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SEC Registration Number

B L O O M B E R R Y R E S O R T S C O R P O R A T I O N

(Company's Full Name)

T H E E X E C U T I V E O F F I C E S , S O L A I R E R E S O R T & C A S I N O , 1 A S E A N A V E N U E , E N T E R T A I N M E N T C I T Y , B A R A N G A Y T A M B O , P A R A Ñ A Q U E C I T Y

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

JONAS R. RAMOS

(Contact Person)

883-8920

(Company Telephone Number)

1 2 3 1

Month Day (Fiscal Year)

SEC Form I-ACGR

(Form Type)

Third Thursday of April

Month Day (Annual Meeting)

N/A

(Secondary License Type, If Applicable)

SEC-MSRD and CGFD

Dept. Requiring this Doc.

N/A

Amended Articles Number/Section

92

(as of 30 April 2023)

Total No. of Stockholders

Total Amount of Borrowings

N/A

Domestic

N/A

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

LCU

Document ID

Document ID

Cashier

STAMPS

Remarks: Please use BLACK ink for scanning purposes.



## SEC FORM – I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended: **31 December 2022**
2. SEC Identification Number: **A199904864** 3. BIR Tax Identification No.: **204-636-102-000**
4. Exact name of issuer as specified in its charter: **Bloomberry Resorts Corporation**
5. **Philippines.**  
Province, Country or other jurisdiction of  
incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. **The Executive Offices, Solaire Resort & Casino, 1 Asean Avenue.**  
**Entertainment City, Barangay Tambo, Paranaque City** **1701**  
Address of principal office Postal Code
8. **(02) 8883-8920**  
Issuer's telephone number, including area code
9. **N/A**  
Former name, former address, and former fiscal year, if changed since last report.

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
<p><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.</p>			
<b>Recommendation 1.1</b>			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	Compliant	<p>Information on the academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors is disclosed on the following reports:</p> <p>A. Annual Report</p> <ul style="list-style-type: none"> <li>• Part IV – Management and Certain Security Holders, Item 9. Directors and Executive Officers of the Issuer (pages 58 – 61)</li> <li>• Part V – Corporate Governance, Item 13. Corporate Governance (pages 65 - 67) <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></li> </ul> <p>B. Definitive Information Statement ("20-IS")</p> <ul style="list-style-type: none"> <li>• Part I. B. Control and Compensation Information, Item 5. Directors and Executive Officers (pages 11 - 18) <a href="https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></li> </ul> <p>C. Qualification standards for directors to facilitate the selection of potential nominees and to serve as</p>	

2. Board has an appropriate mix of competence and expertise.	Compliant	benchmark for the evaluation of performance are contained in Manual of Corporate Governance ("MCG") last updated in 2017	
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	<ul style="list-style-type: none"> <li>• Sec. 2.1. Composition of the Board (page 5)</li> <li>• Sec. 2.4. Qualifications and Nomination of Directors (pages 6 – 7)</li> </ul> <a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>	

**Recommendation 1.2**

<p>1. Board is composed of a majority of non-executive directors.</p>	<p>Non-Compliant</p>		<p>Out of the seven (7) members of the Board of Directors, only four (4) are executive directors: Mr. Enrique K. Razon, Jr. (Chairman and CEO); Mr. Thomas Arasi (President and COO); Mr. Jose Eduardo J. Alarilla (Vice Chairman of the Company and President of Sureste Properties Inc.); and Mr. Donato C. Almeda (Vice Chairman for Construction and Regulatory Affairs).</p> <p>The executive functions of the said 4 directors are important to the operations of BLOOM but does not affect their ability to perform their duties as directors.</p> <p>Other information about the board is contained in the following:</p> <p>A. Annual Report</p> <ul style="list-style-type: none"><li>• Part IV – Management and Certain Security Holders, Item 9. Directors and Executive Officers</li></ul>
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			<p>of the Issuer (pages 58-62)  <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p> <p>B. Definitive Information Statement</p> <ul style="list-style-type: none"> <li>Part I. B. Control and Compensation Information, Item 5. Directors and Executive Officers (pages 11 - 18)  <a href="https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></li> </ul> <p>C. General Information Sheet 2023</p> <ul style="list-style-type: none"> <li>Directors/Officers, pages 4</li> </ul> <p>[•]</p>
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Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	MCG provides in Sec. 2.1.5 Composition of the Board: "The Board shall promote attendance of directors in annual continuing training and development program to keep the directors abreast of the developments in business and regulatory environment. An orientation program for first time directors shall be established." <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>	
2. Company has an orientation program for first time directors.	Compliant	MCG provides in Sec. 2.1.5 Composition of the Board: "The Board shall promote attendance of directors in annual continuing training and development program to keep the directors abreast of the developments in business and regulatory environment. An orientation program for first time directors shall be established." <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>	
3. Company has relevant annual continuing training for all directors.	Compliant	Certificates of Attendance in Corporate Governance Training of the Directors and Officers are available through: <a href="https://bloomberly.ph/storage/download-managers/714/January%2025,%202023%20-%20SEC%20Form%2017-C%2001%2025%202023.pdf">https://bloomberly.ph/storage/download-managers/714/January%2025,%202023%20-%20SEC%20Form%2017-C%2001%2025%202023.pdf</a>	

**Recommendation 1.4**

1. Board has a policy on board diversity.	Non-Compliant		<p>The MCG has no provision on board diversity except:</p> <ul style="list-style-type: none"><li>• Sec. 2.1. Composition of the Board (page 5) “The Board shall be composed of seven (7) directors to be elected by the stockholders in accordance with the law and the by-laws. The directors shall have collective working knowledge, experience, expertise in the Company’s business or industry or in other disciplines or industries which can provide the appropriate insight and diversity to respond to the needs of an evolving business and provide strategic direction to the Corporation.”</li><li>• The 7 directors are all male. <a href="http://bloomberry.ph/file-e-manager/file-manager/Manual%20on%20Corporate%20Gover">http://bloomberry.ph/file-e-manager/file-manager/Manual%20on%20Corporate%20Gover</a></li></ul>
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			<a href="#">nance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>
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**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.	Non-Compliant		The Board is satisfied with its current set of members and do not find it necessary to change the Board composition for the sake of diversity.
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**Recommendation 1.5**

1. Board is assisted by a Corporate Secretary.	Compliant	<p>Atty. Silverio Benny J. Tan is the Corporate Secretary of the Company.</p> <p>A. General Information Sheet 2023</p> <ul style="list-style-type: none"> <li>Directors/Officers, page 4</li> </ul> <p><a href="https://bloomberry.ph/storage/download-managers/742/May%2022,%202023%20-%20Bloomberry%20Resorts%20Corporation%20-%20GIS%202023.pdf">https://bloomberry.ph/storage/download-managers/742/May%2022,%202023%20-%20Bloomberry%20Resorts%20Corporation%20-%20GIS%202023.pdf</a></p> <p>B. Annual Report</p> <ul style="list-style-type: none"> <li>Part IV – Management and Certain Security Holders, Item 9. Directors and Executive Officers of the Issuer (pages 58 - 62)</li> </ul> <p><a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>	
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		C. By-laws Article 4, Section 4 The Secretary (pages 8-9) <a href="http://bloomberry.ph/file-manager/file-manager/Articles%20of%20Incorporation%20and%20By-laws/BRC%20-%20%20Amended%20By-Laws%20dated%20August%2028,%202018.pdf">http://bloomberry.ph/file-manager/file-manager/Articles%20of%20Incorporation%20and%20By-laws/BRC%20-%20%20Amended%20By-Laws%20dated%20August%2028,%202018.pdf</a>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Non-Compliant	Atty. Silverio Benny J. Tan is also the Compliance Officer of the Corporation	Atty. Tan was appointed as Compliance Officer because of his knowledge and expertise in the laws, rules, regulations, and regulatory requirements the Company is subject to.
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	Atty. Silverio Benny J. Tan is not a member of the Board of Directors.	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	The directors and key officers of the Company (including Atty. Tan) attended the corporate governance seminar held on various dates in 2022. <a href="https://bloomberry.ph/storage/download-managers/714/January%2025,%202023%20-%20SEC%20Form%2017-C%2001%2025%202023.pdf">https://bloomberry.ph/storage/download-managers/714/January%2025,%202023%20-%20SEC%20Form%2017-C%2001%2025%202023.pdf</a>	
<b>Optional: Recommendation 1.5</b>			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Non-Compliant		The materials are distributed usually one day before the meeting. This satisfies the requirement of the Board to be given the board materials before the board meeting.

