





**SEC MEMORANDUM CIRCULAR NO. 15**  
Series of 2017

TO : **PUBLICLY-LISTED COMPANIES**

SUBJECT : **INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT (I-ACGR)**

To facilitate the disclosure of publicly-listed companies' (PLCs) compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for PLCs and to harmonize the corporate governance requirements of the Commission and the Philippine Stock Exchange, the Commission, pursuant to its regulatory and supervisory power under Section 5 of the Securities Regulation Code, mandates all companies to submit an Integrated Annual Corporate Governance Report (I-ACGR) subject to the following:

1. All companies already listed in the PSE by 31 December of a given year shall submit three (3) copies of a fully accomplished I-ACGR **on May 30 of the following year for every year that the company remains listed in the PSE;**
2. The I-ACGR shall cover all relevant information from January to December of the given year. It is expected that companies, regardless of listing dates, would already have Corporate Governance practices in place. Hence, they can already submit their I-ACGR by May 30 of the following year;
3. At least one (1) complete copy of the I-ACGR filed with the Commission shall be duly notarized and shall bear **original and manual** signatures of the following required signatories:
  - a. Chairman of the Board;
  - b. Chief Executive Officer or President;
  - c. All Independent Directors;
  - d. Compliance Officer; and
  - e. Corporate Secretary;
4. The I-ACGR with accessible links shall be posted on the company website within five (5) business days from submission to the SEC;
5. The companies shall no longer be required to file updates and changes on their I-ACGR within five (5) days from the occurrence of the reportable changes;
6. The companies shall no longer be required to file a Consolidated Changes in the ACGR within ten (10) days from the end of the year;
7. The imposable penalties are as follows:

<b>VIOLATION</b>	<b>BASIC PENALTY</b>	<b>MONTHLY PENALTY</b>
Non/Late Submission	Php50,000.00	Php5,000.00
<b><i>Disclosure(s)</i></b>		

a. Incomplete (i.e. no explanation provided; no alternative practices to achieve over-all principle)	Php25,000.00	Php2,500.00
b. Misrepresentation/Misinformation	Php100,000.00	Php10,000.00
<b><i>Signatory(ies)</i></b>		
a. Incomplete	Php10,000.00	Php1,000.00
b. Incorrect		

For General Instructions in answering the I-ACGR, please see attached SEC Form I-ACGR.

Any previous Orders, Issuances and Circulars which are inconsistent with the provisions of this Circular are hereby repealed accordingly.

This Memorandum Circular shall take effect fifteen (15) days after its publication in two (2) newspapers of general circulation.

Pasay City, Philippines, 15 December 2017.

For the Commission:



**TERESITA J. HERBOSA**  
Chairperson

## SEC FORM – I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

#### GENERAL INSTRUCTIONS

##### A. Use of Form I-ACGR

This SECForm shall be used as a tool to disclose Publicly-Listed Companies’ compliance/non-compliance with the recommendations provided under the Code of Corporate Governance for Publicly-Listed Companies, which follows the “comply or explain” approach, and for harmonizing the corporate governance reportorial requirements of the SEC and the Philippine Stock Exchange (PSE).

##### B. Preparation of Report

These general instructions are not to be filed with the report. The report shall contain the numbers and captions of all items.

The I-ACGR has four columns, arranged as follows:

RECOMMENDED CG PRACTICE/POLICY	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>Contains CG Practices/ Policies, labelled as follows:</p> <p>(1) <b>“Recommendations”</b> – derived from the CG Code for PLCs;</p> <p>(2) <b>“Supplement to Recommendation”</b>– derived from the PSE CG Guidelines for Listed Companies;</p> <p>(3) <b>“Additional Recommendations”</b>–CG Practices not found in the CG Code for PLCs and PSE CG Guidelines but are expected already of PLCs; and</p> <p>(4) <b>“Optional Recommendation”</b>– practices taken from the ASEAN Corporate Governance Scorecard</p> <p><b>*Items under (1) – (3) must be answered/disclosed by the PLCs following the “comply or explain” approach. Answering of items under (4) are left to the discretion of PLCs.</b></p>	<p>The company shall <b>indicate compliance or non-compliance</b> with the recommended practice.</p>	<p>The company shall provide additional information to <b>support their compliance</b> with the recommended CG practice</p>	<p>The PLCs shall <b>provide the explanations for any non-compliance</b>, pursuant to the “comply or explain” approach.</p> <p>Please note that the explanation given should describe the non-compliance and include <b>how the overall Principle being recommended is still being achieved</b> by the company.</p> <p><b>*“Not Applicable” or “None” shall not be considered as sufficient explanation</b></p>

**C. Signature and Filing of the Report**

- a. Three (3) copies of a fully accomplished I-ACGR shall be filed with the Main Office of the Commission **on or before May 30 of the following year for every year that the company remains listed in the PSE;**
- b. At least one (1) complete copy of the I-ACGR shall be duly notarized and shall bear **original and manual** signatures
- c. The I-ACGR shall be signed under oath by: (1) Chairman of the Board; (2) Chief Executive Officer or President; (3) All Independent Directors; (4) Compliance Officer; and (5) Corporate Secretary.
- d. The I-ACGR shall cover all relevant information from January to December of the given year.
- e. All reports shall comply with the full disclosure requirements of the Securities Regulation Code.

