assessment of their performance; 3.2.7. Oversee the establishment of an internal control system to monitor and manage potential conflicts of interest and an ERM framework to identify, monitor, assess and manage key business risks; Article VII Corporate Governance Monitoring and Self-Assessment; pages 42 The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairman, individual members and Committees. Every three (3) years, the assessment may be supported by an external facilitator. B. The Board shall have in place a system that provides the criteria and process to determine the performance of the Board, the individual Directors, and Committees including feedback from Shareholders. C. The Corporate Governance Committee shall oversee the evaluation process, shall ensure that its business processes and practices are consistent with the provisions of this Manual. This Manual shall be subject to review as the need arises in order to take into account the Corporation's changing needs, business, technological and environmental conditions, and regulatory	
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.	Compliant		

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		requirements. Any recommended changes to the Manual shall be subject to approval by the Board. https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** **Succession Planning and Remuneration Policy** 6. The Corporate Governance Committee shall periodically review the list of senior managerial personnel due for retirement/attrition within the year with due consideration of possible new vacancies that may arise from business needs and/or up-gradation and shall assess the availability of suitable candidates. Based on the recommendation of the Chief Executive Officer, President and CHR Head, the Committee: 6.1. Shall recommend to the Board the retention or replacement of incumbents after due evaluation using the following criteria: ❑ 50% Performance: Consistent Demonstration of Competencies and Impact to the Business Results that can be validated on the Advancement Planning ratings. ❑ 50% Demonstration of Leadership Attributes that can be validated through critical incidents and vouching of critical stakeholders on consistent demonstration of the 6 Leadership attributes: ▪ Competent; ▪ Strategic ▪ Innovative; ▪ Passionate; ▪ Entrepreneurial; and	

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		▪ Team Player http://www.robinsonsretailholdings.com.ph/Succession Planning and Remuneration Policy Senior Executive's performance is assessed annually after the end of the Financial Year. **In accordance with its By-Laws, Company formed an Executive Committee that acts based on the majority vote of its members on the normal business decision requirements of the Company.**	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	The following provide information on the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system: **Revised Corporate Governance Manual** Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.7; page 17 3.2.7. Oversee the establishment of an internal control system to monitor and manage potential conflicts of interest and an ERM framework to identify, monitor, assess and manage key business risks; 3.2.14. Ensure that the Corporation establishes appropriate Corporate Governance policies and procedures pursuant to this Manual and the Governance Code, including but not limited to, policies on conflict of interest, and oversee the effective implementation thereof; 5. Internal Control Responsibilities of the board; page 19	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		

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		3.2.7. Oversee the establishment of an internal control system to monitor and manage potential conflicts of interest and an ERM framework to identify, monitor, assess and manage key business risks; 3.2.14. Ensure that the Corporation establishes appropriate Corporate Governance policies and procedures pursuant to this Manual and the Governance Code, including but not limited to, policies on conflict of interest, and oversee the effective implementation thereof; B. Board Committees, 2 Audit Committee; page 21 **2.1. Role of the Audit Committee** The role of the Audit Committee is to provide oversight over the Company's financial reporting, Internal Control System, Internal and External Audit processes, and monitor compliance with applicable laws and regulations. It shall ensure that systems and processes are put in place to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of business operations, and proper safeguarding and use of the Corporation's resources and assets. F. Internal Audit, 1. Role of Internal Audit; page 31 **4. Responsibilities of Internal Audit** Internal Audit shall be solely responsible for the planning, implementation, and reporting of its results. For this purpose, Internal Audit shall: 4.1. Periodically review the Internal Audit charter and present it to the Senior Management and the Audit Committee for approval;	

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		4.2. Establish and implement risk-based Internal Audit Plan, including policies and procedures, to determine the priorities of the Internal Audit activity, consistent with the Corporation's goals; 4.3. Present the Internal Audit Plan and its performance, resource requirement and impact of resource limitations, as well as significant interim changes, to Senior Management and the Audit Committee for review and approval; 4.4. Spearhead the performance of the Internal Audit activity to ensure it adds value to the Corporation; 4.5. Prepare a forward Strategic Audit Plan to set the direction and approach of audits in the long-term; 4.6. Perform regular and special audit as contained in the Annual Audit Plan and/or based on the Company's risk assessment; 4.7. Perform consulting and advisory services related to governance and control as appropriate for the Corporation; 4.8. Perform compliance audit of relevant laws, rules and regulations, contractual obligations and other commitments, that could have a significant impact on the Corporation; 4.9. Review, audit and assess the efficiency and effectiveness of the internal control system of all areas of the Company; 4.10. Evaluate operations or programs to ascertain whether results are consistent with established objectives and goals, and whether the operations or programs are being carried out as planned; 4.11. Evaluate specific operations at the request of the Board or Management, as appropriate; 4.12. Monitor and evaluate governance processes; 4.13. Report in a timely manner significant issues noted during the audit relating to the adequacy, efficiency, and effectiveness	

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		of policies, controls, processes, and activities of the Corporation. As directed by or under the policies of the Audit Committee, furnishes auditees and/or any other member of Management copies of the reports; 4.14. Recommend any improvement in policies and procedures, systems of controls, processes, and other financial and operational matters to assist Management in the effective discharge of their responsibilities, in order to minimize or prevent waste, extravagance, negative image, and fraud. Management is responsible to implement specific recommendations; 4.15. Coordinate with External Auditors and ensure that the audit works are complementary to optimize coverage at a reasonable cost; and 4.16. Comply with standards that are promulgated by the relevant professional and regulatory bodies. https://www.robinsonsland.com/Revised Corporate Governance Manual	
3. Board approves the Internal Audit Charter.	Compliant	The following are the links to the company's Internal Audit Charter: **Revised Corporate Governance Manual** Article III Governance Structure B. Board Committees, 2 Audit Committee; page 21 **2.1. Role of the Audit Committee** The role of the Audit Committee is to provide oversight over the Company's financial reporting, Internal Control System, Internal and External Audit processes, and monitor compliance with applicable laws and regulations. It shall ensure that systems and processes are put in place to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of	

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		business operations, and proper safeguarding and use of the Corporation's resources and assets. F. Internal Audit, 4. Responsibilities of Internal Audit, 4.1; page 33 Internal Audit shall be solely responsible for the planning, implementation, and reporting of its results. For this purpose, Internal Audit shall: 4.1. Periodically review the Internal Audit charter and present it to the Senior Management and the Audit Committee for approval; https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** **Audit Committee Charter** http://www.robinsonsland.com/board-committees/	
Recommendation 2.11			
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.	Compliant	The following shows the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework. **Revised Corporate Governance Manual** Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board, 3.2.7; page 17 3.2.7. Oversee the establishment of an internal control system to monitor and manage potential conflicts of interest and an ERM framework to identify, monitor, assess and manage key business risks;	

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2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	4. Board Risk Oversight Committee, Role of the BROC, 4.1; page 26 **4.1. Role of the BROC** The role of the BROC is to oversee the establishment of ERM framework that will effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. The BROC shall be responsible for defining the Company's level of risk tolerance and providing oversight over its risk management policies and procedures to anticipate, minimize, control or manage risks or possible threats to its operational and financial viability. G. Enterprise Risk Management, pages 34-36 **1. Role of ERM** The role of ERM is to oversee that a sound ERM framework is in place to effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise level risk exposures, as well as the effectiveness of risk management strategies. **2. Appointment of an ERM Head** The Board shall appoint an ERM Head, a Chief Risk Officer or its equivalent position, who shall oversee the entire ERM process and spearhead the development, implementation, maintenance and continuous improvement of ERM processes and documentation. 2.1. The ERM Head reports functionally to the BROC and administratively to the CEO;	

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		2.2. The ERM Head shall have no executive or managerial powers and duties in the Corporation except those relating to ERM; and 2.3. ERM shall have an independent status and will not be involved in the day-today operations of the business units and corporate centers in the Corporation. **3. Functions and Responsibilities of ERM** ERM shall have the following functions and responsibilities: 2.1. Define a risk management strategy; 2.2. Identify and analyzing key risk exposures relating to Economic, Environmental, Social and Governance ("EESG") factors and the achievement of the Corporation's strategic objectives; 2.3. Evaluate and categorize each identified risk using the Company's predefined risk categories and parameters; 2.4. Establish a risk register with clearly defined, prioritized and residual risks; 2.5. Develop risk mitigation plan for the most important risks to the Company, as defined by the risk management strategy; 2.6. Communicate and report significant risk exposures including business risks (e.g. strategic, compliance, operational, financial and reputational risks), control issues and risk mitigation plan to the BROC; 2.7. Collaborate with the CEO in updating and making recommendations to the BROC; 2.8. Coordinate, monitor, and facilitate compliance with laws, rules, and regulations; and 2.9. Suggest ERM policies and related guidance, as may be needed.	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		3. Authority of ERM Subject to the approval of the BROC, the ERM is authorized to: 3.1. Allocate resources and apply different techniques required to accomplish ERM objectives; 3.2. Assess and recruit personnel with sufficient knowledge, skills, experience, and professional certifications to meet the requirements of this charter provided within policy and approved budget; 3.3. Have discussions with Management and employees of the Corporation at any reasonable time; 3.4. Attend or participate in meetings relating to the Board's oversight responsibilities for ERM; 3.5. Have full and free access to the BROC; and 3.6. Obtain the necessary assistance of Business Unit or Corporate Center Unit, as well as other specialized services from within or outside the Corporation. https://www.robinsonsland.com/Revised Corporate Governance Manual **Definitive Information Statement** 31. Financial Risk Management Objectives and Policies Enterprise Resources Management (ERM) Framework; page 160-162 https://www.robinsonsland.com/Definitive Information Statement	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles,	Compliant	Provide link to the company's website where the Board Charter is disclosed. **Revised Corporate Governance Manual**	

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<tr><td>responsibilities and accountabilities in carrying out its fiduciary role.</td><td></td><td rowspan="3">B. Board Committees; pages 21-28
To aid in the optimal performance of its roles and responsibilities and ensure compliance with the principles of Corporate Governance, the Board shall form the following Board Committees: (a) Audit Committee (b) Board Risk Oversight Committee (BROC) and (c) Corporation Governance Committee. The Board may establish other Committees such as a RPT Committee as it may deem appropriate or necessary to support the Board in the effective performance of its functions.

1. Appointment of Members and Adoption of Committee Charter
1.1. Appointment of Members of the Board Committees
The Board shall appoint the members and chairman (from among the members) of each Board Committee annually.
1.2 Charter of the Board Committees
1.2.1. Each Board Committee shall have a Charter which shall define and govern, among other matters, its purposes, composition, membership and duties and responsibilities, conduct of meetings, and reporting processes.
1.2.2. The respective Charters of the Board Committee shall be approved by the Board and shall not be amended, altered, or varied unless the Board shall have approved such amendment, alteration or variation.
https://www.robinsonsland.com/Revised Corporate Governance Manual

Company Website
Board Committee Charter
http://www.robinsonsland.com/board-committees/</td><td></td></tr>
<tr><td>2. Board Charter serves as a guide to the directors in the performance of their functions.</td><td>Compliant</td><td></td></tr>
<tr><td>3. Board Charter is publicly available and posted on the company’s website.</td><td>Compliant</td><td></td></tr>
</table>

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Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	Information on or link/reference to a document showing company's insider trading policy is found in: **Company Website** **Insider Trading Policy** The Company shall abide with the provisions of law set forth in the Securities Regulation Code and shall implement policies and procedures to prevent the unauthorized disclosure or misuse of material, non-public information in securities trading to preserve the reputation and integrity of the Company. http://www.robinsonsland.com/	
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.		**Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.**	
2. Company discloses the types of decision requiring board of directors' approval.		**Indicate the types of decision requiring board of directors' approval and where there are disclosed.**	