**Recommendation 1.6**

<p>1. Board is assisted by a Compliance Officer.</p>	<p>Compliant</p>	<p>Atty. Silverio Benny J. Tan is the Compliance Officer of the Company. Information about him, his position, qualifications, duties and functions are disclosed in:</p> <p>A. Annual Report</p> <ul style="list-style-type: none"> <li>• Part IV – Management and Certain Security Holders, Item 9. Directors and Executive Officers of the Issuer (pages 58-61)</li> <li>• Part V – Corporate Governance, Item 13. Corporate Governance (page 65-67)  <a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></li> </ul>	
<p>2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.</p>	<p>Non-Compliant</p>		<p>The Board has determined that Atty. Tan as Corporate Secretary and Senior Corporate Counsel of the Company has adequate stature and authority to perform the function of a Compliance Officer.</p>
<p>3. Compliance Officer is not a member of the board.</p>	<p>Compliant</p>	<p>Atty. Silverio Benny J. Tan is not a member of the Board of Directors. Information about him, his position, qualifications, duties and functions are disclosed in:</p> <p>A. Annual Report</p> <ul style="list-style-type: none"> <li>• Part IV – Management and Certain Security Holders, Item 9. Directors and Executive Officers of the Issuer (pages 58-61)</li> <li>• Part V – Corporate Governance, Item 13. Corporate Governance (page 65-67)</li> </ul>	

		<a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a>	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>The directors and key officers of the Company (including Atty. Tan) attended the corporate governance seminar held on various dates in 2021.</p> <p>Certificate of Attendance in Corporate Governance Training of the Compliance Officer is available through:  <a href="https://bloomberry.ph/storage/download-managers/714/January%2025,%202023%20-%20SEC%20Form%2017-C%2001%2025%202023.pdf">https://bloomberry.ph/storage/download-managers/714/January%2025,%202023%20-%20SEC%20Form%2017-C%2001%2025%202023.pdf</a></p>	

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

**Recommendation 2.1**

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>The directors are provided with board materials prior to the board meeting. Management provides regular reports and updates on the business and operations. Quarterly Results of operation and financial reports are presented to the Board before they are reported to the PSE and SEC. The business plans, strategies, and directions are discussed by the board in meetings to approve the Annual Budget.</p> <p>A. MCG Sec. 2.5. Responsibility of the Board and the Directors (page 10) provides:          “It is the Board’s responsibility to foster the long-term success of the Corporation, act on a fully informed basis, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders.”          “A director owes the duty to be obedient, loyal and diligent to the Corporation. Obedience imposes on the directors the obligation to act only within the corporate powers of the Corporation as defined under its articles of incorporation and by-laws and by the Corporation Code and other applicable laws. Directors should manage the corporation with reasonable diligence, care and prudence. They cannot be held liable for mistakes or errors in the exercise of their business judgment when they act in good faith and with due care and prudence.”</p> <p><a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>	
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		<p>B. Annual Report</p> <ul style="list-style-type: none"> <li>• Part V – Corporate Governance, Item 13. Corporate Governance (pages 65 - 67)</li> <li>• Part VI – Exhibits and Schedules, Item 14 for Reports on SEC Form 17-C (page 68 - 69)  <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></li> </ul>	
<b>Recommendation 2.2</b>			
<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>A. MCG. Functions and Duties of the Board (Sec. 2.6.2, page 11)</p> <p>"To ensure a high standard of best practice for the corporation and its stockholders, the Board should conduct itself with honesty and integrity in the performance of, among others, the following duties and functions:</p> <p>xxx</p> <p>2.6.2 Provide strategies and general policies to maintain the viability and promote the growth and success of the Corporation. It must periodically evaluate and monitor implementation of such strategies and policies, business plans and operating budgets as well as management's over-all performance, and provide sound strategic policies and guidelines to the corporation on major capital expenditures."</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>	

		<p>B. Annual Report</p> <ul style="list-style-type: none"> <li>• Part V – Corporate Governance, Item 13 on Corporate Governance (pages 65 - 67)</li> <li>• Part VI – Exhibits and Schedules, Item 14 for Reports on SEC Form 17-C (pages 68 - 69)  <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></li> </ul> <p>C. The Board reviews the business objectives and Strategy annually when the Annual Budget is presented by Management, and discussed, evaluated and approved by the Board.</p>	
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy.</p>	<p>Compliant</p>	<p>Reports on operation is a regular part of the agenda of Board Meetings. The Board is able to oversee and monitor the implementation of business objectives and strategy of the Company during those Board meetings.</p> <p>A. MCG. Functions and Duties of the Board (Sec. 2.6.2, page 11)          "To ensure a high standard of best practice for the corporation and its stockholders, the Board should conduct itself with honesty and integrity in the performance of, among others, the following duties and functions:          xxx          2.6.2 Provide strategies and general policies to maintain the viability and promote the growth and success of the Corporation. It must periodically evaluate and monitor implementation of such strategies and policies, business plans and operating budgets as well as management's over-all performance, and provide sound strategic policies</p>	

		<p>and guidelines to the corporation on major capital expenditures.”</p> <p><a href="http://bloomberg.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberg.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>B. Annual Report</p> <ul style="list-style-type: none"> <li>• Part V – Corporate Governance, Item 13 on Corporate Governance (pages 65 - 67)</li> <li>• Part VI – Exhibits and Schedules, Item 14 for Reports on SEC Form 17-C (pages 68 - 69)</li> </ul> <p><a href="https://bloomberg.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberg.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>	
<b>Supplement to Recommendation 2.2</b>			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>The Company’s website provides its mission, vision, and values:</p> <p><a href="https://bloomberg.ph/our-company/mission-vision-and-values">https://bloomberg.ph/our-company/mission-vision-and-values</a></p> <p>This is reviewed only when it appears that they are no longer fit for the purpose of the Company.</p>	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company’s business environment, and culture.	Compliant	<p>The Board evaluates and approves the business plans, strategies and projects presented and proposed by Management. The Board considers the business environment and culture of the Company when it assesses these business plans, strategies and projects proposed by Management.</p>	

Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Mr. Enrique K. Razon, Jr. is the Chairman and Chief Executive Officer of the Company. Information about him and his qualifications are disclosed in:</p> <p>A. Annual Report</p> <ul style="list-style-type: none"> <li>Part IV – Management and Certain Security Holders, Item 9. Directors and Executive Officers of the Issuer (pages 58 - 62)</li> <li>Part V – Corporate Governance, Item 13. Corporate Governance (pages 65-67)</li> </ul> <p><a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p> <p>B. Definitive Information Statement</p> <ul style="list-style-type: none"> <li>Part I. B. Control and Compensation Information, Item 5. Directors and Executive Officers (pages 11 - 18)</li> </ul> <p><a href="https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Non-Compliant		The Company has been able to fill up various vacancies in the organization even without succession planning
2. Board adopts a policy on the retirement for directors and key officers.	Non-Compliant	<p>MCG. Sec. 2.6. Function and Duties of the Board (page 11) provides:</p> <p>The Board may adopt a professional development program for employees and officers, and a succession planning program for management.</p>	The Company has no retirement plan for directors, and the Company does not find it necessary to have one as the directors serve at