**SEC FORM – I-ACGR**

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

1. For the fiscal year ended **December 31, 2023**
  
2. SEC Registration Number **AS094-8678** .
  
3. BIR Tax Identification No. **080-003-978-254**
  
4. Exact name of THE issuer as specified in its charter **Waterfront Philippines, Incorporated**
  
5. Province, Country or other jurisdiction of **Cebu, Philippines**  
incorporation or organization
  
6. Address of Principal Office **No. 1 Waterfront Drive Off Salinas Drive Lahug, Cebu City**
  
7. Postal Code **6000**
  
8. Issuer's telephone number, including area code **02-559-0130**
  
9. Not Applicable  
Former name, former address, and former fiscal year, if changed since last report.
  
10. Industry Classification Code (For SEC's use only)

<b>INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT</b>			
	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
<b>The Board's Governance Responsibilities</b>			
<b>Principle 1:</b> 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.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	Every year, the Board is requested to submit their updated resume and trainings attended.  <b>References:</b> * Manual on Corporate Governance – Internal Controls of the/Responsibilities of the Company Section 6.0 ; Section 1.0 Communication and Training Process *Annual Report – SEC Form 17A 2023	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors.	Compliant	*Annual Report – SEC Form 17A 2023	
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	* Manual on Corporate Governance – Section 6.0 ; Section 1.0 Communication and Training Process	
2. Company has an orientation program for first time directors.	Compliant	* Manual on Corporate Governance – Section 6.0 ; Section 1.0 Communication and Training Process	
3. Company has relevant annual continuing training for all directors.	Compliant		
4.			
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	Provide information on or link/reference to a document containing information on the company's board diversity policy.  Indicate gender composition of the board.	

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.	Compliant	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	* SEC 201S-Definitive under Directors and Executive Officers	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		
4. Corporate Secretary attends training/s on corporate governance.	Compliant	* Please see attached attendance on November 07, 2023	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting	
Recommendation 1.6			
1. Board is assisted by a Compliant Officer.	Compliant	* SEC 201S-Definitive under Directors and Executive Officers * The Compliance Officer, Richard Ricardo signs all SEC reportorial together with the Corporate Secretary. * General Information Sheet under Directors/Officers	
2. Compliant Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliant Officer is not a member of the board.	Compliant		
4. Compliance Officer attends training/s on corporate governance.	Compliant	* Please see attached attendance on November 07, 2023	
<b>Principle 2:</b> The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	* This is duly observed during regular meetings by the board of directors.	

<b>Recommendation 2.2</b>			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	BOD Meeting: <ul style="list-style-type: none"> <li>August 31, 2023</li> </ul>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant		
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	* <a href="http://www.waterfronthotels.com.ph/about/mission-and-vision/">http://www.waterfronthotels.com.ph/about/mission-and-vision/</a> *ACGR 2017	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	*Manual on Corporate Governance Section 4.0	
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson.	Compliant	* SEC 201S-Definitive under Directors and Executive Officers	
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	**Manual on Corporate Governance, Section 9.2, page 16 covers the succession planning for directors	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	*Manual on Corporate Governance, Section 5b, covers the succession planning for management and key officers. * The Directors have no retirement plan but the key officers have	
<b>Recommendation 2.5</b>			

1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>*The Compensation and Remuneration Committee has made sure that the compensation of the key officers and executives of the Company is in line with the culture and policies of the Company. The Committee has also developed a system regarding disclosure of all the incoming officers as to their business interests which might be in conflict with that of the Company.</p> <p>* None of the Directors received compensation. The President has no remuneration benefit.</p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	The Compensation and Remuneration Committee has developed a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of individual directors and officers.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	No director or officer has been allowed to decide on his own remuneration and has provided annual reports, information and proxy statements on the disclosure of the compensation for the executives and officers of the Company.	
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.	Non-Compliant	Provide proof of board approval	*The remuneration of senior executives is only approved by the President or CEO.
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	* No director received bonuses or profit-sharing plans.	
<b>Recommendation 2.6</b>			