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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			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Information on all the board committees established by the company are disclosed in: **Revised Corporate Governance Manual** Article III Governance Structure B. Board Committee, pages 21-28 To aid in the optimal performance of its roles and responsibilities and ensure compliance with the principles of Corporate Governance, the Board shall form the following Board Committees: (a) Audit Committee (b) Board Risk Oversight Committee (BROC) and (c) Corporate Governance Committee. The Board may establish other Committees such as a RPT Committee as it may deem appropriate or necessary to support the Board in the effective performance of its functions. **1. Appointment of Members and Adoption of Committee Charter** **1.1. Appointment of Members of the Board Committees** The Board shall appoint the members and chairman (from among the members) of each Board Committee annually. **1.2 Charter of the Board Committees** 1.2.1 Each Board Committee shall have a Charter which shall define and govern, among other matters, its purposes, composition, membership and duties and responsibilities, conduct of meetings, and reporting processes.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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		1.2.2 The respective Charters of the Board Committee shall be approved by the Board and shall not be amended, altered, or varied unless the Board shall have approved such amendment, alteration or variation. **2. Audit Committee** **2.1. Role of the Audit Committee** The role of the Audit Committee is to provide oversight over the Company's financial reporting, Internal Control System, Internal and External Audit processes, and monitor compliance with applicable laws and regulations. It shall ensure that systems and processes are put in place to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of business operations, and proper safeguarding and use of the Corporation's resources and assets. **2.2. Organization of the Audit Committee** 2.2.1. The Audit Committee reports functionally to the Board. 2.2.2. The Audit Committee shall be composed of at least three (3) directors, at least one (1) of whom shall always be an Independent Director. The Board may consider appointing Non-Executive Directors to comprise majority membership of the Audit Committee. All members must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. 2.2.3. The Board shall appoint an Independent Director as Chairman, of the Audit Committee. **2.3. Functions of the Audit Committee** The Audit Committee shall have the following functions:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		2.3.1. Oversee the Internal Audit Department, and recommend the appointment and/or grounds for approval of the Internal Audit Head. The Audit Committee shall also approve the terms and conditions for the outsourcing of Internal Audit services if applicable; 2.3.2. Through the Internal Audit Department, monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system, integrity of financial reporting, and security of physical and information assets; 2.3.3. Review the Annual Internal Audit Plan to ensure its conformity with the objectives of the Corporation. The Plan shall include the audit scope, resources, and budget necessary to implement it; 2.3.4. Review the reports submitted by the Internal and External Auditors; 2.3.5. Review and monitor Management's responsiveness to Internal Audit's findings and recommendations; 2.3.6. Prior to the commencement of the audit, discuss with the External Auditor the nature, scope and expenses of the audit, and ensure the proper coordination, if more than one audit firm is involved in the activity, to secure proper coverage and minimize duplication of efforts; 2.3.7. Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the proportion of non-audit fees paid to the External Auditor to the Corporation's overall consultancy expenses.	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		The Committee shall evaluate if the non-audit work will create a potential conflict of interest and shall disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. If the non-audit work is allowed, this shall be disclosed in the Corporation's Annual Corporate Governance Report; 2.3.8. Review and approve the interim and Annual Financial Statements before their submission to the Board, with particular focus on the following: • Any change/s in accounting policies and practices; • Areas where significant amount of judgment has been exercised; • Significant Related Party Transactions; • Significant adjustments resulting from the audit; • Going concern assumptions; • Compliance with accounting standards; and • Compliance with tax, legal, and regulatory requirements. 2.3.9. Review the disposition of the recommendations in the External Auditor's management letter; 2.3.10. Perform oversight functions over the Corporation's Internal and External Auditors. It shall ensure the independence of Internal and External Auditors, and that both auditors are given reasonable access to all material records, properties and personnel to enable them to perform their respective audit functions; 2.3.11. Recommend the appointment, re-appointment, removal and fees of the External Auditor; and 2.3.12. Assist the Board in the performance of its oversight responsibility for the financial reporting process,	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		system of internal controls, audit process and monitoring of compliance with applicable laws, rules and regulations. **2.4. Meetings of the Audit Committee** 2.4.1. The Audit Committee shall meet quarterly and as often as may be necessary. The Audit Committee may opt to meet without the presence of the CEO or other management team members, and periodically meet with the Internal Audit Head. 2.4.2. The notice and agenda for each meeting shall be circulated to all Audit Committee members at least five (5) business days before each meeting. 2.4.3. The Audit Committee may invite other Directors and Management Officers to attend any meeting. 2.4.4. The Audit Committee Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting. 2.4.5. A quorum shall be present as long as an Independent Director is present or if at least a majority of the members of the Audit Committee is present. No business shall be transacted at any meeting unless a quorum is present. 2.4.6. The Audit Committee shall cause proper records of its proceedings to be kept. Members may nominate a member or some other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings. **3. Corporate Governance Committee**	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		3.1. Role of the Corporate Governance Committee The role of the Corporate Governance Committee is to oversee the development and implementation of Corporate Governance principles and policies. The Corporate Governance Committee shall recommend a formal framework on the nomination, remuneration and evaluation of the performance of the Directors and key Management Officers to ensure that this framework is consistent with the Corporation's culture, strategies and the business environment. **3.2. Organization of the Corporate Governance Committee** 3.2.1. The Corporate Governance Committee shall report directly to the Board. 3.2.2. The Corporate Governance Committee shall be composed of at least three (3) directors, one (1) of whom shall be an Independent Director. The Board may consider Independent Directors to comprise the membership of the Corporate Governance Committee, including the Chairman. The Board shall ensure that the members of the Corporate Governance Committee are appropriately qualified to discharge their responsibilities. 3.2.3. The Board shall appoint one of the members of the Corporate Governance Committee to be the Committee Chairman. **3.3. Functions of the Corporate Governance Committee** The Corporate Governance Committee shall have the following functions:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		3.3.1. Oversee the implementation of a Corporate Governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the Corporation's size, complexity and business strategy, as well as the business and regulatory environment; 3.3.2. Oversee the formulation and implementation of a Code of Business Conduct and Ethics and internal policies and monitor compliance with such code and policies by the Corporation through communication and awareness campaign, continuous training and setting a proper forum where issues may be addressed; 3.3.3. Oversee the performance evaluation of the Board and its Committees and Management, and conduct an annual self-evaluation of its performance; 3.3.4. Recommend continuing education/training programs for Directors, assignment of tasks/projects to Board Committees, succession planning for the Board members and senior Officers, and levels of remuneration for corporate and individual performance; 3.3.5. Determine the nomination and election process for the Corporation's Directors and define the general profile of the Board members that the Company may need and ensure appropriate knowledge, competencies and expertise that complement the existing skills of the Board; 3.3.6. Establish a formal procedure to develop a policy for determining the remuneration of Directors and Officers that is consistent with the Corporation's	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		culture and strategy as well as the business environment in which it operates, including disallowing any Director to decide his remuneration; 3.3.7. Establish efficient communication channels which aid and encourage employees, customers, suppliers, creditors and other Stakeholders to raise concerns on potential unethical or unlawful behavior without fear of retribution; and 3.3.8. Review recommendations concerning policies on conflict of interest, salaries and benefits policies, promotion and career advancement directives, and compliance with all statutory requirements. **3.4. Meetings of the Corporate Governance Committee** 3.4.1. The Corporate Governance Committee shall meet twice a year or as may be necessary. 3.4.2. The notice and agenda for each meeting shall be circulated to all Corporate Governance Committee members at least five (5) business days before each meeting. 3.4.3. The Corporate Governance Committee may invite other Directors and Management Officers to attend any meeting. 3.4.4. The Corporate Governance Committee Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting. 3.4.5. A quorum shall be present if at least a majority of the members of the Corporate Governance Committee is	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		present. No business shall be transacted at any meeting unless a quorum is present. 3.4.6. The Corporate Governance Committee shall cause proper records of its proceedings to be kept. Members may nominate a member or some other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings. **4. Board Risk Oversight Committee** **4.1. Role of the BROC** The role of the BROC is to oversee the establishment of ERM framework that will effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. The BROC shall be responsible for defining the Company's level of risk tolerance and providing oversight over its risk management policies and procedures to anticipate, minimize, control or manage risks or possible threats to its operational and financial viability. **4.2. Organization of the BROC** 4.2.1. The Board Risk Oversight Committee shall be composed of at least three (3) directors, at least one (1) of whom shall always be an Independent Director. The Board may consider Independent Directors to comprise majority membership of the BROC. At least one member of the committee must have relevant knowledge and experience on risk and risk management.	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		4.2.2. The Board shall appoint one of the members of the BROC to be the Committee Chairman. **4.3. Functions of the BROC** The BROC shall have the following functions: 4.3.1. Oversee the development and implementation of a formal ERM Plan that contains the following elements: • Common language or register of risks; • Well-defined risk management goals, objectives and oversight; • Uniform processes of identifying, assessing, evaluating and measuring risks as well developing strategies to manage and mitigate prioritized risks; • Designing and implementing risk management strategies; and • Continuing assessments and monitoring to improve risk strategies, processes and measures; 4.3.2. Evaluate the ERM Plan to ensure its continued relevance, comprehensiveness and effectiveness. The BROC shall revisit defined risk management strategies, look for emerging or changing material exposures, and stays abreast of significant developments that may seriously impact the likelihood of harm or loss; 4.3.3. Review the Corporation's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and occurrence of major events that may have a major impact on the Company;	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		4.3.4. Assess the probability of each identified risk becoming a reality and estimate its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Corporation and its Stakeholders; 4.3.5. Provide oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Corporation. This function includes regularly receiving information on risk exposures and risk management activities from Management; and 4.3.6. Report to the Board on a regular basis, or as deemed necessary, the Company's risk, material risk exposures, the actions taken to reduce the risks, and recommends appetite levels, risk tolerance limits, further action or plans, as necessary. **4.4. Meetings of the BROC** 4.4.1. The BROC shall meet twice a year or as may be necessary. The BROC may opt to meet without the presence of the CEO or other management team members, and periodically meets with the ERM Head. 4.4.2. The notice and agenda for each meeting shall be circulated to all BROC members at least five (5) business days before each meeting. 4.4.3. The BROC may invite other Directors and Management Officers to attend any meeting. 4.4.4. The BROC Chairman shall preside in all meetings of the Committee. In his absence, the members present	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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		shall elect from among themselves one member to preside over the particular meeting. 4.4.5. A quorum shall be present as long as an Independent Director is present or if at least a majority of the members of the BROC is present. No business shall be transacted at any meeting unless a quorum is present. 4.4.6. The BROC shall cause proper records of its proceedings to be kept. Members may nominate a member or some other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings. https://www.robinsonsland.com/Revised Corporate Governance Manual	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	Information regarding the Company's Audit Committee, including its functions are disclosed in: **Revised Corporate Governance Manual** Article III Governance Structure B.1. Audit Committee, pages 21-24 **2.1. Role of the Audit Committee** The role of the Audit Committee is to provide oversight over the Company's financial reporting, Internal Control System, Internal and External Audit processes, and monitor compliance with applicable laws and regulations. It shall ensure that systems and processes are put in place to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of business operations, and proper safeguarding and use of the Corporation's resources and assets. **2.2. Organization of the Audit Committee**	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		2.2.1. The Audit Committee reports functionally to the Board. 2.2.2. The Audit Committee shall be composed of at least three (3) directors, at least one (1) of whom shall always be an Independent Director. The Board may consider appointing Non-Executive Directors to comprise majority membership of the Audit Committee. All members must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. 2.2.3. The Board shall appoint an Independent Director as Chairman, of the Audit Committee. **2.3. Functions of the Audit Committee** The Audit Committee shall have the following functions: 2.3.1. Oversee the Internal Audit Department, and recommend the appointment and/or grounds for approval of the Internal Audit Head. The Audit Committee shall also approve the terms and conditions for the outsourcing of Internal Audit services if applicable; 2.3.2. Through the Internal Audit Department, monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system, integrity of financial reporting, and security of physical and information assets; 2.3.3. Review the Annual Internal Audit Plan to ensure its conformity with the objectives of the Corporation. The Plan shall include the audit scope, resources, and budget necessary to implement it;	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		2.3.4. Review the reports submitted by the Internal and External Auditors; 2.3.5. Review and monitor Management's responsiveness to Internal Audit's findings and recommendations; 2.3.6. Prior to the commencement of the audit, discuss with the External Auditor the nature, scope and expenses of the audit, and ensure the proper coordination, if more than one audit firm is involved in the activity, to secure proper coverage and minimize duplication of efforts; 2.3.7. Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the proportion of non-audit fees paid to the External Auditor to the Corporation's overall consultancy expenses. The Committee shall evaluate if the non-audit work will create a potential conflict of interest and shall disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. If the non-audit work is allowed, this shall be disclosed in the Corporation's Annual Corporate Governance Report; 2.3.8. Review and approve the interim and Annual Financial Statements before their submission to the Board, with particular focus on the following: • Any change/s in accounting policies and practices; • Areas where significant amount of judgment has been exercised; • Significant Related Party Transactions;	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		• Significant adjustments resulting from the audit; • Going concern assumptions; • Compliance with accounting standards; and • Compliance with tax, legal, and regulatory requirements. 2.3.9. Review the disposition of the recommendations in the External Auditor's management letter; 2.3.10. Perform oversight functions over the Corporation's Internal and External Auditors. It shall ensure the independence of Internal and External Auditors, and that both auditors are given reasonable access to all material records, properties and personnel to enable them to perform their respective audit functions; 2.3.11. Recommend the appointment, re-appointment, removal and fees of the External Auditor; and 2.3.12. Assist the Board in the performance of its oversight responsibility for the financial reporting process, system of internal controls, audit process and monitoring of compliance with applicable laws, rules and regulations. **2.4. Meetings of the Audit Committee** 2.4.1. The Audit Committee shall meet quarterly and as often as may be necessary. The Audit Committee may opt to meet without the presence of the CEO or other management team members, and periodically meet with the Internal Audit Head.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		2.4.2. The notice and agenda for each meeting shall be circulated to all Audit Committee members at least five (5) business days before each meeting. 2.4.3. The Audit Committee may invite other Directors and Management Officers to attend any meeting. 2.4.4. The Audit Committee Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting. 2.4.5. A quorum shall be present as long as an Independent Director is present or if at least a majority of the members of the Audit Committee is present. No business shall be transacted at any meeting unless a quorum is present. 2.4.6. The Audit Committee shall cause proper records of its proceedings to be kept. Members may nominate a member or some other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings. https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** **Board Committees' Charter** http://www.robinsonsland.com/board-committees/ The Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor is documented and can be found in: **Revised Corporate Governance Manual**	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		Article III Governance Structure, B.1. Audit Committee, Functions of the Audit Committee, 2.3.11; page 23 2.3.11. Recommend the appointment, re-appointment, removal and fees of the External Auditor; Article V. Accountability and Audit, B; page 39 B. The Board, after consultations with the Audit Committee, shall recommend to the Shareholders an External Auditor duly accredited by the SEC who shall undertake an independent audit of the Corporation, and shall provide an objective assurance on the matter by which the financial statements shall be prepared and presented to the Shareholders. The External Auditor shall not, at the same time, provide Internal Audit services to the Corporation. Non-audit work may be given to the External Auditor, provided it does not conflict with his duties as an independent External Auditor, or does not pose a threat to his independence. https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** http://www.robinsonsland.com/board-committees/	
2. Audit Committee is composed of at least three appropriately qualified nonexecutive directors, the majority of whom, including the	Non-Compliant	Information on the members of the Audit Committee, including their qualifications and type of directorship are disclosed and can be found in:	The Audit Committee is composed of majority of Non-Executive Directors and headed by an Independent Director. **Revised Corporate Governance Manual** Article III Governance Structure

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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Chairman is independent.			B.1. Audit Committee, Organization of the Audit Committee, 2.2.2; page 22 2.2.2. The Audit Committee shall be composed of at least three (3) directors, at least one (1) of whom shall always be an Independent Director. The Board may consider appointing Non-Executive Directors to comprise majority membership of the Audit Committee. All members must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. https://www.robinsonsland.com/ Revised Corporate Governance Manual The incumbent members of the Audit Committee of the Corporation are the following:

<table>
<tr><th colspan="4">INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT</th></tr>
<tr><th></th><th>COMPLIANT/ NON-COMPLIANT</th><th>ADDITIONAL INFORMATION</th><th>EXPLANATION</th></tr>
<tr><td></td><td></td><td></td><td>
<table>
<tr><th>Position</th><th>Name of Director</th></tr>
<tr><td>Chairman</td><td>Emmanuel C. Rojas, Jr. (ID)</td></tr>
<tr><td>Members</td><td>James L. Go
Lance Y. Gokongwei
Johnson Robert G. Go, Jr.
Roberto F. De Ocampo (ID)
Frederick D. Go</td></tr>
</table>

Definitive Information Statement
Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant; pages 79-82
https://www.robinsonsland.com/Definitive Information Statement</td></tr>
<tr><td>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of</td><td>Compliant</td><td>Information on the background, knowledge, skills, and/or experience of the members of the Audit Committee are disclosed and can be found in:

The members of the Audit Committee of the Corporation are the following:
<table>
<tr><th>Position</th><th>Name of Director</th></tr>
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	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
accounting, auditing and finance.		<table><tr><td>Chairman</td><td>Emmanuel C. Rojas, Jr. (ID)</td></tr><tr><td>Members</td><td>James L. Go Lance Y. Gokongwei Johnson Robert G. Go, Jr. Roberto F. De Ocampo (ID) Frederick D. Go</td></tr></table> **Definitive Information Statement** Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant; pages 79-82 https://www.robinsonsland.com/Definitive Information Statement	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	**Compliant**	Information on the Chairman of the Audit Committee is disclosed in and can be found in: **Definitive Information Statement** Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant; pages 20, 82 https://www.robinsonsland.com/Definitive Information Statement <table><tr><th>Position</th><th>Name of Director</th></tr><tr><td>Chairman of the Audit Committee</td><td>Emmanuel C. Rojas, Jr. (ID)</td></tr><tr><td>Chairman of the Board, Corporate Governance Committee, Board Risk Oversight Committee</td><td>Lance Y. Gokongwei</td></tr></table>	
Supplement to Recommendation 3.2			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Proof that the Audit Committee approved all non-audit services conducted by the external auditor is disclosed and can be found in: **Revised Corporate Governance Manual** Article III Governance Structure B.2. Audit Committee, Functions of the Audit Committee, 2.3.7; page 22 2.3.7. Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the proportion of non-audit fees paid to the External Auditor to the Corporation's overall consultancy expenses. The Committee shall evaluate if the non-audit work will create a potential conflict of interest and shall disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. If the non-audit work is allowed, this shall be disclosed in the Corporation's Annual Corporate Governance Report; https://www.robinsonsland.com/Revised Corporate Governance Manual	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Non-Compliant	**Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.**	The President and CEO is an Executive Director and member of the Audit Committee. The Audit Committee is chaired by an Independent Director and consists mostly of Non-Executive Directors (NED) who provide independent and balanced insights.
Optional: Recommendation 3.2			
1. Audit Committee meet at least four		The Audit Committee had four (4) meetings during the year as documented in:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
times during the year.			
2. Audit Committee approves the appointment and removal of the internal auditor.		**Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.**	
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	Information on the Corporate Governance Committee, including its functions is disclosed and can be found in: **Revised Corporate Governance Manual** Article III Governance Structure, B. Board Committee; page 21 **3.1. Role of the Corporate Governance Committee** The role of the Corporate Governance Committee is to oversee the development and implementation of Corporate Governance principles and policies. The Corporate Governance Committee shall recommend a formal framework on the nomination, remuneration and evaluation of the performance of the Directors and key Management Officers to ensure that this framework is consistent with the Corporation's culture, strategies and the business environment. **3.2. Organization of the Corporate Governance Committee** 3.2.1. The Corporate Governance Committee shall report directly to the Board. 3.2.2. The Corporate Governance Committee shall be composed of at least three (3) directors, one (1) of whom shall be an Independent Director.	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		The Board may consider Independent Directors to comprise the membership of the Corporate Governance Committee, including the Chairman. The Board shall ensure that the members of the Corporate Governance Committee are appropriately qualified to discharge their responsibilities. 3.2.3. The Board shall appoint one of the members of the Corporate Governance Committee to be the Committee Chairman. **3.3. Functions of the Corporate Governance Committee** The Corporate Governance Committee shall have the following functions: 3.3.1. Oversee the implementation of a Corporate Governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the Corporation's size, complexity and business strategy, as well as the business and regulatory environment; 3.3.2. Oversee the formulation and implementation of a Code of Business Conduct and Ethics and internal policies and monitor compliance with such code and policies by the Corporation through communication and awareness campaign, continuous training and setting a proper forum where issues may be addressed; 3.3.3. Oversee the performance evaluation of the Board and its Committees and Management, and conduct an annual self-evaluation of its performance; 3.3.4. Recommend continuing education/training programs for Directors, assignment of tasks/projects to Board Committees, succession planning for the	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Board members and senior Officers, and levels of remuneration for corporate and individual performance; 3.3.5. Determine the nomination and election process for the Corporation's Directors and define the general profile of the Board members that the Company may need and ensure appropriate knowledge, competencies and expertise that complement the existing skills of the Board; 3.3.6. Establish a formal procedure to develop a policy for determining the remuneration of Directors and Officers that is consistent with the Corporation's culture and strategy as well as the business environment in which it operates, including disallowing any Director to decide his remuneration; 3.3.7. Establish efficient communication channels which aid and encourage employees, customers, suppliers, creditors and other Stakeholders to raise concerns on potential unethical or unlawful behavior without fear of retribution; and 3.3.8. Review recommendations concerning policies on conflict of interest, salaries and benefits policies, promotion and career advancement directives, and compliance with all statutory requirements. 3. Corporate Governance Committee; page 24 https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** http://www.robinsonsland.com/board-committees/	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		The Committee's process of identifying the quality of directors aligned with the company's strategic direction is disclosed and can be found in: **Revised Corporate Governance Manual** Article III Governance Structure A. Board of Directors, 3.2. Duties and Function of the Board, 3.2.4; page 17 3. Corporate Governance Committee, 3.2. Organization of the Corporate Governance Committee, 3.2.2; page 24 https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** Board Nomination and Election Policy https://www.robinsonsland.com/Board Nomination and Election Policy	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant	Information on the members of the Corporate Governance Committee, including their qualifications and type of directorship are disclosed and can be found in:	Based on the Company's **Revised Corporate Governance Manual**, the Corporate Governance Committee shall be composed of at least three (3) Directors, one (1) of whom shall be an Independent Director. The Board may consider Independent Directors to comprise the membership of the Corporate Governance Committee, including the Chairman. The Board assessed that the Committee is able to carry

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
			out its functions with the current membership. **Revised Corporate Governance Manual** Article III Governance Structure B.3. Corporate Governance Committee; page 4 https://www.robinsonsland.com/Revised Corporate Governance Manual

Position	Name of Director
Chairman	Lance Y. Gokongwei (NED)
Members	James L. Go Johnson Robert G. Go, Jr. Roberto F. De Ocampo (ID) Frederick D. Go

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
			https://www.robinsonsland.com/board-committees/ The Company is continuously reviewing Board composition and shall implement appropriate changes with due consideration of the best practice.
3. Chairman of the Corporate Governance Committee is an independent director.	Non-Compliant	Information on the Chairman of the Corporate Governance Committee is disclosed and can be found in:	The Company is compliant with the SEC Memorandum Circular No. 6 Series of 2004 requiring only the Audit Committee Chairman to be an Independent Director.
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.		The Corporate Governance Committee had ___ meetings during the year as documented in:	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a	Compliant	Information on the Board Risk Oversight Committee (BROC), including its functions is disclosed and can be found in: **Revised Corporate Governance Manual** Article III Governance Structure, B. Board Committee 4. Board Risk Oversight Committee; page 26 **4. Board Risk Oversight Committee**	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
company's Enterprise Risk Management system to ensure its functionality and effectiveness.		**4.1. Role of the BROC** The role of the BROC is to oversee the establishment of ERM framework that will effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. The BROC shall be responsible for defining the Company's level of risk tolerance and providing oversight over its risk management policies and procedures to anticipate, minimize, control or manage risks or possible threats to its operational and financial viability. **4.2. Organization of the BROC** 4.2.1. The Board Risk Oversight Committee shall be composed of at least three (3) directors, at least one (1) of whom shall always be an Independent Director. The Board may consider Independent Directors to comprise majority membership of the BROC. At least one member of the committee must have relevant knowledge and experience on risk and risk management. 4.2.2. The Board shall appoint one of the members of the BROC to be the Committee Chairman. **4.3. Functions of the BROC** The BROC shall have the following functions: 4.3.1. Oversee the development and implementation of a formal ERM Plan that contains the following elements: ▪ Common language or register of risks;	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		▪ Well-defined risk management goals, objectives and oversight; ▪ Uniform processes of identifying, assessing, evaluating and measuring risks as well developing strategies to manage and mitigate prioritized risks; ▪ Designing and implementing risk management strategies; and ▪ Continuing assessments and monitoring to improve risk strategies, processes and measures; 4.4. Evaluate the ERM Plan to ensure its continued relevance, comprehensiveness and effectiveness. The BROC shall revisit defined risk management strategies, look for emerging or changing material exposures, and stays abreast of significant developments that may seriously impact the likelihood of harm or loss; 4.4.1. Review the Corporation's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and occurrence of major events that may have a major impact on the Company; 4.4.2. Assess the probability of each identified risk becoming a reality and estimate its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Corporation and its Stakeholders; 4.4.3. Provide oversight over Management's activities in managing credit, market, liquidity, operational, legal	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		and other risk exposures of the Corporation. This function includes regularly receiving information on risk exposures and risk management activities from Management; and 4.4.4. Report to the Board on a regular basis, or as deemed necessary, the Company's risk, material risk exposures, the actions taken to reduce the risks, and recommends appetite levels, risk tolerance limits, further action or plans, as necessary. **4.4. Meetings of the BROC** 4.4.1. The BROC shall meet twice a year or as may be necessary. The BROC may opt to meet without the presence of the CEO or other management team members, and periodically meets with the ERM Head. 4.4.2. The notice and agenda for each meeting shall be circulated to all BROC members at least five (5) business days before each meeting. 4.4.3. The BROC may invite other Directors and Management Officers to attend any meeting. 4.4.4. The BROC Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting. 4.4.5. A quorum shall be present as long as an Independent Director is present or if at least a majority of the members of the BROC is present. No business shall be transacted at any meeting unless a quorum is present. 4.4.6. The BROC shall cause proper records of its proceedings to be kept. Members may nominate a member or some	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings. https://www.robinsonsland.com/Revised Corporate Governance Manual	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-Compliant	Information on the members of the BROC, including their qualifications and type of directorship are disclosed and found in:	Based on the Company's **Revised Corporate Governance Manual**, the Board Risk Oversight Committee shall be composed of at least three (3) Directors, one (1) of whom shall be an Independent Director. The Board may consider Independent Directors to comprise the membership of the Corporate Governance Committee, including the Chairman. The Board assessed that the Committee is able to carry out its functions with the current membership. **Revised Corporate Governance Manual** Article III Governance Structure B.4. Board Risk Oversight Committee, Organization of the BROC, 4.2.1; page 26 https://www.robinsonsland.com/Revised Corporate Governance Manual

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<tr><th></th><th>COMPLIANT/ NON-COMPLIANT</th><th>ADDITIONAL INFORMATION</th><th>EXPLANATION</th></tr>
<tr><td></td><td></td><td></td><td>
<table>
<tr><th>Position</th><th>Name of Director</th></tr>
<tr><td>Chairman</td><td>Lance Y. Gokongwei (NED)</td></tr>
<tr><td>Members</td><td>James L. Go
Johnson Robert G. Go, Jr.
Roberto F. De Ocampo (ID)
Frederick D. Go</td></tr>
</table>

The Company is continuously reviewing Board composition and shall implement appropriate changes with due consideration of the best practice.</td></tr>
<tr><td>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</td><td>Non-Compliant</td><td>Information on the Chairman of the BROC is disclosed and can be found in:</td><td>The roles of the Chairman of the Board and Board Risk Oversight Committee are explicitly defined in the Corporate Governance Manual.
Three members of BROC are Non-Executive Directors (NED) and an Independent Director who provide</td></tr>
</table>

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<tr><th colspan="4">INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT</th></tr>
<tr><th></th><th>COMPLIANT/ NON-COMPLIANT</th><th>ADDITIONAL INFORMATION</th><th>EXPLANATION</th></tr>
<tr><td></td><td></td><td></td><td>independent and balanced insights.</td></tr>
<tr><td>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</td><td>Compliant</td><td>Information on the background, skills, and/or experience of the members of the BROC.

Company Website
Board Risk Oversight Committee

<table><tr><th>Position</th><th>Name of Director</th></tr><tr><td>Chairman</td><td>Lance Y. Gokongwei (NED)</td></tr><tr><td>Members</td><td>James L. Go
Johnson Robert G. Go, Jr.
Roberto F. De Ocampo (ID)
Frederick D. Go</td></tr></table>
Definitive Information Statement
Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant; pages 79-82
https://www.robinsonsland.com/Definitive Information Statement</td><td></td></tr>
<tr><td colspan="4">Recommendation 3.5</td></tr>
<tr><td>1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party</td><td>Non-Compliant</td><td>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</td><td>The roles and responsibilities of the Company’s Audit Committee included the review of RPTs.

Revised Corporate Governance Manual
Article III. Governance Structure, B.2 Audit Committee, page 21</td></tr>
</table>

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
transactions of the company.			**2.3. Functions of the Audit Committee** 2.3.8. Review and approve the interim and Annual Financial Statements before their submission to the Board, with particular focus on the following: • Any change/s in accounting policies and practices; • Areas where significant amount of judgment has been exercised; • Significant Related Party Transactions; • Significant adjustments resulting from the audit; • Going concern assumptions; • Compliance with accounting standards; and • Compliance with tax, legal, and

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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			regulatory requirements. https://www.robinsonsland.com/Revised Corporate Governance Manual
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Non-Compliant	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.	Information on the members of the Audit Committee, including their qualifications and type of directorship are disclosed and can be found in: **Revised Corporate Governance Manual** Article III. Governance Structure, B.2 Audit Committee, page 21 **2.2. Organization of the Audit Committee** 2.2.1. The Audit Committee reports functionally to the Board. 2.2.2. The Audit Committee shall be composed of at least three (3) directors, at least one (1) of whom shall always be an Independent Director. The Board may consider appointing Non-Executive Directors to comprise

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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			majority membership of the Audit Committee. All members must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. 2.2.3. The Board shall appoint an Independent Director as Chairman, of the Audit Committee https://www.robinsonsland.com/Revised Corporate Governance Manual **Definitive Information Statement** https://www.robinsonsland.com/Definitive Information Statement
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships,	Compliant	The company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes, are disclosed and can be found in: **Company Website** Board Committees' Charters	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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structures, operations, reporting process, resources and other relevant information.		http://www.robinsonsland.com/board-committees/	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		
3. Committee Charters were fully disclosed on the company's website.	Compliant		
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in	Compliant	Actual Meetings are conducted instead of tele/ videoconferencing. As a policy, members of the Board shall attend regular and special meetings in person or through video/teleconferencing conducted in accordance with the rules and regulations of the SEC except for justifiable reasons that prevent them from doing so. **Revised Corporate Governance Manual** Article III Governance Structure A.6. Board Meetings and Quorum Requirement, page 20 6.1. The Board shall schedule meetings at the beginning of the year, and hold regular meetings in accordance with its By-Laws and	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
accordance with the rules and regulations of the Commission.		convene special meetings when required by business exigencies. 6.2. The notice and agenda of the meeting and other relevant meeting materials shall be furnished to the Directors at least five (5) business days prior to each meeting, which meeting must be duly minuted. 6.3. The members of the Board shall attend regular and special meetings in person or through video/teleconferencing conducted in accordance with the rules and regulations of the SEC except for justifiable reasons that prevent them from doing so. 6.4. Independent Directors shall always attend Board meetings. Unless otherwise provided in the By-Laws, their absence shall not affect the quorum requirement. However, the Board may, to promote transparency, require the presence of at least one (1) Independent Director in all its meetings. 6.5. To monitor the Directors' compliance with the attendance requirements, the Corporation shall submit to the Commission, within five (5) business days from the end of the Corporation's fiscal year, an advisement letter on Directors' record of attendance in Board meetings. https://www.robinsonsland.com/Revised Corporate Governance Manual Information on the attendance and participation of directors to Board, Committee and shareholders' meetings are disclosed and found in: **Minutes of Annual Stockholders' Meeting** https://www.robinsonsland.com/Minutes of the Annual Stockholders Meeting	

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<tr><th></th><th>COMPLIANT/ NON-COMPLIANT</th><th>ADDITIONAL INFORMATION</th><th>EXPLANATION</th></tr>
<tr><td></td><td></td><td>Attendance of Directors
January 1, 2018 to December 31, 2018<table><tr><th>Board Position</th><th>Name</th><th>Date of Election</th><th>No. of Meetings Held during the year</th><th>No. of Meetings Attended</th><th>%</th></tr><tr><td>Chairman Emeritus and Founder</td><td>John L. Gokongwei, Jr.</td><td>May 30, 2018</td><td>12</td><td>9</td><td>75%</td></tr><tr><td>Chairman Emeritus</td><td>James L. Go</td><td>May 30, 2018</td><td>12</td><td>12</td><td>100%</td></tr><tr><td>Chairman</td><td>Lance Y. Gokongwei</td><td>May 30, 2018</td><td>12</td><td>12</td><td>100%</td></tr><tr><td>President and CEO</td><td>Frederick D. Go</td><td>May 30, 2018</td><td>12</td><td>12</td><td>100%</td></tr><tr><td>Director</td><td>Patrick Henry C. Go</td><td>May 30, 2018</td><td>12</td><td>12</td><td>100%</td></tr><tr><td>Director</td><td>Robina Gokongwei-Pe</td><td>May 30, 2018</td><td>12</td><td>12</td><td>100%</td></tr><tr><td>Director</td><td>Johnson Robert G. Go, Jr.</td><td>May 30, 2018</td><td>12</td><td>12</td><td>100%</td></tr><tr><td>Independent Director</td><td>Artemio V. Panganiban</td><td>May 30, 2018</td><td>12</td><td>12</td><td>100%</td></tr><tr><td>Independent Director</td><td>Emmanuel C. Rojas, Jr.</td><td>May 30, 2018</td><td>12</td><td>12</td><td>100%</td></tr><tr><td>Independent Director</td><td>Roberto F. De Ocampo</td><td>May 30, 2018</td><td>12</td><td>12</td><td>100%</td></tr><tr><td>Independent Director</td><td>Omar Byron T. Mier</td><td>May 30, 2018</td><td>12</td><td>12</td><td>100%</td></tr></table></td><td></td></tr>
<tr><td>2. The directors review meeting materials for all Board and Committee meetings.</td><td>Compliant</td><td>Revised Corporate Governance Manual
Article III Governance Structure
A.6. Board Meetings and Quorum Requirement, page 20
6.1. The Board shall schedule meetings at the beginning of the year, and hold regular meetings in accordance with its By-Laws and convene special meetings when required by business exigencies.
6.2. The notice and agenda of the meeting and other relevant meeting materials shall be furnished to the Directors at least five (5) business days prior to each meeting, which meeting must be duly minuted.
6.3. The members of the Board shall attend regular and special meetings in person or through video/teleconferencing conducted in accordance with the rules and regulations of the SEC except for justifiable reasons that prevent them from doing so.
6.4. Independent Directors shall always attend Board meetings. Unless otherwise provided in the By-Laws, their absence shall not affect the quorum requirement.</td><td></td></tr>
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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		However, the Board may, to promote transparency, require the presence of at least one (1) Independent Director in all its meetings. 6.5. To monitor the Directors' compliance with the attendance requirements, the Corporation shall submit to the Commission, within five (5) business days from the end of the Corporation's fiscal year, an advisement letter on Directors' record of attendance in Board meetings. https://www.robinsonsland.com/Revised Corporate Governance Manual	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Information on any questions raised or clarification/explanation sought by the directors are disclosed and can be found in: **Minutes of Annual Stockholders' Meeting** https://www.robinsonsland.com/Minutes of the Annual Stockholders Meeting	
Recommendation 4.2			
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-	Non-Compliant	Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously. Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies **Definitive Information Statement** Part III Controls and Compensation Information Item 14 Directors and Executive Officers of the Registrant; page 79-82 https://www.robinsonsland.com/Definitive Information Statement	The Company sees to it that the members of the board are committed to perform their roles and responsibilities regardless of the number of board seats they have in other companies and in the absence of policy setting the limit of board seats that a non-executive director can hold. The Company take note of the guidelines on the number of board seats recommended by the Commission