		<a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>	the pleasure of the stockholders.
<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>A. MCG provides:</p> <ul style="list-style-type: none"> <li>• Sec. 2.10. Remuneration of Directors and Officers (pages 14-15) “Levels of remuneration shall be sufficient to attract and retain the directors, if any, and officers needed to run the Corporation successfully. A proportion of executive directors’ or officers, remuneration may be structured so as to link rewards to corporate and individual performance.”</li> <li>• Sec. 2.6. Function and Duties of the Board (page 12) “Align the remuneration of key officers and board members with the long-term interests of the Corporation, such as providing a Stock Incentive Plan (SIP) so that good performance may be awarded in shares of stocks of the Corporation. And provide other compensation policies . . .”</li> </ul> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>B. The Company has a Stock Incentive Plan (SIP) under which performing officers and managers are awarded</p>	

		<p>fully paid listed shares of stock of the Company which originally vested in two (2) years and shares awarded on 15 May 2020 and 13 April 2022 now vests in Three (3) years. These bonus in form of shares gives participants a stake in the Company, as good performance of the Company will equate to higher stock price in the stock market. Information on SIP is reported in the Annual Report, Item 10: Executive Compensation (pages 62 - 63):</p> <p><a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>	
<p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	<p>Compliant</p>	<p>A. MCG provides:</p> <ul style="list-style-type: none"> <li>• Sec. 2.6. Function and Duties of the Board (page 12)  “Align the remuneration of key officers and board members with the long-term interests of the Corporation, such as providing a Stock Incentive Plan (SIP) so that good performance may be awarded in shares of stocks of the Corporation. And provide other compensation policies pursuant to Section 2.10 below. (R 2.5)”</li>   <li>• Sec. 2.10. Remuneration of Directors and Officers (pages 14-15)  “Levels of remuneration shall be sufficient to attract and retain the directors, if any, and officers needed to run the Corporation successfully. A proportion of executive directors’ or officers, remuneration may be structured so as to link rewards to corporate and individual performance.</li> </ul> <p><a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-</a></p>	

		<p><a href="#">%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>B. The Company has a Stock Incentive Plan (SIP) under which performing officers and managers of the Company and its operating subsidiaries are awarded fully paid listed shares of stock of the Company which originally vested in two (2) years and hares awarded on 15 May 2020 and 13 April 2022 now vests in Three (3) years. These bonus in form of shares gives participants a stake in the Company, as good performance of the Company will equate to higher stock price in the stock market. Information on SIP is reported in the Annual Report, Part IV – Management and Certain Security Holders, Item 10: Executive Compensation (pages 62 - 63):</p> <p><a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>	
<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>Compliant</p>	<p>MCG Sec. 2.10. Remuneration of Directors and Officers (page 15) provides:</p> <p>“Corporations may establish formal and transparent procedure for the development of a policy on executive remuneration or determination of remuneration levels for individual directors and officers depending on the particular needs of the Corporation. No director should participate in deciding his remuneration.”</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>	

Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Non-Compliant		The Chairman approves the compensation based on recommendation of the COO and the Remuneration Committee.
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.	Non-Compliant		<p>The Company has no measurable standards to align remunerations of executives to long term interest, except for a Stock Incentive Plan (SIP) where listed shares of the Company are granted as a form of bonus to certain executives and managers.</p> <p>But the Company has Performance Management System in place. Please see response on Recommendation 2.9.</p>
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	MCG Sec. 2.4. Qualifications and Nomination of Directors (page 9-10), contains the policy and procedures for	

		nomination and election including qualifications of Directors including roles of the nomination committee  <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Nomination and election policy is disclosed in the company's MCG Section 2.4.6 in Qualifications and Nomination of Directors (pages 9-10) <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	MCG Sec. 2.4. Qualifications and Nomination of Directors (pages 6-10) contains the following:  "Any stockholder of record of the Corporation, including a minority stockholder, may nominate a candidate for election to the Board. Only a stockholder of record entitled to notice of, and to vote in the stockholder meeting shall be qualified to be nominated and elected as a director" <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>	
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	A. MCG Sec. 2.4. Qualifications and Nomination of Directors (pages 6-10) contains the following:	

		<p>“All the nominations received shall be submitted to the Nomination Committee for evaluation as to compliance with rules on the form and requirement of the nomination and the qualification and disqualification of the candidate under this Manual, the by-laws and applicable laws. Only nominees who passed the evaluation of the Nomination Committee shall be qualified to run for and be elected as a director of the Corporation.”</p> <p><a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%20202017.pdf">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%20202017.pdf</a></p> <p>B. Definitive Information Statement</p> <ul style="list-style-type: none"> <li>• Part I. B. Control and Compensation Information, Item 5. Directors and Executive Officers (pages 11 - 18)</li> </ul> <p><a href="https://bloomberry.ph/storage/download-managers/722/March%202021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberry.ph/storage/download-managers/722/March%202021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p> <p>C. The Nomination Committee is composed of Enrique K. Razon Jr. as Chairman, and Jose Eduardo J. Alarilla, and Christian R. Gonzalez as members.</p>	
<p>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.</p>	<p>Compliant</p>	<p>MCG Sec 2.4 on Qualifications and Nomination of Directors (pages 6 -10) contains the following:</p> <p>“The Board shall assess and evaluate the effectiveness of this nomination process and process for replacement of a director.”</p>	

		<a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	<p>MCG Sec. 2.1. Composition of the Board (page 5)</p> <p>"The Board shall be composed of seven (7) directors to be elected by the stockholders . . . The directors shall have collective working knowledge, experience, expertise in the Corporation's business or industry or in other disciplines or industries which can provide the appropriate insight and diversity to respond to the needs of an evolving business and provide strategic direction to the Corporation."</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>	
<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.	Non-Compliant		The selection of Directors is the prerogative of the controlling shareholders who nominate them. This is not a Board Matter. This is a stockholders' matter.
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide	Compliant	A. MCG Sec. 2.6. Functions and Duties of the Board (page 12) provides:	

<p>policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.</p>		<p>“The Board shall formulate and implement policies and procedures that would ensure group-wide the integrity and transparency of related party transactions (RPT) especially those which are over certain thresholds of materiality, between and among the corporation and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors including their spouses, children and dependent siblings and parents, and interlocking director relationships by members of the Board to protect the interest of the Corporation.. The Related Party Transaction Policy shall include the appropriate review and approval of material or significant RPTs, which guarantee fairness and transparency of transactions. The Board shall constitute a Related party Transaction Committee to oversee the RPT Policy. (R 2.7)”</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>B. As of 31 December 2022, the RPT Committee is comprised of Octavio Victor R. Espiritu as chairman, with Diosdado M. Peralta and Thomas Arasi as members</p>	
<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>	<p>A. MCG provides:</p> <ul style="list-style-type: none"> <li>• Sec. 2.6. Functions and Duties of the Board (page 12)</li> </ul> <p>“The Board shall formulate and implement policies and procedures that would ensure group-wide the integrity and transparency of related party transactions (RPT) especially those which are over</p>	

		<p>certain thresholds of materiality, between and among the corporation and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors including their spouses, children and dependent siblings and parents, and interlocking director relationships by members of the Board to protect the interest of the Corporation. The Related Party Transaction Policy shall include the appropriate review and approval of material or significant RPTs, which guarantee fairness and transparency of transactions. The Board shall constitute a Related party Transaction Committee to oversee the RPT Policy. (R 2.7)”</p> <ul style="list-style-type: none"> <li>• Sec. 2.13. The Related Party Transactions Committee (page 18)  “The Related Party Transactions Committee shall evaluate all material RPTs if in accordance with economic terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances, that no corporate or business resources of the Corporation are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise in connection with the transactions.”</li> </ul> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>B. The Company has established an RPT Policy which is posted in its website:</p>	
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		<p><a href="http://bloomberly.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf">http://bloomberly.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf</a></p> <p>C. The RPT is likewise covered in the Code of Business Conduct and Ethics, Sec. 4: Related Party Transaction (page 4)</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Code%20of%20Ethics/BRC%20-%20Code%20of%20Busines%20Conduct%20and%20Ethics.pdf">http://bloomberly.ph/file-manager/file-manager/Code%20of%20Ethics/BRC%20-%20Code%20of%20Busines%20Conduct%20and%20Ethics.pdf</a></p>	
<p>3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.</p>	<p>Compliant</p>	<p>A. The Company has established an RPT Policy which is posted in its website:</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf">http://bloomberly.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf</a></p> <p>B. MCG Sec. 2.13. The Related Party Transactions Committee (page 18)</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>C. Code of Business Conduct and Ethics Sec. 4: Related Party Transaction (page 4)</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Code%20of%20Ethics/BRC%20-%20Code%20of%20Busines%20Conduct%20and%20Ethics.pdf">http://bloomberly.ph/file-manager/file-manager/Code%20of%20Ethics/BRC%20-%20Code%20of%20Busines%20Conduct%20and%20Ethics.pdf</a></p>	

Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	A. The Company adopted a Material Related Party Transactions Policy in compliance with SEC Memorandum Circular No. 10-2019: <a href="http://bloomberry.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf">http://bloomberry.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf</a>	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.	Non-Compliant		The Board vets and approves related party transactions. The Board does not find it necessary to refer these matters to non-related party shareholders.