1. Board has a formal and transparent board nomination and election policy.	Compliant	* SEC 2015 Definitive Item 4, 18 and 19.  Prior to Annual Stockholders' Meeting, notices and definitive reports will be distributed to all stockholders for them to be guided during the meeting.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	* The Nomination Committee, composed of 3 voting directors (one is independent), is in charge of the screening of the candidates for a seat in the Board of Directors in accordance to the qualifications set in the Manual.	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	Said Committee has also considered the disqualifications specifically enumerated. The Committee shall evaluate and screen nominees for directors vis-à-vis the applicable qualifications and disqualifications as set forth in the Company's Manual on Corporate Governance, By-Laws and other applicable policy, law or regulations while ensuring that said qualifications are in line with the strategic objectives of the Company.	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
<b>Optional: Recommendation to 2.6</b>			
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.	Compliant	The nominees approved by the Board are recommended for election as directors at the meeting of the stockholders or the Board, as the case may be. In the search of	

		potential nominees, the Committee may use external sources, such as professional search firms, director databases and/or other reputable external sources to further enhance the search for and widen the base of potential nominees.	
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	* Manual on Corporate Governance page 21 (9.7). The Related Party Transactions Committee is in-charge of the overall monitoring of the group-wide related party transactions.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		
<b>Supplement to Recommendations 2.7</b>			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	* Manual on Corporate Governance page 21 (9.7). *The company shall disclose its policies governing Related Party Transactions (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. Likewise, related party that need prior shareholder approval The aggregate amount of RPT within any transaction are disclosed to the external auditors and twelve (12) month period should be considered for purposes of	

		applying the reported in the financial statement.	
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	* All placements with directors and/or related parties are disclosed and approved by the required parties and stockholders, including the majority of the minority shareholders	
<b>Recommendation 2.8</b>			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliant Officer and Chief Audit Executive).	Compliant	*The Board approves the selection and assesses the performance of the Management led by the CEO, and control functions led by their respective heads functions (Chief Risk Officer, Chief Compliant Officer and Chief Audit Executive). In the absence of the Compliant Officer, the Corporate Secretary acts in behalf.	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliant Officer and Chief Audit Executive).	Compliant		
<b>Recommendation 2.9</b>			
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	*Oversee Management's formulation and implementation of sound strategic policies and guidelines on major capital expenditures, business strategies, plans and policies and periodically evaluate Management's overall performance.  * At the end of the year, performance evaluation thru PAF (Performance Appraisal Form) is conducted and rated.	
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		
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	*Manual on Corporate Governance, Section 9.4 on Audit Committee states that the Audit Committee is responsible for monitoring and evaluating the adequacy and effectiveness of the organization's internal control system, including financial	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of	Compliant		

interest of the Management, members and shareholders.		reporting control and information technology security.	
3. Board approves the Internal Audit Charter.	Compliant	* Periodically reviews the internal audit charter and presents it to Senior Management and the Board Audit Committee for Approval.	
<b>Recommendation 2.11</b>			
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	<a href="http://www.waterfronthotels.com.ph/whc/enterprise-risk-management/">http://www.waterfronthotels.com.ph/whc/enterprise-risk-management/</a>	
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		
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	*Section 7.3 of the Manual For Corporate Governance outlines the duties and responsibilities of a director and serves as a framework in the performance of its fiduciary role.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website.	Compliant		
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	<a href="https://www.waterfronthotels.com.ph/wpi-company-policies/">https://www.waterfronthotels.com.ph/wpi-company-policies/</a>	
<b>Optional: Principle 2</b>			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	* Granting loans to directors is not practiced.	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	*Observe confidentiality. A director should observe the confidentiality of non-public	

		<p>information acquired by reason of his position as director. He should not disclose any information to any other person without the authority of the Board. Protecting confidential information - employees must ensure that confidential information is preserved and protected. Confidential information is that which is not generally known outside the Company and either gives or could give the Company a competitive advantage or disadvantage, or could lead to the loss of an existing competitive advantage, if it became known to others or became known in the public domain.</p>	
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**Principle 3:** Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