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
term strategy of the company.			to listed companies. Based on the 2018 Board Attendance, only one director had Directors' meeting attendance that is less than 100%. **Corporate Governance Manual** **Article III Governance Structure** **A. Board of Directors** **8. Directorships and Officerships in Other Corporations, page 19** The Board may consider the adoption of guidelines on the number of dictatorships that its members can hold in publicly-listed corporation, ensuring however that the shareholders legal right to vote and be voted as directors remains inviolable. 8.1. Any limitation in the number of directorships outside of the Company as may be adopted by Corporation shall not include directorships in the Corporation's subsidiaries, affiliates,

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<tr><td></td><td></td><td></td><td>parent Company (if any), and affiliates and subsidiaries of such parent Company;

Revised Corporate Governance Manual
Article III Governance Structure
A.8. Directorships and Officerships in Other Corporations; page 20
https://www.robinsonsland.com/Revised Corporate Governance Manual

Summary of NEDs (including the IDs) and Directorships in PLCs
<table><tr><th>Name of Director</th><th>PLC with Directorship/ Designation</th></tr><tr><td>John L. Gokongwei</td><td>1. Robinsons Land Corporation – Chairman Emeritus and Founder (Non-Executive Director)</td></tr></table></td></tr>
</table>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
			2. Robinsons Retail Holdings, Inc. – Non-Executive Director 3. JG Summit Holdings, Inc. – Chairman Emeritus (Non-Executive Director) 4. Universal Robina Corporation – Chairman Emeritus and Founder (Non-Executive Director) 5. Cebu Air, Inc. –

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT				
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**	
				Non-Executive Director 6. Oriental Petroleum and Minerals Corporation – Non-Executive Director 7. Manila Electric Company – Non-Executive Director 8. A. Soriano Corporation – Non-Executive Director
			James L. Go	1. Robinsons Land Corporation – Chairman Emeritus

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
			(Non-Executive Director) 2. Robinsons Retail Holdings, Inc. – Vice-Chairman (Non-Executive Director) 3. JG Summit Holdings, Inc. – Chairman (Non-Executive Director) 4. Universal Robina Corporation – Chairman Emeritus (Non-Executive Director) 5. Cebu Air, Inc. –

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
			Chairman (Non-Executive Director) 6. Oriental Petroleum and Minerals Corporation – Chairman and CEO 7. PLDT, Inc. – Non-Executive Director 8. Manila Electric Company – Non-Executive Director
			Lance Y. Gokongwei: 1. Robinsons Land Corporation – Chairman (Non-Executive Director)

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
			2. Robinsons Retail Holdings, Inc. – Chairman (Non-Executive Director) 3. JG Summit Holdings, Inc. – President and CEO 4. Universal Robina Corporation – Chairman (Non-Executive Director) 5. Cebu Air, Inc. – President and CEO 6. Oriental Petroleum and Minerals

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT				
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**	
				Corporation – Non-Executive Director 7. Manila Electric Company – Vice-Chairman (Non-Executive Director)
			Robina Y. Gokongwei-Pe	1. Robinsons Land Corporation - Non-Executive Director 2. JG Summit Holdings, Inc. - Non-Executive Director

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT				
	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	
				3. Cebu Air, Inc. - Non-Executive Director 4. Robinsons Retail Holdings, Inc. – President and CEO / Executive Director
			Patrick Henry C. Go	1. JG Summit Holdings, Inc. – Non-Executive Director 2. Universal Robina Corporation- Non-Executive Director

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT				
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**	
				3. Robinsons Land Corporation - Non-Executive Director
			Johnson Robert G. Go, Jr.	1. JG Summit Holdings, Inc. – Non-Executive Director 2. Universal Robina Corporation– Non-Executive Director 3. Robinsons Land Corporation – Non-Executive Director
			Artemio V. Pangilinan	1. GMA Holdings,

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
			Inc. – Independent Director 2. First Philippine Holdings, Corporation – Lead Independent Director 3. Metro Pacific Investments Corporation – Lead Independent Director 4. Manila Electric Company – Independent Director 5. Petron Corporation – Independent Director 6. Asian Terminals, Inc. –

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION

	Independent Director 7. PLDT, Inc. - Independent Director 8. Jollibee Foods Corporation – Non-Executive Director
Roberto F. De Ocampo	1. EEI Corporation – Independent Director 2. DFNN Inc. – Chairman Emeritus 3. PHINMA Corporation – Independent Director
Emmanuel C. Rojas, Jr.	None
Omar Byron T. Mier	None

Recommendation 4.3

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed. As a policy, a Director shall notify the Board before accepting Directorship in any company. **Revised Corporate Governance Manual** Article III Governance Structure A.8. Directorships and Officerships in Other Corporations; page 20 8.2. A Director shall notify the Board before accepting Directorship in another Company. https://www.robinsonsland.com/Revised Corporate Governance Manual The changes, if any, in the Directors' Directorship are reflected in the Definitive Information Statement. **Definitive Information Statement, 2018** PART III – Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant, pages 80-82 https://www.robinsonsland.com/Definitive Information Statement **Definitive Information Statement, 2019** PART III – Control and Compensation Information, Item 9. Directors and Executive Officers of the Registrant, pages 83-85 https://www.robinsonsland.com/dis2019/	
Optional: Principle 4			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.			
2. Company schedules board of directors' meetings before the start of the financial year.			
3. Board of directors meet at least six times during the year.	Compliant	The Company had 12 board meetings during the year	
4. Company requires as minimum quorum of at least 2/3 for board decisions.		Indicate the required minimum quorum for board decisions	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third	Compliant	Information on the number of independent directors in the board is disclosed and can be found in: The Company has 4 Independent Directors	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
of the board, whichever is higher.			

No.	RLC		Type of Directorship		
	Name	Position	ED	NED	ID
1	John L. Gokongwei, Jr.	Chairman Emeritus and Founder		1	
2	James L. Go	Chairman Emeritus		1	
3	Lance Y. Gokongwei	Chairman		1	
4	Frederick D. Go	President and CEO	1		
5	Robina Gokongwei-Pe	Director		1	
6	Patrick Henry C. Go	Director		1	
7	Johnson Robert G. Go, Jr.	Director		1	
8	Artemio V. Pangilinan	Independent Director			1
9	Roberto F. De Ocampo	Independent Director			1
10	Emmanuel C. Rojas, Jr.	Independent Director			1
11	Omar Byron T. Mier	Independent Director			1
Total			1	6	4

Annual Report SEC 17A;
Part III Control and Compensation Information
Item 14 Directors and Executive Officer of the Registrant; page 70
https://www.robinsonsland.com/investor-relations-annual-reports/

Recommendation 5.2

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Information on the qualifications of the independent directors is disclosed and can be found: **Revised Corporate Governance Manual** Article III Governance Structure; A.2 Qualification for or Disqualifications from Dictatorship; page 14 **2.1. Qualifications of a Director** In addition to the applicable provisions of the Corporation Code, Securities Regulation Code, and other relevant laws the Articles of Incorporation and By-Laws of the Corporation, the following general guidelines shall be observed in the initial evaluation of Director-nominees to the Board: 2.1.1. He should own at least one (1) share of stock of the Corporation; 2.1.2. He must have a practical understanding of the business of the Corporation; 2.1.3. He shall have been proven to possess integrity and probity. The Corporate Governance Committee, as defined under Article III-B (3), may consider and recommend to the Board other qualifications which are now or may hereafter be provided in the relevant existing laws or any amendments thereto or new law applicable to the Corporation. https://www.robinsonsland.com/Revised Corporate Governance Manual **Annual Report SEC 17-A** Part III Control and Compensation Information; page 73-74 https://www.robinsonsland.com/investor-relations-annual-reports/	
Supplement to Recommendation 5.2			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	Information that directors are not constrained to vote independently is disclosed and can be found in: **Revised Corporate Governance Manual** Article III Governance Structure A.4. Specific Duties and Responsibilities of a Director; page 18 **4. Specific Duties and Responsibilities of a Director** A Director shall endeavor to act in the best interest of the Corporation its shareholders and stakeholders in a manner characterized by fairness, accountability, and transparency. A Director shall observe the following norms of conduct: 4.1. Conduct fair and impartial business transactions with the Corporation, and ensure that his personal interest does not conflict with the interests of the Corporation; 4.2. Devote the time and attention necessary to properly and effectively perform his duties and responsibilities; 4.3. Act judiciously. Before deciding on any matter brought before the Board, a Director should carefully evaluate the issues and, if necessary, make inquiries and request clarification; 4.4. Exercise independent judgment. A Director should view each problem or situation objectively; 4.5. Have a working knowledge of the statutory and regulatory requirements that affect the Corporation, including its Articles of Incorporation and By-Laws, the rules and regulations of the SEC and, where applicable, the requirements of relevant regulatory agencies; 4.6. Observe confidentiality. A Director should keep secure and confidential all nonpublic information he may acquire or learn by reason of his position as Director;	

<table>
<tr><th></th><th>COMPLIANT/ NON-COMPLIANT</th><th>ADDITIONAL INFORMATION</th><th>EXPLANATION</th></tr>
<tr><td></td><td></td><td>4.7. Have a working knowledge of the Corporation's control systems. A Director shall ensure the continuing soundness, effectiveness and adequacy of the Corporation's control environment; and
4.8. Disclose to the Philippine Stock Exchange (PSE) and the SEC the trading of the Corporation's shares by Directors, Officers (or persons performing similar functions) and controlling Shareholders. This shall also include the disclosure of the Corporation's purchase of its shares from the market (e.g. share buy-back program).
https://www.robinsonsland.com/Revised Corporate Governance Manual</td><td></td></tr>
<tr><td colspan="4">Recommendation 5.3</td></tr>
<tr><td>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</td><td>Compliant</td><td>Information on the years IDs have served as such is disclosed and can be found in:
Definitive Information Statement
Annex A Certification of Independent Directors; Pages 28-36
https://www.robinsonsland.com/Definitive Information Statement

<table>
<tr><th rowspan="2">Director's Name</th><th colspan="2">No. of years served as director as of 2018</th></tr>
<tr><th>From first election</th><th>Reckoning from 2012</th></tr>
<tr><td>1. Artemio V. Pangilinan, May 14, 2008</td><td>10</td><td>6</td></tr>
<tr><td>2. Roberto F. De Ocampo, May 28, 2003</td><td>15</td><td>6</td></tr>
</table></td><td></td></tr>
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<tr><th colspan="4">INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT</th></tr>
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<tr><td></td><td></td><td><table>
<tr><td>3. Emmanuel C. Rojas, Jr., September 28, 2005</td><td>13</td><td>6</td></tr>
<tr><td>4. Omar Byron T. Mier, August 13, 2015</td><td>3</td><td>3</td></tr>
</table></td><td></td></tr>
<tr><td>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</td><td>Compliant</td><td rowspan="2">Information on the company’s policy on term limits for its independent director is disclosed and can be found in:

Provide reference to the meritorious justification and proof of shareholders’ approval during the annual shareholders’ meeting.

Revised Corporate Governance Manual
Article I Introduction and Definition of Terms
B.9. Independent Director, 9.12; page 11
9.12. As a rule, independent directors may serve for a maximum of nine (9) consecutive years starting from 2012, making sure however that the shareholders’ legal right to vote and be as directors remains inviolable. If the Corporation wants to retain an independent director who has served for nine consecutive years, the Board shall provide meritorious justifications and advise the shareholders of such justification during the annual shareholders meeting.
https://www.robinsonsland.com/Revised Corporate Governance Manual</td><td></td></tr>
<tr><td>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.</td><td>Compliant</td><td></td></tr>
<tr><td colspan="4">Recommendation 5.4</td></tr>
<tr><td>1. The positions of Chairman of the Board and Chief Executive Officer are</td><td>Compliant</td><td>Following are company’s Chairman of the Board and Chief Executive Officer (CEO):</td><td></td></tr>
</table>

<table>
<tr><th colspan="4">INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT</th></tr>
<tr><th></th><th>COMPLIANT/ NON-COMPLIANT</th><th>ADDITIONAL INFORMATION</th><th>EXPLANATION</th></tr>
<tr><td>held by separate individuals.</td><td></td><td><table><tr><td>Chairman</td><td>Lance Y. Gokongwei</td></tr><tr><td>Chief Executive Officer</td><td>Frederick D. Go</td></tr></table>
Definitive Information Statement
Part III Control and Compensation Information, Item 14. Directors and Executive Officer of the Registrant; page 79
https://www.robinsonsland.com/Definitive Information Statement</td><td></td></tr>
<tr><td>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</td><td>Compliant</td><td>Information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.

Revised Corporate Governance Manual
Article III Governance Structure
C. Chairman; page 28
The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and Shareholders. The Chairman shall also assist in ensuring compliance with and performance of the Corporate Governance policies and practices.

As needed or in accordance with applicable regulations such as the Revised Code of Corporate Governance, the roles of Chairman and the CEO may be separated in order to foster an appropriate balance of power, increased accountability, and better capacity for independent decision-making by the Board. A clear delineation of functions shall be made between the roles of the Chairman and CEO.

If the roles of Chairman and CEO are unified, the proper checks and balances shall be laid down to ensure that the Board gets the benefit of independent views and perspectives.