**Recommendation 2.8**

<p>1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>A. MCG Sec. 2.6. Functions and Duties of the Board (page 11) provides:</p> <p>2.6.1 Select and appoint the Chairman/CEO, President/Chief Operating Officer ("COO"), Chief Finance Officer ("CFO") and other senior officers of the Corporation. The executive officers shall have the requisite maturity, motivation, integrity, competence and professionalism necessary to effectively perform their duties and responsibilities to the Corporation. The Board may adopt a professional development program for employees and officers, and a succession planning program for management."</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>B. The following are the members of the Company's and its operating subsidiaries Senior Management Team:          Enrique K. Razon Jr. – <i>Chairman and Chief Executive Officer</i>          Jose Eduardo J. Alarilla – <i>Vice Chairman</i>          Donato C. Almeda – <i>Vice Chairman for Construction and Regulatory Affairs</i>          Thomas Arasi – <i>President and Chief Operating Officer</i>          Estella Tuason-Occeña – <i>Executive Vice President, Chief Financial Officer &amp; Treasurer</i></p>	
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		<p>Laurence Upton – <i>Executive Vice President VIP Marketing and Services</i>  Cyrus Sherafat – <i>Executive Vice President, Head of Gaming</i>  Arcan Lat – <i>Senior Vice President, Property CFO, Bloomberry Resorts and Hotels, Inc. (BRHI)</i>  David Batchelor – <i>Senior Vice President for Resort Operations, Sureste Properties, Inc. (SPI)</i>  Jose Maria Gajitos – <i>Senior Vice President for Administration, BRHI)</i>  Silverio Benny J. Tan – <i>Corporate Secretary and Compliance Officer</i></p> <p>C. Other members of the operating subsidiaries management team:  <a href="https://bloomberry.ph/our-company/board-directors-and-management-team">https://bloomberry.ph/our-company/board-directors-and-management-team</a></p> <p>D. Annual Report</p> <ul style="list-style-type: none"> <li>Part IV – Management and Certain Security Holders, Item 9. Directors and Executive Officers of the Issuer (pages 58 - 62)  <a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></li> </ul>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	<p>Compliant</p>	<p>A. MCG Internal Control Mechanism of the Board (Sec.2.8.1) contains the following provisions:</p> <p>“2.8.1 The internal control mechanism for the Board’s oversight responsibility include:  xxx  Assess the performance of Management, the President and the control functions led by their respective heads.”</p> <p><a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Gove">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Gove</a></p>	

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**Recommendation 2.9**

<p>1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>The management and Team Members (TMs) use Success Factors, an online performance assessment tool to facilitate performance review cycle. The Company's Performance Management Architecture includes Key Performance Indicators (KPIs) and Individual Performance Appraisals (IPAs).</p> <p>KPIs are comprised of company/department financial targets as well as other measurable performance metrics assigned to all TMs. By their nature, KPIs are measures of the company's overall performance, as well as departmental performance. At the end of the performance review cycle, TMs receive a KPI score depending on the achievement of the KPI targets and the weight assigned to those targets.</p> <p>IPAs are measures of an individual's performance. IPAs are divided into two components: (1) Key Success Factors and (2) Individual or Discretionary Objectives. The IPAs are also the basis for ranking the performance of individuals through a bell curve. The KPIs and the IPAs are combined to come up with the TM's Overall Performance Rating</p> <p>The annual performance review covers achievements and performance for the past 12 months, and concludes with TM goal setting for the year ahead. TM Self-assessment, performed by the TM based on individual performance objectives, targets, achievements, and behavior, was completed on January 15, 2023. Manager</p>	
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		<p>Assessment where the line manager review the TM self-assessment and the overall performance of the team member, was completed on February 19, 2023. Calibration Sessions with HR Business Partners and Department Leaders to finalize the performance review that ensures consistency in performance rating and builds common view on performance quality, were completed on March 10, 2023. One-on-One sessions in which the Line Manager discusses the final overall performance rating to the team member achievements and areas of improvement and good works for the past calendar year were completed on April 12, 2023. Sign off for the 2022 performance review was completed April 30, 2023 and TM goal setting for 2023 were completed on May 13, 2023.</p>	
<p>2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.</p>	<p>Compliant</p>	<p>The Company's Performance Management Architecture includes Key Performance Indicators (KPIs) and Individual Performance Appraisals (IPAs).</p> <p>KPIs are comprised of company/department financial targets as well as other measurable performance metrics assigned to all TMs. By their nature, KPIs are measures of the company's overall performance, as well as departmental performance. At the end of the performance review cycle, TMs receive a KPI score depending on the achievement of the KPI targets and the weight assigned to those targets.</p> <p>IPAs on the other hand are measures of an individual's performance. IPAs are divided into two components: (1) Key Success Factors and (2) Individual or Discretionary Objectives. The IPAs are also the basis for ranking the performance of</p>	

		<p>individuals through a bell curve. The KPIs and the IPAs are combined to come up with the TM's Overall Performance Rating</p> <p>The annual performance review covers achievements and performance for the past 12 months, and concludes with TM goal setting for the year ahead. TM Self-assessment, performed by the TM based on individual performance objectives, targets, achievements, and behavior, was completed on January 15, 2023. Manager Assessment where the line manager review the TM self-assessment and the overall performance of the team member, was completed on February 19, 2023. Calibration Sessions with HR Business Partners and Department Leaders to finalize the performance review that ensures consistency in performance rating and builds common view on performance quality, were completed on March 10, 2023. One-on-One sessions in which the Line Manager discusses the final overall performance rating to the team member achievements and areas of improvement and good works for the past calendar year were completed on April 12, 2023. Sign off for the 2022 performance review was completed April 30, 2023 and TM goal setting for 2023 were completed on May 13, 2023.</p>	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	<p>A. MCG Sec. 2.8. Internal Control Mechanism of the Board (pages 13-14)  <a href="http://bloomberg.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-">http://bloomberg.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-</a></p>	

		<p><a href="#">%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>The Company's operating subsidiaries, SPI and BRHI, have an Internal Audit Department headed by a Chief Audit Executive, Ricky Tse, who directly reports to the Audit Committee.</p>	
<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Compliant</p>	<p>A. MCG Sec. 2.8.1 Internal Control Mechanism of the Board (pages 13-14)  "2.8.1 The internal control mechanism for the Board's oversight responsibility include:  xxx  Reviewing the Corporation's personnel and human resource policies and sufficiency, conflict of interest situations, changes to the compensation plan for employees and officers and management succession plan."   <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>B. The Company's operating gaming subsidiary has written Systems of Internal Control for the Table Games Development, Table Games Department, Slots Department; Information Technology Department; Count Department; Credit &amp; Cage Department; Casino Accounting; Sensitive Key Control. In addition, standard operating procedures on key areas such as Anti-Money Laundering, Data Privacy, Responsible Gaming, etc. are in place to ensure the Company's gaming subsidiary will comply with</p>	