**Recommendation 3.1**

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>* Section 9.0 on Board Committees states that the Board of Directors shall form Board Committees to aid in ensuring compliance with the principles of good corporate governance. The members of such Committees shall be appointed by the Board of Directors annually. All established committees shall have Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources and other relevant information. The Charters should provide the standards for evaluating the performance of the Committees. It should be fully disclosed on the company's website.</p>	
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**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	* Manual on Corporate Governance, section 9.4	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	*Members of the Audit Committee can be found here:	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<a href="https://www.waterfronthotels.com.ph/wpi-board-committees/">https://www.waterfronthotels.com.ph/wpi-board-committees/</a>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant		
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>* Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total annual income of the external auditor and to the Corporation's overall consultancy expenses. The committee shall disallow any non-audit work that will conflict with his duties as external auditor or will pose as a threat to his independence. The non-audit work, if allowed, should be disclosed in the Corporation's annual report.</p> <p>* The Board, after consultations with the Audit Committee, shall recommend to the stockholders an external auditor duly accredited by the Commission. 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 auditor, or does not pose a threat to his independence.</p>	

<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	<p>Compliant</p>	<p>*To meet regularly as possible with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the external auditor at least once a year without management present, to discuss their remit and any issues arising from the half year and final audits and the intervening quarterly reviews, and any matters the auditor may wish to discuss (in the absence of management where necessary). To review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team. To review the findings of the audit with the external auditor. This shall include but not be limited to the following: - a discussion of major issues which arose during the audit; - key accounting and audit judgments; and - levels of error identified during the audit. *To review the effectiveness of the audit, review any representation letter requested by the external auditor before they are signed by management, review the external auditor's management letter and management's response to this and the letter of representation.</p>	
<p><b>Optional: Recommendation 3.2</b></p>			
<p>1. Audit Committee meets at least four times during the year.</p>	<p>Compliant</p>	<p>* See attached list of meetings per committee.</p>	
<p>2. Audit Committee approves the appointment and removal of the internal auditor.</p>	<p>Compliant</p>	<p>* Part of the Audit Committee's specific functions.</p>	
<p><b>Recommendation 3.3</b></p>			
<p>1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were</p>	<p>Compliant</p>	<p>Manual on Corporate Governance, Section 9.2</p>	

formerly assigned to a Nomination and Remuneration Committee.			
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	*Members of the Corporate Governance Committee can be found here: <a href="https://www.waterfronthotels.com.ph/wpi-board-committees/">https://www.waterfronthotels.com.ph/wpi-board-committees/</a>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant		
<b>Optional: Recommendation 3.3.</b>			
1. Corporate Governance Committee meets at least twice during the year.	Compliant	* See attached list of meetings per committee.	
<b>Recommendation 3.4</b>			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	*Members of the BROC can be found here: <a href="https://www.waterfronthotels.com.ph/wpi-board-committees/">https://www.waterfronthotels.com.ph/wpi-board-committees/</a>	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	The committee chairman and member, <b>Mr. Renato C. Francisco</b> & <b>Mr. Ruben Torres</b> are independent directors.	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	The chairman of the BROC is <b>Mr. Ruben Torres</b> while the Chairman of the Board is <b>Mr. Sergio Ortiz-Luis, Jr.</b>	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	SEC 17-A 2023 Item 9 Directors and Executive Officers of the Registrant outlines the credentials of the directors forming part of the committee.	
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	*Members of the RPT Committee can be found here: <a href="https://www.waterfronthotels.com.ph/wpi-board-committees/">https://www.waterfronthotels.com.ph/wpi-board-committees/</a>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	Both the committee chairman, <b>Mr. Ruben Torres</b> and member, <b>Mr. Sergio Ortiz-Luis, Jr.</b> are independent directors.	
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	* Manual on Corporate Governance, Section 9.0	

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	* <a href="http://www.waterfronthotels.com.ph/wpi/">http://www.waterfronthotels.com.ph/wpi/</a>	
<b>Principle 4:</b> 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.			
<b>Recommendation 4.1</b>			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	* See attached list of attendance of Board of Directors for the meeting.	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	*As part of its specific functions.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	*As part of its specific functions.	
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	<p>*The Board may consider the adoption of guidelines on the number of directorships that its members can hold in other corporations to ensure diligent and efficient performance of their responsibilities to the Company.</p> <p>The Chief Executive Officer ("CEO") and other executive directors may be covered by a lower indicative limit for membership in other boards. A similar limit may apply to independent or non-executive directors who, at the same time, serve as full-time executives in other corporations. In any case, the capacity of the directors to</p>	

		diligently and efficiently perform their duties and responsibilities to the boards they serve shall not be compromised.	
<b>Recommendation 4.3</b>			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	*Disclosed in SEC 20IS Definitive.	
<b>Optional: Principle 4</b>			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Non-Compliant	*Disclosed in SEC 20IS Definitive.	*Disclosed in SEC 20IS Definitive.
2. Company schedules board of directors' meetings before the start of the financial year.	Compliant	*SEC 20IS-Definitive Other matters	
3. Board of directors meets at least six times during the year.	Compliant	*ACGR 2017 page 25.	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Compliant	*SEC 20IS Definitive Item 19	
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
<b>Recommendation 5.1</b>			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	*SEC 20IS Definitive Item 5	
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	*Manual on Corporate Governance, Section 6	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	*Manual on Corporate Governance pages 3-5.	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	*As a rule, independent directors may serve for a maximum of nine consecutive years reckoned from 2012, making sure however that the shareholders' legal right to vote and be voted directors remains inviolable.	