The Board may consider designating a Lead Director among the Independent Directors if the Chairman of the Board is not an Independent Director and if the positions of the Chairman of the</td><td></td></tr>
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INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		Board and CEO are held by one person. The Lead Director shall be the intermediary between the Chairman and the other Directors when necessary; convene and chair meetings of the Non-Executive Directors; and contribute to the performance evaluation of the Chairman, as required. The duties and responsibilities of the Chairman in relation to the Board may include, among others, the following: 1. The Chairman shall supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary and Management and make certain that such agenda focuses on strategic matters, including the overall risk appetite of the Corporation, considering the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations; 2. Guarantee that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions; 3. Facilitate discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual Directors; 4. Ensure that the Board sufficiently challenges and inquires on reports submitted and representations made by Management; 5. Assure the availability of proper orientation for first-time Directors and continuing training opportunities and requirements for all Directors; and 6. Make sure that performance of the Board is evaluated at least once a year and discussed/ followed up on;	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
		D. CEO; page 29 **Duties and Responsibilities of the CEO:** 1. Communicate and implement the Corporation's vision, mission, values and overall strategy and promote any Corporation or Stakeholder change in relation to the same; 2. Build the corporate culture and motivate the employees of the Corporation. Direct, evaluate and guide the work of key Officers of the Corporation; 3. Oversee the operations of the Corporation and manages human and financial resources in accordance with the strategic plan; 4. Serve as the link between internal operations as well as internal and external Stakeholders; 5. Exercise general care, management and administration of the business operations of the Company. He shall ensure that: (a) the business and affairs of the Company are managed in a sound and prudent manner; and (b) operational, financial and internal controls are adequate and effective to ensure reliability and integrity of financial and operational information, effectiveness and efficiency of operations, safeguarding of assets and compliance with laws, rules, regulations and contracts; 6. Provide leadership for Management in determining, developing and implementing business strategies, plans and budgets to the extent approved by the Board. He shall provide the Board with a balanced and understandable account of the Company's performance, financial condition, results of operations and prospects on a regular basis;	

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<tr><td></td><td></td><td>7. Provide the Directors/Board with adequate and timely information about the matters to be taken up in their Board meetings and, upon the request of any Director or the Board, make presentations on specific topics and respond to further inquiries in relation thereto during Board meetings. The Directors shall have independent access to Management; and
8. Formulate, under the oversight of the Audit Committee, financial reporting and internal control systems, rules and procedures.
https://www.robinsonsland.com/Revised Corporate Governance Manual

Identify the relationship of Chairman and CEO.

<table><tr><td>Chairman</td><td>Lance Y. Gokongwei</td></tr><tr><td>Chief Executive Officer</td><td>Frederick D. Go</td></tr></table>
The Chairman and the CEO are cousins.</td><td></td></tr>
<tr><td colspan="4">Recommendation 5.5</td></tr>
<tr><td>1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.</td><td>Non-Compliant</td><td>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</td><td>Chairman is an Executive Director

The Revised Corporate Governance Manual states that, “The Board may consider designating a Lead Director among the Independent Directors if the Chairman of the Board is not an Independent Director and if the position of the Chairman of the</td></tr>
</table>

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
			Board and CEO are held by one person. For the past Financial Year, there was no need for this designation. The Lead Director shall be the intermediary between the Chairman and the other Directors when necessary; convene and chair meetings of the Non-Executive Directors; and contribute to the performance evaluation of the Chairman, as required. **Revised Corporate Governance Manual** Article III Governance Structure C. Chairman; page 28 D. CEO; page 29 https://www.robinsonsland.com/Revised Corporate Governance Manual
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	Provide proof of abstention, if this was the case. No Director had a material interest in any transaction executed by the Company during the Financial Year.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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Recommendation 5.7			
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	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	The **Revised Corporate Governance Manual** states that, "The Audit Committee may opt to meet without the presence of the CEO or other management team members, and periodically meet with the Internal Audit Head. For the past Financial Year, the Committee has not seen yet the need for this separate meeting. **Revised Corporate Governance Manual** Article III Governance Structure B. Board Committees 2. Audit Committee; page 21 https://www.robinsonsland.com/Revised Corporate Governance Manual
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	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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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			
1. Board conducts an annual self-assessment of its performance as a whole.	Non-Compliant	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	The Company is conducting an informal assessment. A self-assessment process including its documentation is being process.
2. The Chairman conducts a self-assessment of his performance.	Non-Compliant		
3. The individual members conduct a self-assessment of their performance.	Non-Compliant		
4. Each committee conducts a self-assessment of its performance.	Non-Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant	Identify the external facilitator and provide proof of use of an external facilitator.	This will be considered in future years.
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum,	Non-Compliant	Provide information or link/reference to a document containing information on the system of the company to evaluate the	The Company is conducting an informal assessment. A self-

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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criteria and process to determine the performance of the Board, individual directors and committees.		performance of the board, individual directors and committees, including a feedback mechanism from Shareholders	assessment process including its documentation is being process.
2. The system allows for a feedback mechanism from the shareholders.	Compliant	Information on the feedback mechanism from shareholders is disclosed and can be found in: **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 38 **A. Shareholders** **A.1. Shareholders' Rights** The Board is committed to treat all Shareholders fairly and equitably, and shall recognize, protect and facilitate the exercise of their rights. These rights relate to the following among others: 1. **Right to vote on all matters that require their consent or approval** Article VIII Disclosure and Transparency; page 42 B. The Board shall have in place a system that provides the criteria and process to determine the performance of the Board, the individual Directors, and Committees including feedback from Shareholders. https://www.robinsonsland.com/Revised Corporate Governance Manual	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			

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	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
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	Information on the company's **Code of Business Conduct and Ethics** is disclosed and can be found in: **Company Website** **Code of Business Conduct and Ethics** http://www.robinsonsland.com/Code of Business Conduct and Ethics	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Information on how the company disseminated the Code to its Board, senior management and employees is disclosed and can be found in: **Revised Corporate Governance Manual** Article IX Communication, Education and Training; page 44-45 **A. COMMUNICATION** This Corporate Governance Manual shall be posted in the Company's Website that can be readily accessed by any interested party. The Board shall oversee the dissemination of this Corporate Governance Manual to all employees and related third parties, and to likewise enjoin compliance. **B. EDUCATION AND TRAINING** Every Director shall receive appropriate orientation when he is first appointed to the Board of Directors, in order to ensure that incoming Directors are appropriately apprised of their duties and responsibilities before beginning their Directorships. The orientation	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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		program shall include SEC-mandated topics on Corporation Governance and an introduction to the Company's business, Articles of Incorporation, and Code of Business Conduct and Ethics. Likewise, Management Officers shall receive appropriate orientation on his duties as a management executive and how to discharge these duties when he is first appointed to the Corporation. This will ensure that incoming Senior Management Officers are familiar with the Corporation's business and governance processes. Each Director and key Officer shall be required to attend a training program on Corporate Governance and relevant topics every year. The training program shall ensure that Directors and key Officers are continuously informed of the developments in the business and regulatory environments, including emerging risks relevant to the Company as well as Corporate Governance matters including audit, internal controls, risk management, sustainability and strategy. https://www.robinsonsland.com/Revised Corporate Governance Manual	
3. The Code is disclosed and made available to the public through the **Company Website**.	Compliant	The **Code of Business Conduct and Ethics** is posted/ disclosed at: **Company Website** **Code of Business Conduct and Ethics** http://www.robinsonsland.com/Code of Business Conduct and Ethics	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company	Compliant	Information on the company's policy and procedure on curbing and penalizing bribery is disclosed and can be found in: **Code of Business Conduct and Ethics** **Company Website**	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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involvement in offering, paying and receiving bribes.		**Code of Business Conduct and Ethics** http://www.robinsonsland.com/Code of Business Conduct and Ethics	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the **Code of Business Conduct and Ethics**.	Compliant	Proof of implementation and monitoring of compliance with the **Code of Business Conduct and Ethics** and internal policies is found in. **Company Website** **Code of Business Conduct and Ethics** http://www.robinsonsland.com/Code of Business Conduct and Ethics Conflicts of Interest Insert Conflict Interest Link The Company has Annual Disclosure Activities where selected employees are required to provide disclosures on Conflicts of Interest and Gifts and Sponsorships Received to their respective HR Departments who summarize the same and provide exception report to the Conflicts of Interest Committee. The following are required to comply with the **Code of Business Conduct and Ethics**. There are no material findings on noncompliance. • All employees in the managerial and executive levels • All employees with procurement, retail merchandising, CAPEX project management, and leasing functions • Technical specialists involved in CAPEX projects • All employees involved in engineering fabrications (whether OPEX or CAPEX) • All employees that will be required by their Immediate Heads.	
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.			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
Recommendation 8.1			
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.	Compliant	Information on the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders are disclosed and can be found in: **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 **A. Shareholders** **A.1. Shareholders' Rights** The Board is committed to treat all Shareholders fairly and equitably, and shall recognize, protect and facilitate the exercise of their rights. These rights relate to the following among others: **2. Right to inspect corporate books and records** Any stockholder who desires to exercise his right to inspect corporate books and records of the Company must make a written request addressed to the Corporate Secretary, and stating the specific reason(s) or purpose(s) for the inspection. The exercise of such right may be denied if: (i) The requesting stockholder improperly used information obtained from prior examination; (ii) Is not acting in good faith; or (iii) There is a reasonable ground to safeguard the interests of the Company, such as when the subject of inspection contains confidential or proprietary information or covered by a confidentiality or nondisclosure obligation which will be violated by the Company if inspection were allowed. In no case shall the stockholder be allowed to take corporate books and other records out of the principal office of the Company for the purpose of inspecting them. The Corporate Secretary may elevate the request for inspection for the information, approval,	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		or other appropriate action by the Board. This Revised Manual shall be available for inspection by any stockholder of the Company at reasonable hours on business days. **3. Right to information** Stockholders shall be provided, upon request, with periodic reports filed by the Company with the SEC (e.g., proxy statement/information statement and annual report) which disclose personal or professional information about the Directors and Officers such as their educational and business background, holdings of the Company's shares, material transactions with the Company, relationship with other Directors and Officers and the aggregate compensation of Directors and Officers. Article VIII Disclosure and Transparency; page 43 The Board shall establish policies to ensure the comprehensive, accurate, reliable and timely report to the shareholders and other stakeholders that give a fair and complete picture of Company's financial condition, results and business operations in accordance with the disclosure and reporting requirements of SEC, PSE and other regulators. This shall include material and reportable non-financial and sustainability issues related to EESG concerns of its business. The Company may consider adopting globally recognized standards/framework in reporting sustainability and non-financial issues. It shall cause the filing of all required information through the appropriate PSE mechanisms for listed companies and submissions to the SEC for the interest of its Shareholders and other Stakeholders. https://www.robinsonsland.com/Revised Corporate Governance Manual	
Supplement to Recommendations 8.1			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
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.	Non-Compliant	Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.	Annual and Quarterly Consolidated Financial Statements are submitted and published within 105 days and 45 days, respectively, compliant with Philippine regulatory requirements.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	Provide link or reference to the company's annual report where the following are disclosed: 1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders; 2. cross-holdings among company affiliates; and 3. any imbalances between the controlling shareholders' voting power and overall equity position in the company. **Annual Report SEC Form 17A** Part I. Business and General Information, G. Industry Risk; Page 42 33. Financial Risk Management Objectives and Policies; Pages 192-199 https://www.robinsonsland.com/investor-relations-annual-reports/	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Information on the company's policy requiring directors and officers to disclose their dealings in the company's share is disclosed and found in: **Revised Corporate Governance Manual** Article III Governance Structure A.4. Specific Duties and Responsibilities of a Director; page 18 4.8. Disclose to the Philippine Stock Exchange (PSE) and the SEC the trading of the Corporation's shares by Directors, Officers (or	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	persons performing similar functions) and controlling Shareholders. This shall also include the disclosure of the Corporation's purchase of its shares from the market (e.g. share buy-back program). Article VIII Disclosure and Transparency; page 43 The Company shall have a policy requiring all directors and officers to disclose/report to the Company through the Compliance Officer any dealings in the Company's shares within three business days. https://www.robinsonsland.com/Revised Corporate Governance Manual Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction. **Company Website** **Insider Trading Policy** The Company shall abide with the provisions of law set forth in the Securities Regulation Code and shall implement policies and procedures to prevent the unauthorized disclosure or misuse of material, non-public information in securities trading to preserve the reputation and integrity of the Company. Link: Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction. **Company Website** SEC Form 23-A/B, Statement of Beneficial Ownership	
Supplement to Recommendation 8.2			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).	Compliant	Information on the shareholdings of directors, management and top 100 shareholders are disclosed in: **Revised Corporate Governance Manual** Article III Governance Structure A.4. Specific Duties and Responsibilities of a Director; page 18 4.8. Disclose to the Philippine Stock Exchange (PSE) and the SEC the trading of the Corporation's shares by Directors, Officers (or persons performing similar functions) and controlling Shareholders. This shall also include the disclosure of the Corporation's purchase of its shares from the market (e.g. share buy-back program). Article VIII Disclosure and Transparency; page 43 The Company shall have a policy requiring all directors and officers to disclose/report to the Company through the Compliance Officer any dealings in the Company's shares within three business days. https://www.robinsonsland.com/Revised Corporate Governance Manual **Definitive Information Statement** https://www.robinsonsland.com/Definitive Information Statement Link or reference to the company's Conglomerate Map. **Company Website** http://www.robinsonsland.com/group-corporate-structure/ **Annual Report SEC Form 17A** Map of the Relationships of the Company within the Group; page 221 https://www.robinsonsland.com/investor-relations-annual-reports/	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON-COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Information on the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended are disclosed in: Information the ley officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended. **Definitive Information Statement** Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant; pages 79-82 https://www.robinsonsland.com/Definitive Information Statement **Annual Report SEC Form 17A** Part III Control and Compensation Information, Item 14. Directors and Executive Officers of the Registrant; page 74-78 https://www.robinsonsland.com/investor-relations-annual-reports/	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant		
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting	Compliant	Company policy and practice for setting board remuneration is disclosed d can be found in:	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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Board remuneration, including the level and mix of the same.		Information on the company policy and practice for determining executive remuneration is disclosed and can be found in: **Revised Corporate Governance Manual** Article III Governance Structure A.7. Remuneration of Directors and Officers; page 20 Remuneration of Directors and Officers Formal procedures for the development of a policy on the levels of remuneration for Directors and Officers shall be established by the Corporation. The levels of remuneration shall be sufficient to be able to attract and retain the services of qualified and competent Directors and Officers. No Director shall participate in deciding on his remuneration https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** Succession Planning and Remuneration Policy 14. The Corporate Governance Committee shall recommend and the Board of Directors shall approve the remuneration of Executive and Non-Executive Directors. 14.1. Fixed remuneration for Non-Executive directors (including Independent Directors) shall reflect the time commitment and responsibilities of the role. 14.2. The remuneration of Executive Directors may be a combination of fixed monthly salary in terms of their appointment as approved by the Board and variable pay based on the Company's and individual performance. The Corporate Governance Committee shall determine and decide the performance parameters and/or measurable standards	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant		

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		applicable to the Executive Directors that will serve as the basis for the variable pay. 14.3. The Corporate Governance Committee may consider aligning Key Executives and Board remuneration with the longer-term interests of the company and its shareholders. 15. The compensation structure for Key Management Personnel and Senior Management Team members may consist of fixed salary component and variable performance-based compensation. The compensation structure shall be devised to help the Company attract and retain top talents to efficiently run the Company with a long-term perspective. https://www.robinsonsland.com/Succession Planning and Remuneration Policy	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-Compliant	Breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO is disclosed in:	Disclosure of the Director Remuneration and Executive Compensation in aggregate amount and can be found in the: **Annual Report SEC Form 17A** Part III Control and Compensation Information, Item 15. Executive Compensation; page 73 https://www.robinsonsland.com/investor-relations-annual-reports/
Recommendation 8.5			

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1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Information of the company's RPT policies is disclosed and can be found in: **Revised Corporate Governance Manual** Article VIII Disclosure and Transparency; page 43 The Company shall disclose its policies governing RPTs and other unusual or infrequently occurring transactions. The material or significant RPTs reviewed and approved during the year shall be disclosed in its Annual Corporate Governance Report. https://www.robinsonsland.com/Revised Corporate Governance Manual Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction. For the past Financial Year, there was no transaction decided by the board involving conflict of interest with any director.	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs: 1. name of the related counterparty; 2. relationship with the party; 3. transaction date; 4. type/nature of transaction; 5. amount or contract price; 6. terms of the transaction; 7. rationale for entering into the transaction; 8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. other terms and conditions	

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		All material RPTs are disclosed in the: **Annual Report SEC form 17-A** **Part lll – Control and Compensation** Item 16. Certain Relationships And Related Party Transactions Related Party Transactions; page 82 Notes to Consolidated Financial Statements, Note 16, 174-178 https://www.robinsonsland.com/investor-relations-annual-reports/	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Indicate where and when directors disclose their interests in transactions or any other conflict of interests. **Revised Corporate Governance Manual** Article III Governance Structure A.4. Specific Duties and Responsibilities of a Director, page 18 A Director shall endeavor to act in the best interest of the Corporation its shareholders and stakeholders in a manner characterized by fairness, accountability, and transparency. A Director shall observe the following norms of conduct: 4.1. Conduct fair and impartial business transactions with the Corporation, and ensure that his personal interest does not conflict with the interests of the Corporation; Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 A Director shall endeavor to act in the best interest of the Corporation its shareholders and stakeholders in a manner characterized by fairness, accountability, and transparency.	