		<p>the relevant s laws and regulations. Finally, each department has its own Standard Operating Procedures, Procedures Manual, etc. to guide its team members with the ultimate aim that business objectives are met.</p>	
<p>3. Board approves the Internal Audit Charter.</p>	<p>Compliant</p>	<p>A. MCG Sec. 2.8.1 Internal Control Mechanism of the Board (pages 13-14) provides:  “2.8.1 The internal control mechanism for the Board’s oversight responsibility include:  xxx  Approve an Internal Audit Charter which will implement the appropriate internal control system.”</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>B. The Internal Audit Charter was approved and became effective in August 2014.  <a href="http://bloomberly.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter .pdf">http://bloomberly.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter .pdf</a></p> <p>C. Internal Audit Department of the Company assists the board and/or its audit committee in discharging its governance responsibilities. The audit covers objective assurance and internal consulting services. On a quarterly basis, the Chief Audit Executive reports to the Audit Committee on the team’s audit observations and status of remedial actions instituted by the Management. Before the beginning of each</p>	

		<p>year, an Annual Audit Plan, which covers gaming, non-gaming, IT, and construction related internal control processes, is presented to the Audit Committee for approval. All completed audit reports based on the Annual Audit Plan are submitted to the Audit Committee for its information. The Audit Committee reviews the audit reports/findings submitted by the Internal Audit and provide oversight on the monitoring of the corresponding management commitment action/s taken or to be taken.</p>	
<b>Recommendation 2.11</b>			
<p>1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.</p>	Compliant	<p>A. MCG Sec. 12. Enterprise Risk Management (ERM) Committee (pages 17-18) <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>B. The Company's ERM System was approved and became effective in May 2017. The summary is posted in the website <a href="http://bloomberly.ph/file-manager/file-manager/Enterprise%20Risk%20Management%20Policy/BRC%20-%20ERM%20Policy.pdf">http://bloomberly.ph/file-manager/file-manager/Enterprise%20Risk%20Management%20Policy/BRC%20-%20ERM%20Policy.pdf</a></p> <p>C. The ERM Committee is comprised of the members of the Audit Committee but is headed by Christian R. Gonzalez as Chairman.</p>	
<p>2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures,</p>	Compliant	<p>A. MCG Sec. 12. Enterprise Risk Management (ERM) Committee (pages 17-18) provides: "2.12.1 The Enterprise Risk Management (ERM) Committee shall be composed of three (3)</p>	

<p>as well as the effectiveness of risk management strategies.</p>		<p>directors, majority of whom shall be non-executive. The Committee has the responsibility to assist the Board in ensuring that there is an effective and integrated risk management process in place to arrive at a well informed decisions, taking into consideration the risk related to significant business activities, plans and opportunities. The Committee shall have the following functions: (R 12.4)</p> <p>xxx</p> <p>(b) Evaluate the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. Revisit risk management strategies to anticipate emerging or changing material exposures and to stay abreast of significant developments that impact the likelihood of the harm or loss;"</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>	
<b>Recommendation 2.12</b>			
<p>1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.</p>	<p>Non-Compliant</p>		<p>The Provisions of the Corporate Governance Manual on the Board of Directors, its membership, its functions and roles, together with the By-Laws' provisions on the Board of Directors are deemed sufficient to serve as Board Charter such that a separate</p>

			Board Charter will be an unnecessary duplication.
2. Board Charter serves as a guide to the directors in the performance of their functions.	Non-Compliant		The Provisions of the Corporate Governance Manual on the Board of Directors, its membership, its functions and roles, together with the By-Laws' provisions on the Board of Directors are deemed sufficient to serve as Board Charter such that a separate Board Charter will be an unnecessary duplication.
3. Board Charter is publicly available and posted on the company's website.	Non-Compliant		The Provisions of the Corporate Governance Manual on the Board of Directors, its membership, its functions and roles, together with the By-Laws' provisions on the Board of Directors are deemed sufficient to serve as Board Charter such that a separate Board Charter will be an unnecessary duplication.
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	<p>The Company observes the provisions of the Securities Regulations Code, particularly its prohibitions on fraud, manipulation and insider trading. This statement is provided in the Company's website:  <a href="https://bloomberry.ph/governance/company-policies">https://bloomberry.ph/governance/company-policies</a></p> <p>The Corporate Secretary and Compliance Officer issues Black Out Notices to the Board and Senior Officers when there is disclosure of material</p>	

		documents, reminding them of the prohibition of trading of shares during the Black Out period.	
<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.	Non-Compliant		The amounts involved in loans to officers are not significant enough to require a Company policy.
2. Company discloses the types of decision requiring board of directors' approval.	Non-Complaint		There is no specific disclosure on type of decisions required board approval. The Board did not want to limit its own authority to approve decisions relating to the Company and its business.

**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>The Board has established the following Committees:</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination Committee</li> <li>• Compensation Committee and Stock Incentive Plan Committee</li> <li>• Related Party Transactions Committee</li> <li>• ESG Committee</li> </ul> <p>The abovementioned committees are provided for in the following documents/reports:</p> <p>A. General Information Sheet 2023  <a href="https://bloomberry.ph/storage/download-managers/742/May%2022,%202023%20-%20Bloomberry%20Resorts%20Corporation%20-%20GIS%202023.pdf">https://bloomberry.ph/storage/download-managers/742/May%2022,%202023%20-%20Bloomberry%20Resorts%20Corporation%20-%20GIS%202023.pdf</a></p> <p>B. Item 15 of Definitive Information Statement  <a href="https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p>	
		<p>B. Annual Report</p> <ul style="list-style-type: none"> <li>• Part V – Corporate Governance, Item 13. Corporate Governance (pages 65 - 67)</li> </ul>	

		<p><a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p> <p>C. Board Committees  <a href="https://bloomberry.ph/governance/board-committees-members-and-board-committees-charters">https://bloomberry.ph/governance/board-committees-members-and-board-committees-charters</a></p> <p>D. MCG Sec. 2.11 to Sec. 2.14  <a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>	
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Recommendation 3.2			
<p>1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.</p>	Compliant	<p>Information on the Audit Committee, including its functions are provided in</p> <p>A. MCG as follows:</p> <ul style="list-style-type: none"> <li>• Sec. 2.11: The Audit Committee (pages 15-17)</li> <li>• Sec. 5.2 (page 23): "           <p style="margin-left: 20px;">5.2.1 The Board, upon recommendation by the Audit Committee, shall recommend to the stockholders a licensed and accredited external auditor who shall undertake an independent audit and provide assurance on the way in which financial statements have been prepared and represented. Such external auditor cannot at the same time provide the services of an internal auditor to the Corporation. Other non-audit work should</p> </li> </ul>	

		<p>not be in conflict with the functions of the external auditor or pose a threat to his independence. (R 9.1 and 9.3)”</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>	
		<p>B. Annual Report</p> <ul style="list-style-type: none"> <li>Item 8. Changes in and Disagreements with Accountants of Accounting and Financial Disclosure, 8.2 External Audit Fees and Services (Page 57)</li> </ul> <p>“The Audit Committee makes recommendations to the Board concerning the external auditors and pre-approves audit plans, scope and frequency before the conduct of the external audit. The Audit Committee reviews the nature of the non-audit related services rendered by the external auditors and the appropriate fees paid for.”</p> <p><a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>Information on the members of the Audit Committee, including their qualifications and type of directorship are provided in the following:</p> <p>A. Annual Report</p>	

		<ul style="list-style-type: none"> <li>Part V – Corporate Governance, Item 13. Corporate Governance (pages 65 - 67) contains the following:</li> </ul> <p><u>3. Audit Committee</u> [...] The Committee is composed of three (3) Board members, including one (1) independent director who serves as the committee chairman. The Committee reports to its Board and is required to meet at least four (4) times a year. As of 31 December 2022, the Audit Committee Chairman is Mr. Octavio Victor R. Espiritu who serves with Mr. Christian R. Gonzalez and retired Chief Justice Diosdado M. Peralta as members</p> <p><a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p> <p>B. Definitive Information Statement</p> <ul style="list-style-type: none"> <li>Part I. B. Control and Compensation Information, Item 5. Directors and Executive Officers (pages 11 - 18)</li> </ul> <p><a href="https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%200-15.pdf">https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%200-15.pdf</a></p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Information on the background, knowledge, skills, and/or experience of the members of the Audit Committee are included in the following:</p> <p>A. Annual Report</p> <ul style="list-style-type: none"> <li>Part IV – Management and Certain Security Holders, Item 9. Directors and Executive Officers of the Issuer (pages 58 - 62)</li> </ul>	