2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	*If the company wants to retain an independent director who has served for nine consecutive years, the Board should provide meritorious justification and advise the shareholders of such justification during the annual shareholders' meeting.	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	*Should be part of the proposed action and approved during the Annual Stockholder's meeting.	
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	*Chairman of the Board – Mr. Sergio Ortiz-Luis, Jr.; CEO/President – Mr. Kenneth T. Gatchalian	
2. The Chairman of the Board and Chief Executive Officer has clearly defined responsibilities.	Compliant	*The responsibilities of the Chairman are provided for in Section 4.6 of the Manual on Corporate Governance. The responsibilities of the President are mentioned in Section 10.0 of the same manual.	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	*SEC 201S - Definitive	
<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	*The fundamental principle to be observed is that a director does not use his position to profit or gain some benefit or advantage for his/her related interests.	
<b>Recommendation 5.7</b>			
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 NEDs currently do not hold meetings with the external auditor. The external and internal audit teams of the company, however, periodically meet with the Audit Committee.
2. The meetings are chaired by the lead independent director.	Non-Compliant		
<b>Optional: Principle 5</b>			

1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	*The existing directors have not been former CEOs of the company in the past 2 years. The position has been held by Mr. Kenneth T. Gatchalian during that period.	
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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.	Compliant	*The Board annually conducts a self-evaluation using a process approved by the Corporate Governance/Nominating Committee. The Audit, Corporate Governance/Nominating, Compensation/ Human Resources and Finance Committees are each required by their written charters to conduct annual self-evaluations.	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant	Identify the external facilitator and provide proof of use of an external facilitator.	*The Board assumes the responsibilities.

**Recommendation 6.2**

1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	* Manual on Corporate Governance	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		

**Principle 7:** Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

**Recommendation 7.1**

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	*ACGR 2017 pages 16-21.	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	*Thru website, employees handbook and SOPs	

3. The Code is disclosed and made available to the public through the company website.	Compliant	<a href="http://www.waterfronthotels.com.ph/wpi/">*http://www.waterfronthotels.com.ph/wpi/</a>	
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	*Any discount, commission or any favor/advantage in any form obtained while transacting business shall be reverted back to the company and not your personal benefit. Directors have a duty to ensure that employees and contractors under their supervision are aware of and comply with this policy. Violation of this policy may subject the individual to disciplinary action, including dismissal and cessation of contract.	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	*ACGR 2017 pages 18.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
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	*Distribution of notice of stockholders' meeting, definitive information statement, proxy form and management report which is at least fifteen (15) business days from the date of the annual stockholders' meeting (SRC Rule 20.3, C, iv) and at least two (2) weeks prior to the annual stockholders' meeting (Art. II, Sec. 4, By-laws)	
<b>Supplement to Recommendations 8.1</b>			
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	Compliant	<a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173">*http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173</a>	

forty-five (45) days from the end of the reporting period.			
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	*SEC 17-A 2023 on Operational and Financial Information	
<b>Recommendation 8.2</b>			
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	*ACGR 2017 page 20.	
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		
<b>Supplement to Recommendation 8.2</b>			
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	* SEC 17-A 2023	
<b>Recommendation 8.3</b>			
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	*SEC 17-A 2023, Item 9 Directors and Executive Officers	
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	*SEC 17-A 2023, Item 9 Directors and Executive Officers	
<b>Recommendation 8.4</b>			

1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	*None of the Directors receive compensation for serving as Directors of the Company. The President has no remuneration benefit.	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	*Sec 17-A Item 10 Executive Compensation	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	*The members of the Board of Director are elected for a term of one year. Director per diem is at a rate of Php9,000.00 (net of ewt) per board meeting. Except for the Chairman and the CEO, Directors, are not entitled to compensation package.	
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	* At each meeting, the Committee will be provided with the details of each new, existing or proposed Related Party Transaction, including the terms of the transaction, the business purpose of the transaction, and the benefits to the Company and to relevant Related Party. In determining whether to approve a Related Party Transaction, the Committee will consider, among other factors, the following factors to the extent relevant to the Related Party Transaction: - whether the terms of the Related Party Transaction are fair to the Company and on the same basis as would apply if the transaction did not involve a Related Party; - whether there are business reasons for the Company to enter into the Related Party Transaction; - whether the Related Party Transaction would impair the independence of an outside director; and - whether the Related Party Transaction would present an improper conflict of interests for any director or executive officer	