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		Article VIII Disclosure and Transparency; page 43 The Company shall fully disclose all relevant and material information on individual board members and key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment. This includes directors and key officer's qualifications, share ownership in the Company, membership in other boards, other executive positions, and corporate governance trainings attended. https://www.robinsonsland.com/Revised Corporate Governance Manual	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	Link or reference where this is disclosed: **Annual Report SEC form 17-A** **Part III – Control and Compensation** Item 16. Certain Relationships And Related Party Transactions Related Party Transactions; page 82 Notes to Consolidated Financial Statements, Note 16, 174-178 https://www.robinsonsland.com/investor-relations-annual-reports/	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or	Compliant	Link or reference where this is disclosed: **Company Website** SEC Form 17-C https://www.robinsonsland.com/investor-relations-annual-reports/	

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disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.			
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	Identify independent party appointed to evaluate the fairness of the transaction price Disclose the rules and procedures for evaluating the fairness of the transaction price, if any. For the financial year, the company did not have any transaction requiring the appointment of an independent party.	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that	Compliant	Provide link or reference where these are disclosed. **Company Website** SEC Form 17-C https://www.robinsonsland.com/investor-relations-annual-reports/	

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may impact on the control, ownership, and strategic direction of the company.			
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	The Manual on Corporate Governance is posted in the: The Revised Corporate Governance Manual (RCGM) with SEC stamp of proof of acceptance is posted in the company website. Further, the RCGM is reported in PSE EDGE on May 31, 2017. **Revised Corporate Governance Manual** https://www.robinsonsland.com/Revised Corporate Governance Manual **PSE EDGE** http://edge.pse.com.ph/Revised Corporate Governance Manual	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
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	Provide proof of submission. The Manual on Corporate Governance is posted in the: The Revised Corporate Governance Manual (RCGM) with SEC stamp of proof of acceptance is posted in the company website. Further, the RCGM is reported in PSE EDGE on May 31, 2017. **Revised Corporate Governance Manual**	

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		https://www.robinsonsland.com/Revised Corporate Governance Manual **PSE EDGE** http://edge.pse.com.ph/Revised Corporate Governance Manual	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant	The company's Annual Report containing the said information are: **Company Website** **Annual Report SEC Form 17A** https://www.robinsonsland.com/investor-relations-annual-reports/	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy			
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed	Compliant		

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companies) of all directors			
f. Attendance details of each director in all directors meetings held during the year			
g. Total remuneration of each member of the board of directors			
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.		Provide link or reference to where this is contained in the Annual Report	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the	Compliant	Link or reference to where this is contained in the Annual Report **Annual Report SEC form 17-A** Statement of Management's Responsibility for Financial Statements; page 87 https://www.robinsonsland.com/investor-relations-annual-reports/	

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company's material controls (including operational, financial and compliance controls) and risk management systems.			
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Non-Compliant	Link or reference to where this is contained in the Annual Report	**Annual Report SEC form 17-A** Statement of Management's Responsibility for Financial Statements; page 87 https://www.robinsonsland.com/investor-relations-annual-reports/ The Company's Chief Executive Officer and Chief Audit Executive issue an annual attestation that the Company has an internal audit, controls and compliance system in place and working effectively in all material respects, compliant with the standards set out in the Corporate Audit Manual. These processes provide an assurance that enables the senior management of the company to understand, manage and satisfactorily control risk exposures.

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			Annex 1 Chief Auditor's Attestation
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant	Link or reference to where these are contained in the Annual Report **Annual Report SEC Form 17A** **Part lll – Control and Compensation** Item 16. Certain Relationships And Related Party Transactions Related Party Transactions; page 82 Notes to Consolidated Financial Statements, Note 16, 174-178 https://www.robinsonsland.com/investor-relations-annual-reports/	
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor is disclosed and can be found in: **Revised Corporate Governance Manual** Article III Governance Structure A.3. Responsibilities, Duties and Functions of the Board; page 16 2.3.11. Recommend the appointment, re-appointment, removal and fees of the External Auditor; B. Audit Committee, page 21	

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		https://www.robinsonsland.com/Revised Corporate Governance Manual	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	79.87% percentage of shareholders ratified the appointment and fees of the external auditor.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the **Company Website** and required disclosures.	Compliant	Information on or link/reference to a document containing the company's reason for removal or change of external auditor: For the past financial year, there was no removal of external auditor.	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Information on or link/reference to a document containing the policy of rotating the lead audit partner every five years: **Revised Corporate Governance Manual** Article V Accountability and Audit, page 38	

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		5. The External Auditor shall be rotated or changed every five (5) years or earlier, or the signing partner of the External Auditing firm assigned to the Corporation, should be changed with the same frequency. https://www.robinsonsland.com/Revised Corporate Governance Manual	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and	Compliant	Link/reference to the company's Audit Committee Charter: Audit Committee Charter **Company Website** http://www.robinsonsland.com/	

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monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.			
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant		
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and	Compliant	Link/reference to the company's Audit Committee Charter **Company Website** Audit Committee Charter https://www.robinsonsland.com/Audit Committee Charter	

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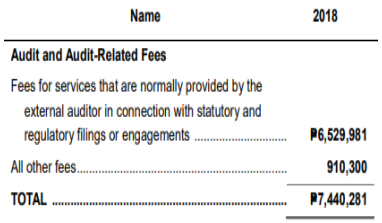
valuations of such transactions.			
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant		
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Non-Compliant	Nature of non-audit services performed by the external auditor.	**Annual Report SEC form 17-A** Part II Operational and Financial Information, Item 12 Information on Independent Accountant and Other Related Matters; page 66  The Non-Audit Fee represents the Conversion Project covering the Company to comply with the

Name	2018
Audit and Audit-Related Fees	
Fees for services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements	₱6,529,981
All other fees	910,300
TOTAL	₱7,440,281

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			Philippine Financial Reporting Standards (PFRS) reporting requirement which will not in any way influence the External Auditor's independence in the performance of their regular annual financial audit.
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.	Compliant	Link or reference to guidelines or policies on non-audit services **Revised Corporate Governance Manual** Article III Governance Structure B.2. Audit Committee, page 21 2.3.7. Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the proportion of non-audit fees paid to the External Auditor to the Corporation's overall consultancy expenses. The Committee shall evaluate if the non-audit work will create a potential conflict of interest and shall disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. If the non-audit work is allowed, this shall be disclosed in the Corporation's Annual Corporate Governance Report; Article V Accountability and Audit, page 38 B. The Board, after consultations with the Audit Committee, shall recommend to the Shareholders an External Auditor duly accredited by the SEC who shall undertake an independent audit of the Corporation, and shall provide an objective assurance on the matter by which the financial statements shall be prepared and presented to the Shareholders. The External Auditor shall not, at the same time,	

<table>
<tr><th colspan="4">INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT</th></tr>
<tr><th></th><th>COMPLIANT/ NON-COMPLIANT</th><th>ADDITIONAL INFORMATION</th><th>EXPLANATION</th></tr>
<tr><td></td><td></td><td>provide Internal Audit services to the Corporation. Non-audit work may be given to the External Auditor, provided it does not conflict with his duties as an independent External Auditor, or does not pose a threat to his independence.
https://www.robinsonsland.com/Revised Corporate Governance Manual</td><td></td></tr>
<tr><td colspan="4">Supplement to Recommendation 9.3</td></tr>
<tr><td>1. Fees paid for non-audit services do not outweigh the fees paid for audit services.</td><td>Compliant</td><td>Provide information on audit and non-audit fees paid.

<table><tr><th>Name of Auditor</th><th>Audit Fee</th><th>Non-Audit Fee*</th></tr><tr><td>Sycip, Gorres, Velayo & Co.</td><td>Php6,529,981</td><td>Php 910,300</td></tr></table>*Non-Audit Fee is for the special engagement in relation to the adoption of the new accounting standards

Annual Report SEC form 17-A
Part II Operational and Financial Information, Item 12 Information on Independent Accountant and Other Related Matters; page 66
https://www.robinsonsland.com/investor-relations-annual-reports/</td><td></td></tr>
<tr><td colspan="4">Additional Recommendation to Principle 9</td></tr>
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1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	Information on company's external auditor, such as: 1. Name of the audit engagement partner: Ysmael S. Acosta 2. Accreditation number; 1744-A (Group A) 3. Date Accredited: March 14, 2019 4. Expiry date of accreditation: March 13, 2022 5. Name, address, contact number of the audit firm; SyCip Gorres Velayo & Co. 6760 Ayala Avenue, 1226 Makati City, Philippines, (632) 891-0307	
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	Provide information on the following: 1. Date it was subjected to SOAR inspection, if subjected; November 12-23, 2018 2. Name of the Audit firm; Sycip, Gorres, Velayo & Co. 3. Members of the engagement team inspected by the SEC. The names of the members of the engagement team were provided to the SEC during the SOAR inspection.	
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	Link on the company's policies and practices on the disclosure of non-financial information, including EESG issues. **Revised Corporate Governance Manual** Article VIII Disclosure and Transparency, page 43	

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economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.		The Board shall establish policies to ensure the comprehensive, accurate, reliable and timely report to the shareholders and other stakeholders that give a fair and complete picture of Company's financial condition, results and business operations in accordance with the disclosure and reporting requirements of SEC, PSE and other regulators. This shall include material and reportable non-financial and sustainability issues related to EESG concerns of its business. The Company may consider adopting globally recognized standards/framework in reporting sustainability and non-financial issues. It shall cause the filing of all required information through the appropriate PSE mechanisms for listed companies and submissions to the SEC for the interest of its Shareholders and other Stakeholders. https://www.robinsonsland.com/Revised Corporate Governance Manual	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Provide link to Sustainability Report, if any. Disclose the standards used. The Company adopted the Global Reporting Initiative (GRI) and released it first Sustainability Report for 2018. **Company Website** 2018 Sustainability Report-Growing With You https://www.robinsonsland.com/sustainability2018/	
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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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.	Compliant	The Company uses various communication channels like website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Annual reporting, etc.) Annual Report SEC Form 17-C Part V Exhibit and Schedules, Item 17 Exhibits and Reports on SEC form 17-C; page 84 https://www.robinsonsland.com/investor-relations-annual-reports/	
Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	Provide link to **Company Website** **Company Website** http://www.robinsonsland.com/	
a. Financial statements/reports (latest quarterly)	Compliant		
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		
d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		

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f. Company's Articles of Incorporation and By-Laws	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	**Company Website** http://www.robinsonsland.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	List quality service programs for the internal audit functions. Frequency of review of the internal control system **Annual Report SEC form 17-A** Statement of Management's Responsibility for Financial Statements; page 87 https://www.robinsonsland.com/investor-relations-annual-reports/ The Company's Chief Executive Officer and Chief Audit Executive issue an annual attestation that the Company has an internal audit, controls and compliance system in place and working effectively in all material respects, compliant with the standards set out in the Corporate Audit Manual. These processes provide an assurance that enables the senior management of the company to understand, manage and satisfactorily control risk exposures. **Annex 1** Chief Auditor's Attestation	

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2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	International framework used for Enterprise Risk Management Information or reference to a document containing information on: 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks Frequency of review of the enterprise risk management framework. The above information are found in: **Annual Report SEC Form 17A** Part I. Business and General Information, G. Industry Risk; Page 42 33. Financial Risk Management Objectives and Policies; Pages 192-199 https://www.robinsonsland.com/investor-relations-annual-reports/	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and	Compliant	Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations. The Company ensures compliance with the regulatory mandates of SEC, PSE, Philippine Dealing and other regulatory agencies. The Company has consistently keeps itself abreast of the regulatory developments in the industry. **PSE EDGE** http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=210 **Company Website**	

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compliance with the said issuances.		**Disclosures** https://www.jgsummit.com.ph/disclosures/sec-fillings/sec-annual-report?ref=nav_corporate_sec_and_pse_filings Indicate frequency of review. In addition, the Company's General Counsel Group-Compliance, Corporate Secretary's Office and Corporate Governance and Management Systems Group who periodically reviews compliance with applicable laws, rules and regulations.	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	Provide information on IT governance process As of to date, the Data Privacy Policy and Information Security (InfoSec) Policies are in place. The Company established the Information Security Management Systems (ISMS) Policies which institutionalized information security as part of the Conglomerate's enterprise risk management, protect the Company's information assets and reputation, and comply with relevant laws and regulations. The ISMS consists of the following: 1. **Core Information Security Policies** – drive primary objectives of the ISMS: establish, maintain, and improve information security 1.1. **Information Security Policy** - is to establish, maintain, and continuously improve the ISMS to protect information assets,	

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		maintaining competitive advantage and increasing stakeholders' confidence. 1.2. **Information Asset Management Policy** - is to define and classify information assets in both physical and electronic formats and provide guidance on how to appropriately handle information assets according to classification. 1.3. **Information Security Incident Management Policy** - is to mandate a structured approach in managing incidents that compromise corporate information and personal data of the business units' customers. 1.4. **Compliance Policy** - is to ensure that Business Units comply with applicable legal, regulatory requirements and contractual obligations, when conducting business activities. 2. **Organizational Policies** – establish Information Security organization, roles and responsibilities as well as accountability of those who have access to corporate information 2.1. **Information Security Internal Organization Policy** - is to establish the appropriate internal organization to ensure security of information assets 2.2. **Human Resource Security Policy** - is to protect the company's business interests by ensuring that employees and contractors understand and fulfill their roles and responsibilities to preserve information security before, during, and after employment	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		2.3. **Supplier Relations Policy** – this is to mandate controls which protect information assets that will be exposed to suppliers and preserve the integrity of supplier selection activities 3. **Access and Use Policies** – enforce controls for access and authorization, as well as acceptable use of information assets 3.1. **Access Control Policies** – this is to Implement adequate measures to regulate access to different information assets and facilities, ensuring that facilities and equipment may only be accessed by authorized personnel 3.2. **Acceptable Use of Assets** - Ensure that employees understand how corporate assets should and should not be used, ensuring that the BU gets the most value out of its corporate assets and networks, and avoids unintended security breaches. 3.3. **Physical and Environmental Security Policy** - Protect corporate assets and information by mandating controls that prevent unauthorized physical access to company premises, as well as equipment that support business operations 3.4. **Mobile Device and Teleworking Policy** - Establish rules for the use, management and security of all mobile devices that process company information and establish rules for conducting official business outside the work premises 4. **Operational Security Policies** – implementation of technical controls to maintain target level of security 4.1. **Cryptographic Controls Policy** - Apply cryptographic controls (i.e. encryption) on confidential electronic information (e.g.	