		<ul style="list-style-type: none"> <li>Part V – Corporate Governance, Item 13. Corporate Governance (pages 65 - 67)  <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></li> </ul> <p>B. Definitive Information Statement</p> <ul style="list-style-type: none"> <li>Part I. B. Control and Compensation Information, Item 5. Directors and Executive Officers (pages 11 - 18)  <a href="https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></li> </ul>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Non-Compliant</p>	<p>A. Annual Report</p> <ul style="list-style-type: none"> <li>Part V – Corporate Governance, Item 13. Corporate Governance (page 65 - 67)</li> </ul> <p>a. <u>Board of Directors</u> Chairman: Enrique K. Razon, Jr.</p> <p>b. <u>Audit Committee and Related Party Transactions Committee</u> Chairman: Octavio Victor R. Espiritu</p> <p>c. <u>Nomination Committee</u> Chairman: Enrique K. Razon, Jr.</p> <p>d. <u>Compensation Committee and Stock Incentive Plan Committee</u> Chairman: Jose Eduardo J. Alarilla</p> <p>e. ESG Committee – Diosdado M. <u>Peralta</u></p> <p><a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>	<p>Octavio Victor R. Espiritu is the Chairman of the Audit Committee and the Related Party Transactions Committee as of 31 December 2022.</p> <p>There are only two Independent Directors but the number of Board Committees exceeds two, so it is inevitable that an Independent Director will hold more than one Chairmanship in a Board Committee. Mr. Espiritu’s chairmanship of the Audit Committee and the Related Party Transactions Committee does not affect his ability to perform his duties in both committees]</p>

**Supplement to Recommendation 3.2**

<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>A. MCG provides</p> <ul style="list-style-type: none"> <li>• Sec.2.11: The Audit Committee (pages 15-17)</li> </ul> <p>“... The Committee shall have the following functions: xxx (k)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 an external auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the corporation’s annual report as may be required by law;”</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>	
		<p>B. Annual Report</p> <ul style="list-style-type: none"> <li>• Item 8. Changes in and Disagreements with Accountants of Accounting and Financial Disclosure, 8.2 External Audit Fees and Services (Page 57)</li> </ul> <p>“The Audit Committee makes recommendations to the Board</p>	

		<p>concerning the external auditors and pre-approves audit plans, scope and frequency before the conduct of the external audit. The Audit Committee reviews the nature of the non-audit related services rendered by the external auditors and the appropriate fees paid for.”</p> <p><a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>	
<p>2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.</p>	<p>Non-Compliant</p>		<p>The Audit Committee met 5 times in 2022, 2 of which are with external auditors. The Audit Committee has not found the necessity to exclude management from its meetings with the external auditors.</p>

**Optional: Recommendation 3.2**

<p>1. Audit Committee meet at least four times during the year.</p>	<p>Compliant</p>	<p>The Audit Committee met 5 times in 2022.                      A. Annual Report</p> <ul style="list-style-type: none"> <li>Part V – Corporate Governance, Item 13: Corporate Governance (pages 63) on Attendance of members of Audit Committee on meetings</li> </ul> <table border="1" data-bbox="884 475 1615 724"> <thead> <tr> <th>Office</th> <th>Name</th> <th>No of Meetings Held During the year</th> <th>No. of Meetings Attended</th> </tr> </thead> <tbody> <tr> <td>Chairman:</td> <td>Octavio Victor R. Espiritu</td> <td>5</td> <td>5</td> </tr> <tr> <td>Member:</td> <td>Christian R. Gonzalez</td> <td>5</td> <td>4</td> </tr> <tr> <td>Member:</td> <td>Diosdado M. Peralta</td> <td>5</td> <td>5</td> </tr> </tbody> </table> <p><a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>	Office	Name	No of Meetings Held During the year	No. of Meetings Attended	Chairman:	Octavio Victor R. Espiritu	5	5	Member:	Christian R. Gonzalez	5	4	Member:	Diosdado M. Peralta	5	5	
Office	Name	No of Meetings Held During the year	No. of Meetings Attended																
Chairman:	Octavio Victor R. Espiritu	5	5																
Member:	Christian R. Gonzalez	5	4																
Member:	Diosdado M. Peralta	5	5																
<p>2. Audit Committee approves the appointment and removal of the internal auditor.</p>	<p>Compliant</p>	<p>The VP – Internal Audit Department was appointed on September 1, 2014. His latest appointment renewal was last September 1, 2021 for another 2 years. His appointment was approved by the Audit Committee.</p>																	

**Recommendation 3.3**

<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 formerly assigned to a Nomination and Remuneration Committee.</p>	<p>Non-Compliant</p>		<p>The Board oversees corporate governance matters, together with its various committees. The Board does not find it necessary to have a separate Corporate Governance Committee which will duplicate these functions.</p>
<p>2. Corporate Governance Committee is composed of at least three</p>	<p>Non-Compliant</p>		<p>The Board oversees corporate governance matters, together with its various committees. The Board</p>

members, all of whom should be independent directors.			does not find it necessary to have a separate Corporate Governance Committee which will duplicate these functions.
3. Chairman of the Corporate Governance Committee is an independent director.	Non-Compliant		The Board oversees corporate governance matters, together with its various committees. The Board does not find it necessary to have a separate Corporate Governance Committee which will duplicate these functions.

**Optional: Recommendation 3.3.**

1. Corporate Governance Committee meet at least twice during the year.	Non-Compliant		The Board oversees corporate governance matters, together with its various committees. The Board does not find it necessary to have a separate Corporate Governance Committee which will duplicate these functions.
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**Recommendation 3.4**

1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Non-Compliant		The Board does not find it necessary to have a BROC, considering the size, the risks, and the business of the Company.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-Compliant		The Board does not find it necessary to have a BROC, considering the size, the risks, and the business of the Company.
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non-Compliant		The Board does not find it necessary to have a BROC, considering the size,

			the risks, and the business of the Company.
4. At least one member of the BROCC has relevant thorough knowledge and experience on risk and risk management.	Non-Compliant		The Board does not find it necessary to have a BROCC, considering the size, the risks, and the business of the Company.

### Recommendation 3.5

1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>A. As of 31 December 2022, the RPT Committee is comprised of Octavio Victor R. Espiritu as chairman, with Diosdado M. Peralta and Thomas Arasi as members.</p> <p>B. The Company adopts Material Related Party Transactions Policy in compliance with SEC Memorandum Circular No. 10-2019:  <a href="http://bloomberly.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf">http://bloomberly.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf</a></p>	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Non-Compliant		<p>As of 31 December 2022, the RPT Committee is comprised of Octavio Victor R. Espiritu as chairman, with Diosdado M. Peralta and Thomas Arasi as members.</p> <p>Membership of Mr. Arasi in the RPT Committee does not affect the ability of the Committee to perform its functions, as the two Independent Directors including its Chairman</p>

			constitute the majority in the Committee.
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Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Non-Compliant		<p>We have an Audit Committee Charter and IA Charter posted in the Company website:  <a href="http://bloomberry.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter.pdf">http://bloomberry.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter .pdf</a></p> <p>The provisions of the Corporate Governance Manual is deemed sufficient guide to allow the other corporate governance committees to function.</p>
2. Committee Charters provide standards for evaluating the performance of the Committees.	Non-Compliant		<p>The provisions of the Corporate Governance Manual is deemed sufficient guide to allow the other corporate governance committees to function.</p>
3. Committee Charters were fully disclosed on the company's website.	Non-Compliant		<p>The provisions of the Corporate Governance Manual is deemed sufficient guide to allow the other corporate governance committees to function.</p>