		of the Company, taking into account the size of the transaction, the overall financial position of the director, executive officer or Related Party, the direct or indirect nature of the director's, executive officer's or Related Party's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Committee deems relevant.	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	*Audited FS 2023 Note 8.	
<b>Supplement to Recommendation 8.5</b>			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	*Mr. Kenneth T. Gatchalian is the son of Ms. Dee Hua T. Gatchalian. Ms. Elvira A. Ting is a sister of Ms. Dee Hua T. Gatchalian and an aunt of Kenneth T. Gatchalian.	
<b>Optional : Recommendation 8.5</b>			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	*ACGR 2017	
<b>Recommendation 8.6</b>			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173">http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173</a>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	* Appraisal of the certain real estate property.	
<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	*Manual on Corporate Governance.	
<b>Recommendation 8.7</b>			

1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	<a href="https://drive.google.com/file/d/1Xc6d6XpgtOPpSDc9Y_CFxVEV6KLS-GT4/view">https://drive.google.com/file/d/1Xc6d6XpgtOPpSDc9Y_CFxVEV6KLS-GT4/view</a>	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant	<a href="https://www.waterfronthotels.com.ph/wpi-manual-governance/">https://www.waterfronthotels.com.ph/wpi-manual-governance/</a>	
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	<a href="https://drive.google.com/file/d/1Xc6d6XpgtOPpSDc9Y_CFxVEV6KLS-GT4/view">https://drive.google.com/file/d/1Xc6d6XpgtOPpSDc9Y_CFxVEV6KLS-GT4/view</a>	
<b>Optional: Principle 8</b>			
1. Does the company's Annual Report disclose the following information:		*SEC 17-A 2023 in the following sections:	
a. Corporate Objectives	Compliant	- Business and General Information - Officers of the Registrant	
b. Financial performance indicators	Compliant	- Management's Discussion and Analysis or Plan of Operation	
c. Non-financial performance indicators	Compliant	- Key Variable and Other Qualitative and Quantitative Factors	
d. Dividend Policy	Compliant	- Business and General Information - Market for Registrant's Common Equity and Related Stockholder Matters	
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	- Directors and Executive	
f. Attendance details of each director in all directors' meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Compliant		

2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and were there is non-compliance, identifies and explains reason for each such issue.	Compliant	*SEC 17-A KPMG	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	*The Board of Directors affix their signatures on the report to state is authenticity.	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	*SEC 20IS – Definitive stated the approval of audited FS wherein it states that BOD is mainly responsible for the overall risk management approach and for the approval of risk strategies and principles of the Group. It also has the overall responsibility for the development of risk strategies, principles, frameworks, policies and limits. It establishes a forum of discussion of the Group's approach to risk issues in order to make relevant decisions.	
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	*SEC 17-A Financial Risk and Capital Management Objectives and Policies	

**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	*Manual on Corporate Governance	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by	Compliant	*Manual on Corporate Governance	

the Audit Committee, approved by the Board and ratified by the shareholders.			
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	*There were no changes in and disagreements with the accountants or with the current accounting firm related to accounting and financial disclosure.	
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	*Mr. Oliver Bucao has been the lead audit partner starting 2023.	
<b>Recommendation 9.2</b>			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> <li>i. assessing the integrity and independence of external auditors;</li> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>	Compliant	*Manual on Corporate Governance, page 17 (9.4) Audit Committee. Approving and recommending the appointment, reappointment, removal, and fees of the external auditor. Review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. Prior to commencement of the audit, discuss with the external auditor the nature and scope of the audit.	
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		
<b>Supplement to Recommendations 9.2</b>			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	*Manual on Corporate Governance and ACGR 2017.	

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	*Manual on Corporate Governance and ACGR 2017.	
<b>Recommendation 9.3</b>			
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.	Compliant	*ACGR 2017 Audit Control Policies and Procedures	
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	*ACGR 2017 Audit Control Policies and Procedures	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	*ACGR 2017 pages 44-45.	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	*R.G. Manabat and Co. SEC Accreditation no.- 0003- SEC Date issued – October 1, 2020 Date expired – September 30, 2024 Darwin P. Virocel SEC Accreditation no. 94495-SEC	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	The external auditor, R.G. Manabat & Co., complied with the requirements of the SEC when it conducted in 2019 its inspection under the SEC Oversight Assurance Review (SOAR) Inspection Program.	
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	The Company has adhered to the requirement of the SEC pertaining to Sustainability Reporting. Annex A of the SEC 17-A 2023 provides for the Sustainability Report of the organization for the year.	.