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		files, databases), to add another layer of protection and prevent unauthorized use or disclosure. 4.2. **Operations Security Policy** - Apply appropriate controls to ensure that day to day operations are carried out in a controlled and a secure manner. 4.3. **Communications Security Policy** - Implement measures that will protect information as it moves both within the corporate network and outward. 4.4. **Data Security Policy** - Implement measures to protect corporate information from possible loss and leakage, avoiding breaches in legal, statutory or contractual obligations. **Secure Development Policy** - Protect corporate information and minimize breaches by ensuring that information security concerns are taken into consideration when developing or acquiring systems and services.	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	The Company's in-house Internal Audit focuses on delivering its mandate of determining whether the governance, risk management and control processes, as designed and represented by management, are adequate and functioning in a manner that provides reasonable level of confidence that: ▪ Employees' actions are compliant with policies, standards, procedures, and applicable laws and regulations; ▪ Quality and continuous improvement are fostered in the control processes; ▪ Programs, plans, and objectives are achieved; ▪ Resources are acquired economically, used efficiently, and protected adequately;	

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		▪ Significant financial, managerial, and operating information is accurate, reliable, and timely; ▪ Significant key risks are appropriately identified and managed; ▪ Significant legislative or regulatory issues impacting the Company are recognized and properly addressed. Opportunities for improving management control, profitability and the Company's reputation may be identified during audits. **Revised Corporate Governance Manual** Article III Governance Structure F. Internal Audit; page 32 Role of Internal Audit The role of Internal Audit is to provide independent objective and risk based assurance within the Corporation, designed to add value and improve the Corporation's operations. This will help the Corporation accomplish its objectives by providing a systematic, disciplined approach for the evaluation and improvement of the effectiveness of risk management, control and governance processes. https://www.robinsonsland.com/Revised Corporate Governance Manual	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	The company's Chief Audit Executive (CAE) is Mr. Emmanuel B. De Pano and information containing his responsibilities is found in: **Revised Corporate Governance Manual** Article III Governance Structure F. Internal Audit, page 31 2.1. The Board shall appoint an Internal Audit Head, a Chief Audit Executive or its equivalent position, who shall oversee and be responsible for the Internal Audit activity of the Corporation.	

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		https://www.robinsonsland.com/Revised Corporate Governance Manual	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	There is no outsourced internal audit activity.	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	Identify qualified independent executive or senior management personnel, if applicable. The internal audit is in-house.	
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Information on company's risk management function is found in: **Revised Corporate Governance Manual** Article III Governance Structure G. Enterprise Risk Management, page 34 **1. Role of ERM**	

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		The role of ERM is to oversee that a sound ERM framework is in place to effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. https://www.robinsonsland.com/Revised Corporate Governance Manual	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	Identify source of external technical support, if any. The company did not see a need for external technical support for its ERM.	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of	Non-Compliant		The company's Chief Financial Officer acts as the Chief Risk Officer (CRO) and information on his/her responsibilities and qualifications/background are disclosed in: **Annual Report SEC Form 17A**

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Enterprise Risk Management (ERM).			Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant; pages 74 https://www.robinsonsland.com/investor-relations-annual-reports/
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-Compliant		The company's Chief Financial Officer acts as the Chief Risk Officer (CRO) and has the adequate authority, stature, resources and support to fulfill his/her responsibilities. **Annual Report SEC Form 17A** Part III Control and Compensation Information, Item14. Directors and Executive Officers of the Registrant; pages 74 https://www.robinsonsland.com/investor-relations-annual-reports/
Additional Recommendation to Principle 12			

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1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Provide link to CEO and CAE's attestation **Annual Report SEC form 17-A** Statement of Management's Responsibility for Financial Statements; page 87 https://www.robinsonsland.com/investor-relations-annual-reports/ The Company's Chief Executive Officer and Chief Audit Executive issue an annual attestation that the Company has an internal audit, controls and compliance system in place and working effectively in all material respects, compliant with the standards set out in the Corporate Audit Manual. These processes provide an assurance that enables the senior management of the company to understand, manage and satisfactorily control risk exposures. **Annex 1** Chief Auditor's Attestation	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed. Provide link to company's website **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, page 39 **A. Shareholders** **A.1. Shareholders' Rights** The Board is committed to treat all Shareholders fairly and equitably, and shall recognize, protect and facilitate the exercise of their rights. These rights relate to the following among others:	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant		

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		1. Right to vote on all matters that require their consent or approval **2. Right to inspect corporate books and records** Any stockholder who desires to exercise his right to inspect corporate books and records of the Company must make a written request addressed to the Corporate Secretary, and stating the specific reason(s) or purpose(s) for the inspection. The exercise of such right may be denied if: (i) The requesting stockholder improperly used information obtained from prior examination; (ii) Is not acting in good faith; or (iii) There is a reasonable ground to safeguard the interests of the Company, such as when the subject of inspection contains confidential or proprietary information or covered by a confidentiality or nondisclosure obligation which will be violated by the Company if inspection were allowed. In no case shall the stockholder be allowed to take corporate books and other records out of the principal office of the Company for the purpose of inspecting them. The Corporate Secretary may elevate the request for inspection for the information, approval, or other appropriate action by the Board. This Revised Manual shall be available for inspection by any stockholder of the Company at reasonable hours on business days. **3. Right to information** Stockholders shall be provided, upon request, with periodic reports filed by the Company with the SEC (e.g., proxy statement/information statement and annual report) which disclose personal or professional information about the Directors and Officers such as their educational and business	

	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		background, holdings of the Company's shares, material transactions with the Company, relationship with other Directors and Officers and the aggregate compensation of Directors and Officers. **4. Right to dividends** Stockholders shall have the right to receive declared dividends subject to the procedures prescribed by the Board. **5. Appraisal right** The stockholders shall have appraisal right under any of the following circumstances: 5.1. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any aspect superior to those of outstanding shares of any class, or of extending or reducing the term of corporate existence; 5.2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Company; 5.3. In case of merger or consolidation; and 5.4. Investment of funds in any other corporation or business or for any purpose other than the primary purpose for which the Company was organized. **A.2. Promotion of Shareholders' Rights** 1. The Board shall be transparent and fair in the conduct of the annual and special Shareholders' meetings of the Corporation. The Board shall encourage active Shareholders participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least fifteen (15) business days before the	

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		meeting in accordance with the Securities Regulation Code. The Shareholders shall be encouraged to personally attend such meetings. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of law, rules and regulations and the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy shall be resolved in the stockholder's favor. 2. The Board shall encourage active Shareholders participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting shall be made available on the Company Website within [five] business days from the end of the meeting. 3. The Company may consider adopting an Alternative Dispute Resolution procedure. 4. The Board shall appoint an Investor Relations Officer (IRO) who shall ensure constant engagement with its Shareholders. The IRO shall create an Investor Relations Program to which shall aim to communicate to the shareholders all material information on the activities of the Company. https://www.robinsonsland.com/Revised Corporate Governance Manual Provide link to company's website **Company Website** http://www.robinsonsland.com/	
Supplement to Recommendation 13.1			

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1. Company's common share has one vote for one share.	Compliant	**Amended By-Laws** Article II Meeting of Stockholders, Sections 7 and 8; page 5 http://www.robinsonsland.com/Amended By-Laws	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	Information on classes of shares, including their voting rights are found in: **Articles of Incorporation** http://www.robinsonsland.com/Articles of Incorporation **Amended By-Laws** Article II Meeting of Stockholders, Sections 7 and 8; page 5 http://www.robinsonsland.com/Amended By-Laws	
3. Board has an effective, secure, and efficient voting system.	Compliant	Voting procedure is by viva voce or show of hands. Shareholder voting mechanisms are found in: **Amended By-Laws** Article II Meeting of Stockholders, Sections 7 and 8; page 5 http://www.robinsonsland.com/Amended By-Laws	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant		

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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.	Compliant	Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution) For the past financial year, no special stockholders' meeting was held.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	Information or link/reference to the policies on treatment of minority shareholders: **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 **A. Shareholders** **A.1. Shareholders' Rights** The Board is committed to treat all Shareholders fairly and equitably, and shall recognize, protect and facilitate the exercise of their rights. These rights relate to the following among others: **1. Right to vote on all matters that require their consent or approval** **2. Right to inspect corporate books and records** Any stockholder who desires to exercise his right to inspect corporate books and records of the Company must make a written request addressed to the Corporate Secretary, and stating the specific reason(s) or purpose(s) for the inspection. The exercise of such right may be denied if: (i) The requesting stockholder improperly used information obtained from prior examination; (ii) Is not acting in good faith; or	

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		(iii) There is a reasonable ground to safeguard the interests of the Company, such as when the subject of inspection contains confidential or proprietary information or covered by a confidentiality or nondisclosure obligation which will be violated by the Company if inspection were allowed. In no case shall the stockholder be allowed to take corporate books and other records out of the principal office of the Company for the purpose of inspecting them. The Corporate Secretary may elevate the request for inspection for the information, approval, or other appropriate action by the Board. This Revised Manual shall be available for inspection by any stockholder of the Company at reasonable hours on business days. **3. Right to information** Stockholders shall be provided, upon request, with periodic reports filed by the Company with the SEC (e.g., proxy statement/information statement and annual report) which disclose personal or professional information about the Directors and Officers such as their educational and business background, holdings of the Company's shares, material transactions with the Company, relationship with other Directors and Officers and the aggregate compensation of Directors and Officers. **4. Right to dividends** Stockholders shall have the right to receive declared dividends subject to the procedures prescribed by the Board. **5. Appraisal right** The stockholders shall have appraisal right under any of the following circumstances: 5.1. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or	

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		class of shares, or of authorizing preferences in any aspect superior to those of outstanding shares of any class, or of extending or reducing the term of corporate existence; 5.2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the property and assets of the Company; 5.3. In case of merger or consolidation; and 5.4. Investment of funds in any other corporation or business or for any purpose other than the primary purpose for which the Company was organized. **A.2. Promotion of Shareholders' Rights** 1. The Board shall be transparent and fair in the conduct of the annual and special Shareholders' meetings of the Corporation. The Board shall encourage active Shareholders participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least fifteen (15) business days before the meeting in accordance with the Securities Regulation Code. The Shareholders shall be encouraged to personally attend such meetings. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of law, rules and regulations and the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy shall be resolved in the stockholder's favor. 2. The Board shall encourage active Shareholders participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting shall be made available on the	

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		Company Website within [five] business days from the end of the meeting. 3. The Company may consider adopting an Alternative Dispute Resolution procedure. 4. The Board shall appoint an Investor Relations Officer (IRO) who shall ensure constant engagement with its Shareholders. The IRO shall create an Investor Relations Program to which shall aim to communicate to the shareholders all material information on the activities of the Company. https://www.robinsonsland.com/Revised Corporate Governance Manual	
7. Company has a transparent and specific dividend policy.	Compliant	Provide information on or link/reference to the company's dividend Policy. On June 27, 2018, the Board of Directors has approved the adoption of a new dividend policy effective 2019. Under the dividend policy, the Corporation shall implement an annual cash dividend payout ratio of twenty percent (20%) of its recurring net income for the preceding fiscal year." Company Website https://www.robinsonsland.com/dividend-policy/ Indicate if company declared dividends. If Compliant, indicate the number of days within which the dividends were paid after declaration. In case the company has offered dividends, indicate if the company paid the dividends within 60 days from declaration The Board of Directors of Robinsons Land Corporation (the "Corporation") approved on April 6, 2018 the declaration of a cash	

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		dividend in the amount of Thirty Six Centavos (P0.36) per share from the unrestricted earnings of the Corporation as of December 31, 2017, to all stockholders of record as of April 26, 2018 and payable on May 23, 2018.Paid Date: May 23, 3018 The Company paid the dividends 31 business days or 46 calendar days after declaration date.	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	Sycip, Gorres, Velayo & Co. counted/validated the votes at the ASM.	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Non-Compliant	Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting. Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS) **Notice of Annual Stockholders' Meeting** https://www.robinsonsland.com/Notice of the Annual Stockholders Meeting	The Company is compliant with Securities Regulation Code Rule 20.3.3 Filing Requirements, 20.3.3.4. The information statement, proxy form and management report referred to in SRC Rule 20.4, if applicable, shall be distributed to security holders at least fifteen (15) business days prior to the date of the stockholders' meeting. Posted to PSE EDGE: March 26, 2018

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			Actual sending the stockholders: May 4, 2018 (15 business days) ASM Schedule: May 25, 2018
Supplemental to Recommendation 13.2			
1. Company's **Notice of Annual Stockholder s' Meeting** contains the following information:	Compliant	Link or reference to the company's notice of Annual Shareholders' Meeting **Notice of Annual Stockholders' Meeting** https://www.robinsonsland.com/Notice_of_the_Annual_Stockholders Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant		
b. Auditors seeking appointment/reap pointment	Compliant		
c. Proxy documents	Compliant		
Optional: Recommendation 13.2			

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1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Rationale for the agenda items is contained in the: **Notice of Annual Stockholders' Meeting** https://www.robinsonsland.com/Notice of the Annual Stockholders Meeting	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM were documented on: **Minutes of Annual Stockholders' Meeting** https://www.robinsonsland.com/Minutes of the Annual Stockholders Meeting	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the Company Website within five business days from the end of the meeting.	Compliant	Link to minutes of meeting in the Company Website. **Minutes of Annual Stockholders' Meeting** https://www.robinsonsland.com/Minutes of the Annual Stockholders Meeting Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll.	

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		Include whether there was opportunity to ask question and the answers given, if any The SGV Report on Validation of Stockholders (Will be provided to SEC upon request)	
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	External auditor and other relevant individuals were present during the ASM and/or special meeting: **Minutes of Annual Stockholders' Meeting** https://www.robinsonsland.com/Minutes of the Annual Stockholders Meeting	
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	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, page 39 1.2.15. Consider the implementation of an alternative dispute resolution system for the amicable settlement of conflicts or differences between the Corporation and its Shareholders, if applicable. Article III Governance Structure A.3.Responsibility, Duties and Functions of the Board, page 16 3. The Company may consider adopting an Alternative Dispute Resolution procedure.	

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		https://www.robinsonsland.com/Revised Corporate Governance Manual	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Link/reference to where it is found in the Manual on Corporate Governance: **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest, page 39 3.2.15. Consider the implementation of an alternative dispute resolution system for the amicable settlement of conflicts or differences between the Corporation and its Shareholders, if applicable. Article III Governance Structure A.3.Responsibility, Duties and Functions of the Board, page 16 3. The Company may consider adopting an Alternative Dispute Resolution procedure. https://www.robinsonsland.com/Revised Corporate Governance Manual	
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Disclose the contact details of the officer/office responsible for investor relations, such as: 1. Investor Relations Officer - Mr. Rommel Rodrigo 2. Telephone Number: +6323971888 loc. 31536 3. Email address: Investor.Relations@robinsonsland.com	

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2. IRO is present at every shareholder's meeting.	Compliant	Indicate if the IRO was present during the ASM.	
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	Provide information on how antitakeover measures or similar devices were avoided by the board, if any. For the past financial year, there was no need to perform anti-takeover measures. **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; pages 39-40 **A.2. Promotion of Shareholders' Rights** 1. The Board shall be transparent and fair in the conduct of the annual and special Shareholders' meetings of the Corporation. The Board shall encourage active Shareholders participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least fifteen (15) business days before the meeting in accordance with the Securities Regulation Code. The Shareholders shall be encouraged to personally attend such meetings. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of law, rules and regulations and the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy shall be resolved in the stockholder's favor.	