**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			
<p>1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele/video conferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>Compliant</p>	<p>A. The Company allows its directors to attend board meetings by use of teleconference devices.</p> <p>B. MCG.</p> <ul style="list-style-type: none"> <li>• Sec. 2.9: Board Meetings and Quorum Requirement (page 14)            "2.9.1 Directors should attend and actively participate in all meetings of the Board, and of Committees that they are part of, in person, or by use of modern technology through teleconference devices. They should review meeting materials and contribute in the discussion and decision making. (R 4.1)"</li> </ul> <p><a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>	
		<p>C. The attendance of the Directors in the 2022 Board Meetings is found in the Annual Report, particularly in Part V – Corporate Governance, Item 13: Corporate Governance (pages 65 - 67)</p> <p><a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p> <p>The directors actively participate in Board Meetings, but we cannot post the minutes</p>	

		of board meetings because they contain confidential and non-public information.	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p>A. The Directors receive the meeting materials before the Board Meeting.</p> <p>B. MCG contains the following</p> <ul style="list-style-type: none"> <li>• Sec. 2.9: Board Meetings and Quorum Requirement (page 14)  “2.9.1 Directors should attend and actively participate in all meetings of the Board, and of Committees that they are part of, in person, or by use of modern technology through teleconference devices. They should review meeting materials and contribute in the discussion and decision making. (R 4.1)”  <a href="http://bloomberg.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberg.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></li> </ul>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>A. MCG.</p> <ul style="list-style-type: none"> <li>• Sec. 2.9: Board Meetings and Quorum Requirement (page 14) provides:  “2.9.1 Directors should attend and actively participate in all meetings of the Board, and of Committees that they are part of, in person, or by use of modern technology through teleconference devices. They should</li> </ul>	

		<p>review meeting materials and contribute in the discussion and decision making. (R 4.1)”</p> <p><a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>B. The details of board discussion, including the questions, clarifications raised by directors, are confidential and non-public information, hence we cannot post the minutes of meetings evidencing the same.</p>	
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Recommendation 4.2			
<p>1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.</p>	<p>Compliant</p>	<p>The non-executive directors of the Company serve as directors in less than five publicly listed companies.</p> <p>The Definitive Information Statement, particularly in Part I. B. Control and Compensation Information, Item 5 (pages 11 - 18), provides for the list of the Company's directors and their current directorship positions.</p> <p><a href="https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p>	
Recommendation 4.3			
<p>1. The directors notify the company's board before accepting a directorship in another company.</p>	<p>Non-Compliant</p>		<p>The Company does not find it necessary or fair to require directors to inform the Company's board before accepting a directorship in another company, because being a director is not a full time job.</p>

Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	Mr. Enrique K. Razon, Jr., Thomas Arasi, Jose Eduardo J. Alarilla and Donato C. Almeda are the executive directors. Mr. Razon is a director only in two other listed companies (ICTSI and MWC). Mr. Alarilla is a director in one other listed company (APX). Mr. Almeda is a director in one other listed company (MWC). ICTSI, MWC and APX are part of the Razon Group of Companies of which the Company is also a part of. Mr. Arasi is not a member of the Board of any other listed company.	
2. Company schedules board of directors' meetings before the start of the financial year.	Non-Compliant		Board meetings in the Company are called as needed.
3. Board of directors meet at least six times during the year.	Compliant	<p>A. The Company Board met twelve (12) times in 2022.</p> <p>B. Attendance of directors in the 2022 board meetings is in:</p> <ul style="list-style-type: none"> <li>Annual Report, Part V – Corporate Governance, Item 13 Corporate Governance – Board of Directors, page 65-67</li> </ul> <p><a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>	

4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-Compliant		The Company follows the quorum required by law which is the presence of a majority of four of the seven directors.
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**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 of the board, whichever is higher.	Non-Compliant		<p>The Company has 2 Independent Directors out of the 7 which is equivalent to 28.57% that is in accordance with Amended Articles of Incorporation.</p> <p>Information on the Company's board of directors and executive officers can be found on:</p> <ul style="list-style-type: none"> <li>• Annual Report, Part IV – Management and Certain Security Holders, Item 9: Directors and Executive Officers of the Issuer (pages 58 - 62)</li> </ul> <p><a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>
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**Recommendation 5.2**

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>A. The current independent directors of the Company possess all the qualifications and none of the disqualifications to hold the positions, as indicated in Sec. 2.4 of the Manual of Corporate Governance (pages 6-9)</p> <p><a href="http://bloomberry.ph/file-manager/file-">http://bloomberry.ph/file-manager/file-</a></p>	
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**Supplement to Recommendation 5.2**

<p>1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	<p>Compliant</p>	<p>The Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p>	
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**Recommendation 5.3**

<p>1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).</p>	<p>Compliant</p>	<p>As of the date of this report, the independent directors have served for less than nine years.</p> <p>A. Certifications of Independent Directors are available in the company's website in Annex C-1 and C-2 of the Definitive Information Statement and information on the independent directors, are provided in Part I. A. General Information, Item 5. Directors and Executive Officers of the Definitive Information Statement, (pages 11 - 18)</p> <p><a href="https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p>	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>Compliant</p>	<p>A. The Company is required under the law to comply with the SEC Memorandum Circular No. 9, Series of 2011, SEC Advisory dated 15 March 2015, and SEC Advisory dated 31 March 2016.</p> <p>B. MCG Sec 2.1 Composition of the Board provides:                      "Independent directors shall serve for a maximum cumulative term of nine (9) years. After which such director shall be</p>	

		<p>perpetually barred from re-election in the Corporation, but he/she may continue to qualify for nomination and election as a non-independent director. In case the Corporation intends to retain the independent director after serving 9 years, the Board should provide meritorious justification/s and seek approval of the shareholders during the annual shareholders' meeting. (R 5.3)"</p> <p><a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>	
<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.</p>	Compliant	<p>As of the date of this report, the Company does not have independent directors who reached the maximum term limit. The independent directors have served for less than nine years.</p> <p>A. Certifications of Independent Directors are available in the company's website in Annex C-1 and C-2 of the Definitive Information Statement:</p> <p><a href="https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p>	
<b>Recommendation 5.4</b>			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	Non-Compliant		<p>The Roles of Chairman (as presiding officer of Board meetings) and the Chief Executive</p>

			<p>Officer (CEO) is currently held by one person. The Chairman of the Company, Enrique K. Razon, Jr., happens to represent the more than 60% controlling stockholder of the Company. He is the visionary behind the Solaire Resort &amp; Casino flagship project of the Company. It is his vision and leadership that guides the Company now and in the foreseeable future.</p>
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Non-Compliant</p>		<p>A. The duties and responsibilities of the Chairman are provided in the following section of the MCG:</p> <ul style="list-style-type: none"> <li>• Sec 2.3 The Chairman and Chief Executive Officer  <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></li> </ul> <p>B. The Roles of Chairman (as presiding officer of Board meetings) and the Chief Executive Officer (CEO) is currently held by one person because the Chairman of the Company, Enrique K. Razon, Jr., happens to represent the more than 60% controlling</p>

			stockholder. He is the visionary behind the Solaire Resort & Casino flagship project of the Company. It is his vision and leadership that guides the Company now and in the foreseeable future.
<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.	Non-Compliant		The Board does not designate a lead director among the independent directors. The Board does not find it necessary to do this. The Chairman is not an Independent Director.
<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.	Non-Compliant		The Company follows this principle. But we cannot show the minutes of Board meetings to show this, because the minutes contain confidential and non-public information.
<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		The two Non-Executive Directors do not find the necessity to meet with the external auditor and head of internal audit, compliance and risk functions, without any executive present.
2. The meetings are chaired by the lead independent director.	Non-Compliant		The two Non-Executive Directors do not find the necessity to meet with the external auditor and head of internal audit, compliance and risk functions, without any executive present.