2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	The Sustainability Accounting Standards Board Materiality Map specifically applicable to the operations of the Hotels and Lodging Industry has been utilized by the company for its sustainability reporting.	
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**Principle 11:** The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

**Recommendation 11.1**

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	* <a href="http://www.waterfronthotels.com.ph/wpi/">http://www.waterfronthotels.com.ph/wpi/</a>	
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**Supplemental to Principle 11**

1. Company has a website disclosing up-to-date information on the following:		* <a href="http://www.waterfronthotels.com.ph/wpi/">http://www.waterfronthotels.com.ph/wpi/</a>	
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	* <a href="http://www.waterfronthotels.com.ph/wpi/">http://www.waterfronthotels.com.ph/wpi/</a>	
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		

**Additional Recommendation to Principle 11**

1. Company complies with SEC-prescribed website template.	Compliant	* <a href="http://www.waterfronthotels.com.ph/wpi/">http://www.waterfronthotels.com.ph/wpi/</a>	
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**Internal Control System and Risk Management Framework**

**Principle 12:** To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

**Recommendation 12.1**

1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	*The control environment of the Corporation consists of (a) the Board which ensures that the Corporation is properly and effectively managed and supervised; (b) a Management that actively manages and operates the Corporation in a sound and prudent manner; (c) the organizational and procedural controls supported by effective management information and risk management reporting systems; and (d) an independent audit mechanism to monitor the adequacy and effectiveness of the Corporation's governance, operations, and information system, including the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations, the safeguarding of assets, and compliance with laws, rules regulations and contracts	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	*Manual on Corporate Governance	

**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 compliance with the said issuances.	Compliant	*SEC 201S-Definitive ; Manual on Corporate Governance	
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**Optional: Recommendation 12.1**

1. Company has a governance process on IT issues including disruption, cyber security, and disaster	Compliant	*Guided by the Company's Standard Operating Procedures.	
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recovery, to ensure that all key risks are identified, managed and reported to the board.			
<b>Recommendation 12.2</b>			
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	*Guided by the Company's Standard Operating Procedures.	
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Ms. Aiza Famador	
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	*Conducts quarterly audit or from time to time to ensure compliance of the SOPs.	
3. In case of a fully outsourced internal audit activity, qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant		There is no outsourcing of internal audit activity.
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	*ACGR 2017 pages 36-40.	
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant		
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Compliant	*Chief Risk Officer - Renato C. Francisco	

2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	*SEC 17-A 2023, Item 9 Directors and Executive Officers of the Registrant	
<b>Additional Recommendation to Principle 12</b>			
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	*For report completion, a report was given to the Chief Executive Officer by the Audit Executive thru company's registered email.	
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	* <a href="http://www.waterfronthotels.com.ph/wpi/">http://www.waterfronthotels.com.ph/wpi/</a>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	* <a href="http://www.waterfronthotels.com.ph/wpi/">http://www.waterfronthotels.com.ph/wpi/</a>	
<b>Supplement to Recommendation 13.1</b>			
1. Company's common share has one vote for one share.	Compliant	* <a href="http://www.waterfronthotels.com.ph/wpi/">http://www.waterfronthotels.com.ph/wpi/</a>	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant	*SEC 20IS-Definitive	
3. Board has an effective, secure, and efficient voting system.	Compliant	*Performed thru electronic voting.	
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	*SEC 20IS-Definitive; SEC 17-A 2023	
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	*Thru minutes of the meeting, notices and other sources might be applicable.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	*SEC 20IS-Definitive; SEC 17-A 2023; ACGR 2017 pages 39-40.	
7. Company has a transparent and specific dividend policy.	Compliant	*The Company has not issue dividends since the year 2000. However, it promises to declare dividends once the deficit is offset	

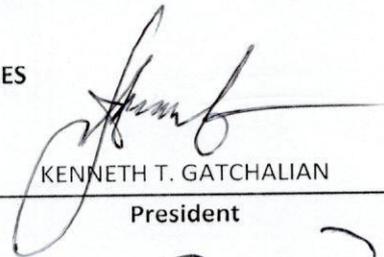
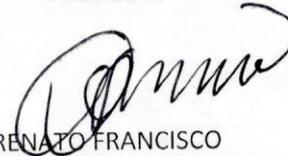
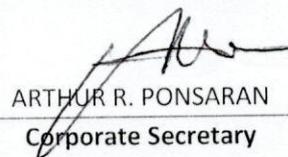
		and the market for the coming years proper.	
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173">*http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173</a>	
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	*Distribution of notice of stockholders' meeting, definitive information statement, proxy form and management report which is at least fifteen (15) business days from the date of the annual stockholders' meeting (SRC Rule 20.3, C, iv) and at least two (2) weeks prior to the annual stockholders' meeting (Art. II, Sec. 4, By-laws).	
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		*Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	*SEC 201S-Definitive contains all necessary information and references.	
b. Auditors seeking appointment/re-appointment	Compliant	*SEC 201S-Definitive contains all necessary information and references.	
c. Proxy documents	Compliant	*SEC 201S-Definitive contains all necessary information and references.	
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant		
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special	Compliant	<a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173">*http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173</a>	