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		2. The Board shall encourage active Shareholders participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting shall be made available on the Company Website within [five] business days from the end of the meeting. 3. The Company may consider adopting an Alternative Dispute Resolution procedure. 4. The Board shall appoint an Investor Relations Officer (IRO) who shall ensure constant engagement with its Shareholders. The IRO shall create an Investor Relations Program to which shall aim to communicate to the shareholders all material information on the activities of the Company. https://www.robinsonsland.com/Revised Corporate Governance Manual Supplemental take over check	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	Indicate the company's public float. Public Ownership Percentage: 38.71% **Annual Report SEC Form 17A** Part II Operation and Financial Information List of Top 20 Stockholders of Record; page 54 https://www.robinsonsland.com/investor-relations-annual-reports/	
Optional: Principle 13			
1. Company has policies and practices to encourage	Compliant	Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM.	

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shareholders to engage with the company beyond the Annual Stockholders' Meeting		**Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; pages 39-41 1. The Board shall be transparent and fair in the conduct of the annual and special Shareholders' meetings of the Corporation. The Board shall encourage active Shareholders participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least fifteen (15) business days before the meeting in accordance with the Securities Regulation Code. The Shareholders shall be encouraged to personally attend such meetings. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of law, rules and regulations and the By-Laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy shall be resolved in the stockholder's favor. 2. The Board shall encourage active Shareholders participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting shall be made available on the Company Website within [five] business days from the end of the meeting. 3. The Company may consider adopting an Alternative Dispute Resolution procedure. 4. The Board shall appoint an Investor Relations Officer (IRO) who shall ensure constant engagement with its Shareholders. The IRO shall create an Investor Relations Program to which shall aim to communicate to the shareholders all material information on the activities of the Company. https://www.robinsonsland.com/Revised Corporate Governance Manual	

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2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.		Disclose the process and procedure for secure electronic voting in absentia, if any.	
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders. **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; pages 39 **B. Other Stakeholders** The Company shall identify the various Stakeholders and promote cooperation between them and the Company in creating wealth, growth and sustainability. 1. The Company shall establish clear policies and programs to provide a mechanism on the fair treatment and protection of Stakeholders. 2. The Board shall adopt a transparent framework and process that allows Stakeholders to communicate with the Company and to obtain redress for the violation of their rights. Stakeholders may communicate with the Company through the various Stakeholders touchpoints such as the Investor Relations Office,	

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		Office of the Corporate Secretary, Customer Relations Office, the Corporate Communications Group and the Company's Website. 3. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and its governance including but not limited to: 3.1. Health, safety and welfare; 3.2. Training and development; and 3.3. Reward and compensation. 4. The Board shall set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct. The same shall be disseminated to all employees across the Corporation through trainings to embed them in the Company's culture. 5. The Board shall establish a suitable framework for whistleblowing and ensure its enforcement to allow employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. 6. The Company shall recognize and place importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Company sustainable growth, while contributing to the advancement of the society where it operates. 7. The Company shall employ value chain processes that takes into consideration EESG issues and concerns.	

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		https://www.robinsonsland.com/Revised Corporate Governance Manual	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Policies and programs for the protection and fair treatment of company's stakeholders: **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; pages 39 **B. Other Stakeholders** The Company shall identify the various Stakeholders and promote cooperation between them and the Company in creating wealth, growth and sustainability. 1. The Company shall establish clear policies and programs to provide a mechanism on the fair treatment and protection of Stakeholders. 2. The Board shall adopt a transparent framework and process that allows Stakeholders to communicate with the Company and to obtain redress for the violation of their rights. Stakeholders may communicate with the Company through the various Stakeholders touchpoints such as the Investor Relations Office, Office of the Corporate Secretary, Customer Relations Office, the Corporate Communications Group and the Company's Website. 3. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and its governance including but not limited to: 3.1. Health, safety and welfare;	

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		3.2. Training and development; and 3.3. Reward and compensation. 4. The Board shall set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct. The same shall be disseminated to all employees across the Corporation through trainings to embed them in the Company's culture. 5. The Board shall establish a suitable framework for whistleblowing and ensure its enforcement to allow employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. 6. The Company shall recognize and place importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Company sustainable growth, while contributing to the advancement of the society where it operates. 7. The Company shall employ value chain processes that takes into consideration EESG issues and concerns. https://www.robinsonsland.com/Revised Corporate Governance Manual	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with	Compliant	Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.	

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the company and to obtain redress for the violation of their rights.		Provide information on whistleblowing policy, practices and procedures for stakeholders Refer to CICOM in **Company Website**: Email Address: CICOM@jgsummit.com.ph Fax Number: 395-3888 Mailing Address: Must be sent in a sealed envelope clearly marked "strictly Private and Confidential-To Be Opened by Addressee Only." CICOM 44th Flr. Robinsons Equitable Tower ADB Avenue, Cor., Poveda Road, Pasig City **Company Website** Whistleblowing Policy https://www.robinsonsland.com/Whistleblowing Policy	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	Information on the alternative dispute resolution system established by the company: **Revised Corporate Governance Manual** Article III Governance Structure, A.3. Responsibilities, Duties and Functions of the Board; page 16 3.2.15. Consider the implementation of an alternative dispute resolution system for the amicable settlement of conflicts or differences between the Corporation and its Shareholders, if applicable.	

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		Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 3. The Company may consider adopting an Alternative Dispute Resolution procedure. https://www.robinsonsland.com/Revised Corporate Governance Manual	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	Disclose any requests for exemption by the company and the reason for the request. For the past financial year, the company did not request any exemption.	
2. Company respects intellectual property rights.	Compliant	Provide specific instances, if any.	

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		The Company has developed confidential business and technical information over many years at considerable expense. Because of this effort, the Company now owns or otherwise possesses valuable confidential business and technical information; hence, everyone is expected to protect it as carefully similar to the protection of tangible property. **Code of Business Conduct and Ethics** No. 11-Confidential Information; http://www.robinsonsland.com/Code of Business Conduct and Ethics	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	Policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same: **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 3. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and its governance including but not limited to: 3.1. Health, safety and welfare; https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** **Health, Safety and Welfare Policy** The Company is committed to undertake all reasonable steps to ensure the health, safety and welfare for the best interest of our stakeholders and the communities where we live and work by complying with the provisions of law, industry rules and regulations, standards of	

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		independent accreditation bodies where the Company obtained accreditation, and contractual obligations. https://www.robinsonsland.com/Health, Safety and Welfare Policy	
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	Policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same. **Annual Report (Colored)** Part IV Corporate Governance Section; page 29 https://www.robinsonsland.com/Annual Report (Colored)	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation. **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 3. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and its governance including but not limited to: 3.1. Health, safety and welfare; 3.2. Training and development; and 3.3. Reward and compensation.	

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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		https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** Stakeholders Health, Safety and Welfare, Employees JG ILED, JG CARES and other employee engagement https://www.robinsonsland.com/Health, Safety and Welfare Policy	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	The company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders. **Company Website** Succession Planning and Remuneration Policy 12. The Corporate Governance Committee shall recommend and the Board of Directors shall approve the remuneration of Executive and Non-Executive Directors. 12.1. Fixed remuneration for Non-Executive directors (including Independent Directors) shall reflect the time commitment and responsibilities of the role. 12.2. The remuneration of Executive Directors may be a combination of fixed monthly salary in terms of their appointment as approved by the Board and variable pay based on the Company's and individual performance. The Corporate Governance Committee shall determine and decide the performance parameters and/or measurable standards applicable to the Executive Directors that will serve as the basis for the variable pay.	

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		12.3. The Corporate Governance Committee may consider aligning Key Executives and Board remuneration with the longer-term interests of the company and its shareholders. 13. The compensation structure for Key Management Personnel and Senior Management Team members may consist of fixed salary component and variable performance-based compensation. The compensation structure shall be devised to help the Company attract and retain top talents to efficiently run the Company with a long-term perspective. https://www.robinsonsland.com/Succession Planning and Remuneration Policy	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	Information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any. **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 3. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Company's goals and its governance including but not limited to: 3.1. Health, safety and welfare; 3.2. Training and development; and 3.3. Reward and compensation. https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** Stakeholders Health, Safety and Welfare, Employees JG ILED, JG CARES and other employee engagement	

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3. Company has policies and practices on training and development of its employees.	Compliant	Information on policies and practices on training and development of employees. Include information on any training conducted or attended. **Company Website** Company Policies Employees JG ILED, JG CARES and other employee engagement https://www.robinsonsland.com/company-policies/	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Link/reference to the company's policies, programs and practices on anti-corruption **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 4. The Board shall set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct. The same shall be disseminated to all employees across the Corporation through trainings to embed them in the Company's culture. https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** Whistleblowing Policy	

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		The Company is committed to conduct business according to the highest ethical and legal standards. In line with this commitment, we encourage employees and business partners to raise concerns about any aspect of business operation. https://www.robinsonsland.com/Whistleblowing Policy	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Identify how the board disseminated the policy and program to employees across the organization All employees undergo an onboarding program where they are informed and oriented about company policies including the **Code of Business Conduct and Ethics** that is also available in the **Company Website** **Company Website** **Code of Business Conduct and Ethics** http://www.robinsonsland.com/Code of Business Conduct and Ethics	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Link/reference to the company policy and procedures on penalizing employees involved in corrupt practices. Include any finding of violations of the company policy. **Company Website** Code of Conduct and Ethics http://www.robinsonsland.com/Code of Business Conduct and Ethics	
Recommendation 15.3			

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
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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	Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees. **Company Website** Whistleblowing Policy The Company is committed to conduct business according to the highest ethical and legal standards. In line with this commitment, we encourage employees and business partners to raise concerns about any aspect of business operation. https://www.robinsonsland.com/Whistleblowing Policy Indicate if the framework includes procedures to protect the employees from retaliation. Protection from Retaliation and Harassment (from the company policy): The right of the Whistleblower to protection under the Policy against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated. Hence, baseless, simulated, fabricated, false or malicious allegations or reports intended only to cause anger, irritation or distress, as may be determined by CICOM or the Investigation Team, shall be dealt with in accordance with pertinent Company code of conduct, policies and rules and/or applicable laws. Provide contact details to report any illegal or unethical behavior. Refer to CICOM in **Company Website**: Email Address: CICOM@jgsummit.com.ph Fax Number: 395-3888 Mailing Address: Must be sent in a sealed envelope clearly marked "strictly Private and Confidential-To Be Opened by Addressee Only."	

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		CICOM 44th Flr. Robinsons Equitable Tower ADB Avenue, Cor., Poveda Road, Pasig City **Company Website** Whistleblowing Policy https://www.robinsonsland.com/Whistleblowing Policy	
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	**Company Website** Whistleblowing Policy The Company is committed to conduct business according to the highest ethical and legal standards. In line with this commitment, we encourage employees and business partners to raise concerns about any aspect of business operation. https://www.robinsonsland.com/Whistleblowing Policy	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing. **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 5. The Board shall establish a suitable framework for whistleblowing and ensure its enforcement to allow employees to freely communicate their concerns about illegal or unethical practices,	

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		without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. https://www.robinsonsland.com/Revised Corporate Governance Manual **Company Website** Whistleblowing Policy The Company is committed to conduct business according to the highest ethical and legal standards. In line with this commitment, we encourage employees and business partners to raise concerns about any aspect of business operation. https://www.robinsonsland.com/Whistleblowing Policy	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to	Compliant	Information or reference to a document containing information on the company's community involvement and environment related programs. **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 6. The Company shall recognize and place importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Company sustainable growth, while contributing to the advancement of the society where it operates. https://www.robinsonsland.com/Revised Corporate Governance Manual	

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the advancement of the society where it operates.		Corporate Social Responsibility http://www.robinsonsland.com/downloads/Shareholding/13%20CSRx.pdf Annual Report (Colored) **Company Website** https://www.robinsonsland.com/Annual Report (Colored)	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	Link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development. **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 https://www.robinsonsland.com/Revised Corporate Governance Manual	
2. Company exerts effort to interact positively with the communities in which it operates		Link/reference to policies, programs and practices to interact positively with the communities in which it operates. **Revised Corporate Governance Manual** Article VI Stakeholders' Rights and Protection of Minority Shareholders' Interest; page 39 6. The Company shall recognize and place importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Company sustainable growth, while contributing to the advancement of the society where it operates. https://www.robinsonsland.com/Revised Corporate Governance Manual	

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		Company Website **Corporate Social Responsibility** https://www.robinsonsland.com/downloads/Shareholding/13%20CSRx.pdf	

Pursuant to the requirement of the Securities and Exchange Commission, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of PASIG CITY on MAY 24 2019, 20____.

SIGNATURES

LANCE Y. GOKONGWEI
Chairman of the Board

FREDERICK D. GO
President and Chief Executive Officer

ARTEMIO V. PANGANIBAN
Independent Director

ROBERTO F. DE OCAMPO
Independent Director

EMMANUEL C. ROJAS, JR.
Independent Director

OMAR BYRON T. MIER
Independent Director

ARLENE S. DENZON
Compliance Officer

ROSALINDA F. RIVERA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 24 2019 day of _____ 2019, affiant(s) exhibiting to me their identification cards, as follows:

NAME	TAX IDENTIFICATION NO.
LANCE Y. GOKONGWEI	116 - 294 - 200
FREDERICK D. GO	112 - 934 - 209
ARTEMIO V. PANGANIBAN	106 - 197 - 693
ROBERTO F. DE OCAMPO	120 - 115 - 828
EMMANUEL C. ROJAS, JR.	124 - 294 - 275
OMAR BYRON T. MIER	106 - 905 - 398
ARLENE S. DENZON	102 - 097 - 863
ROSALINDA F. RIVERA	185 - 543 - 392

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Page No.: 104
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Series of : 2019

ATTY. ANTONIO B. BETITO
Notary Public – Pasig City
Commission No. 152 (2019-2020)
709 Mega Plaza Condo. ADB Ave. Pasig Cit
Attorney's Roll No. 27614
IBP #069369/01-15-19/Rizal
PTR#5284597/01-15-19/Pasig City
MCLE Compliance No. VI March 9, 201

ANNEX 1

ROBINSONS LAND
CORPORATION

MEMORANDUM

DATE : 8 January 2019

TO : **AUDIT COMMITTEE**

FROM : CORPORATE AUDIT

SUBJECT : **Internal Audit, Controls and Compliance System Attestation for the Year**

I, **Emmanuel B. De Pano, Vice President and Chief Audit Executive (CAE),** am of the opinion that Robinsons Land Corporation (the Company) has internal audit, controls, and compliance system in place and working effectively; in all material respects, compliant with the standards set out in the *Corporate Audit Policy Manual* (the Manual). These processes provide an assurance that enables the senior management of the company to understand, manage and satisfactorily control risk exposures.

I, as CAE of RLC, further state that in my opinion the Audit Committee for the company is constituted and operates in accordance with the independence and governance requirements of the Manual. The Chairman and Members of the Audit Committee are:

		Elected Date
Chairman	• Emmanuel C. Rojas, Jr.	May 30, 2018
Independent Member	• Roberto F. De Ocampo	May 30, 2018
Non-independent Members	• James L. Go	May 30, 2018
	• Lance Y. Gokongwei	
	• Frederick D. Go	
	• Johnson Robert G. Go, Jr.	

EMMANUEL B. DE PANO
VP, Chief Audit Executive – RLC

Noted by:

LANCE Y. GOKONGWEI
Chairman – RLC