Shareholders' Meeting publicly available the next working day.			
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	<a href="http://www.waterfronthotels.com.ph/wpi/">*http://www.waterfronthotels.com.ph/wpi/</a>	
<b>Supplement to Recommendation 13.3</b>			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	*Representatives of said firm are expected to be present at the stockholders' meeting, and they will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.	
<b>Recommendation 13.4</b>			
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	* <a href="http://www.waterfronthotels.com.ph/wpi/">http://www.waterfronthotels.com.ph/wpi/</a>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	* <a href="http://www.waterfronthotels.com.ph/wpi/">http://www.waterfronthotels.com.ph/wpi/</a>	
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	*Investor Relation Officer is Mr. Richard Ricardo.	
2. IRO is present at every shareholder's meeting.	Compliant	the IRO has attended the ASM	
<b>Supplemental Recommendations to Principle 13</b>			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	*Corporation's by-laws; Manual on Corporate Governance	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	* 53.22% as of May 28, 2024.	
<b>Optional: Principle 13</b>			

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	*Send notices and invitations.	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	*Online casting of votes/proxies.	
<b>Duties to Stakeholders</b>			
<b>Principle 14:</b> 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.			
<b>Recommendation 14.1</b>			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	* <a href="http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173">http://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=173</a>	
<b>Recommendation 14.2</b>			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	*Manual on Corporate Governance	
<b>Recommendation 14.3</b>			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	*Manual on Corporate Governance	
<b>Supplement to Recommendation 14.3</b>			
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	*The Company makes sure that all complaints, suggestions, feedbacks and comments are properly addressed and acted upon immediately.	
<b>Additional Recommendations to Principle 14</b>			
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	*SEC 201S-Definitive; ACGR 2017	

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned; thereunto duly authorized, in the City of CITY OF MANILA on MAY 30 2024, 2024.

**SIGNATURES**

 <hr/> SERGIO R. ORTIZ-LUIS, JR. <hr/> Chairman of the Board	 <hr/> KENNETH T. GATCHALIAN <hr/> President
 <hr/> ARISTEO R. CRUZ <hr/> Independent Director	 <hr/> RENATO FRANCISCO <hr/> Independent Director
 <hr/> RICHARD L. RICARDO <hr/> Compliance Officer	 <hr/> ARTHUR R. PONSARAN <hr/> Corporate Secretary

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of MAY 30 2024 2024, affiant(s) exhibiting to me their \_\_\_\_\_, as follows:

NAME/NO.	TIN ID
Sergio R. Ortiz-Luis, Jr.	107-846-762
Kenneth T. Gatchalian	167-406-526
Aristeo R. Cruz	108-672-299
Renato C. Francisco	138-641-391
Arthur R. Ponsaran	127-640-176
Richard L. Ricardo	140-457-860

**NOTARY PUBLIC**

Doc No. 253  
 Page No. 51  
 Book No. 13  
 Series of 2024

**ATTY. PETER ANTHONY T. MALLARI**  
 Notary Public until December 31, 2024  
 Notarial Commission # 2023-210  
 1155 Gen. Luna St., Ermita Manila  
 IBP # 317318, Roll# 77587 TIN: 133-031-552  
 PTR# 1527774 / 1-02-2024 Mla.  
 MCLE VIII# 0002695



# SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City  
1209 Trunk Line No:02-5322-7696 Email Us:www.sec.gov.ph/imessagemo@sec.gov.ph



**The following document has been received:**

**Receiving:** DONNA ENCARNADO

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## Company Information

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**SEC Registration No.:** AS94008678

**Company Name:** WATERFRONT PHILIPPINES INC.

**Industry Classification:** J66940

**Company Type:** Stock Corporation

## Document Information

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**Document Type:** I-ACGR

**Document Code:** I-ACGR

**Period Covered:** December 31, 2023

**Submission Type:** Annual

**Remarks:** None

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Acceptance of this document is subject to review of forms and contents