<b>Optional: Principle 5</b>			
1. None of the directors is a former CEO of the company in the past 2 years.	Non-Compliant		The Roles of Chairman (as presiding officer of Board meetings) and the Chief Executive Officer (CEO) is currently held by one person because the Chairman of the Company, Enrique K. Razon, Jr., happens to represent the more than 60% controlling stockholder. He is the visionary behind the Solaire Resort & Casino flagship project of the Company. It is his vision and leadership that guides the Company now and in the foreseeable future.
<b>Principle 6:</b> 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.			
<b>Recommendation 6.1</b>			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	See Item 15 of the Definitive Information Statement: <a href="https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a>	
2. The Chairman conducts a self-assessment of his performance.	Compliant	Same as Item 1 above	
3. The individual members conduct a self-assessment of their performance.	Compliant	Same as Item 1 above	

4. Each committee conducts a self-assessment of its performance.	Non-Compliant		The Company has not found the necessity to provide criteria and process to determine the performance of the committees.
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		The Company has not found the necessity to engage an external facilitator for the assessments conducted by the Company.
<b>Recommendation 6.2</b>			
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.	Non-Compliant		The Company has not found the necessity to provide criteria and process to determine the performance of the committees.
2. The system allows for a feedback mechanism from the shareholders.	Non-Compliant		The stockholders have the opportunity to give their feedback during shareholders' meeting. They can also communicate with the investor relations officer of the Company. The contact details of the Company and its officers are publicly available.
<b>Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.</b>			
<b>Recommendation 7.1</b>			
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	Compliant	Board adopts a Code of Business Conduct and Ethics: <a href="http://bloomberry.ph/file-manager/file-manager/Code%20of%20Ethics/BRC%20-%20Code%20of%20Busines%20Conduct%20and%20Ethics.pdf">http://bloomberry.ph/file-manager/file-manager/Code%20of%20Ethics/BRC%20-%20Code%20of%20Busines%20Conduct%20and%20Ethics.pdf</a>	

internal and external dealings of the company.			
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	The Company Policies on Business and Ethics are mandatory reading for new directors, officers and employees. Copies are posted in the website of the Company.  A copy of the Code of Good Behavior booklet is given to each team member. Acknowledgement copy on the receipt of the booklet is filed in the respective 201 File of the team members.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Code of Business Conduct and Ethics is posted on the Company's website: <a href="http://bloomberry.ph/file-manager/file-manager/Code%20of%20Ethics/BRC%20-%20Code%20of%20Busines%20Conduct%20and%20Ethics.pdf">http://bloomberry.ph/file-manager/file-manager/Code%20of%20Ethics/BRC%20-%20Code%20of%20Busines%20Conduct%20and%20Ethics.pdf</a>	

#### Supplement to Recommendation 7.1

1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Non-Compliant		There is no specific policy on bribery but the Code of Business Conduct and Ethics covers prohibition of illegal acts, which should cover bribery.
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Recommendation 7.2			
<p>1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.</p>	<p>Compliant</p>	<p>Code of Business Conduct and Ethics includes:</p> <ul style="list-style-type: none"> <li>Implementation and Monitoring (page 4)</li> </ul> <p>“The Company requires everyone to adhere to the Team Member Code of Good Behavior to ensure proper decorum and set the norm of conduct for all its Team Members. In cases of deviation from the same, corrective measures, as appropriate, may be administered. In the application of corrective action, the Company shall observe the requirements of due process. Thus, every Team Member shall be afforded the protection of his rights under the applicable laws.”</p> <p><a href="http://bloomberry.ph/file-manager/file-manager/Code%20of%20Ethics/BRC%20-%20Code%20of%20Busines%20Conduct%20and%20Ethics.pdf">http://bloomberry.ph/file-manager/file-manager/Code%20of%20Ethics/BRC%20-%20Code%20of%20Busines%20Conduct%20and%20Ethics.pdf</a></p>	

<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>Compliant</p>	<p>Periodically, Internal Audit will carry out a review to ensure each Department has complied with the relevant policies and procedures affecting their operations. Non-compliance will be reported to the Senior Management and Audit Committee in the audit report. On top of that, Senior management sets Key Performance Indicators for each department that number of audit findings relating to non-compliance of policies and procedures be at minimum level at all times.</p> <p>All team members (which includes Directors, Senior Management and all employees of the Company) are required to comply with the Company's internal policies. Sanctions for non-compliance are defined in the Company's Code of Good Behavior.</p>	
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**Disclosure and Transparency**

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

**Recommendation 8.1**

<p>1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.</p>	<p>Compliant</p>	<p>The Company complies with the SEC Disclosure Rules found in the Philippine Stock Exchange website:  <a href="https://www.pse.com.ph/regulation-listed-company/#lc3">https://www.pse.com.ph/regulation-listed-company/#lc3</a></p> <p>The disclosures of the Company are posted in the Company's website:  <a href="https://bloomberg.ph/reports?category=3">https://bloomberg.ph/reports?category=3</a></p> <p>As well as in the PSE EDGE portal:  <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=49">https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=49</a></p>	
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**Supplement to Recommendations 8.1**

<p>1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>	<p>Compliant</p>	<p>A. The Company's Annual Report for year ending December 31, 2022 was submitted on March 02, 2023 (61 days from year-end):  <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p> <p>B. Quarterly reports were submitted within 45 days from the end of the reporting quarter as follows:</p> <p>1. First quarter of 2022 submitted on May 13, 2022:  <a href="https://bloomberly.ph/storage/download-managers/669/May%2013,%202022%20-%20BLOOM%20SEC%20Form%2017Q%20Q1%202022.pdf">https://bloomberly.ph/storage/download-managers/669/May%2013,%202022%20-%20BLOOM%20SEC%20Form%2017Q%20Q1%202022.pdf</a></p> <p>2. Second Quarter of 2022 submitted on August 08, 2022:  <a href="https://bloomberly.ph/storage/download-managers/699/August%208,%202022%20-%20Bloom%20SEC%20Form%2017Q%20Q2%202022.pdf">https://bloomberly.ph/storage/download-managers/699/August%208,%202022%20-%20Bloom%20SEC%20Form%2017Q%20Q2%202022.pdf</a></p> <p>3. Third Quarter of 2022 submitted on November 08, 2022:  <a href="https://bloomberly.ph/storage/download-managers/709/November%208,%202022%20-%20Bloom%20SEC%20Form%2017Q%20Q3%202022.pdf">https://bloomberly.ph/storage/download-managers/709/November%208,%202022%20-%20Bloom%20SEC%20Form%2017Q%20Q3%202022.pdf</a></p>	
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<p>2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Non-Compliant</p>		<p>The Company does not have a disclosure in its annual report on risks associated with the identity of the controlling stockholder (Prime Strategic Holdings Inc. of Mr. Enrique K. Razon, Jr.), and his degree of ownership concentration (65.71% as of December 31, 2022) which is disclosed in the 20-IS, and crossholdings. Mr. Razon is the visionary behind Solaire Resort &amp; Casino, the flagship business of the Company. Management believes that investors invest in shares of the Company because they believe in the vision and leadership of Mr. Razon.</p> <p>There is no imbalance between the controlling shareholders' voting power and the overall equity position in the company.</p>
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**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.	Non-Compliant		The Company follows the SEC rule requiring Directors and Officers to disclose their transactions involving shares of the Company within 5 (not 3) trading days.  <a href="https://bloomberg.ph/reports?year=2021&amp;category=11">https://bloomberg.ph/reports?year=2021&amp;category=11</a>
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.	Non-Compliant		The transactions of the directors involving shares of the Company are disclosed in 23B reports filed with the SEC and PSE.  <a href="https://bloomberg.ph/reports?year=2021&amp;category=11">https://bloomberg.ph/reports?year=2021&amp;category=11</a>

Supplement to Recommendation 8.2

<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	<p>Compliant</p>	<p>A. Definitive Information Statement Part I. B. Control and Compensation Information, Item 4 of the 20-IS provides the shareholdings of the Directors, Officers, Controlling Stockholders, and shareholders owning more than 5% shares in the Company. <a href="https://bloomberg.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberg.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p> <p>B. The Top 100 shareholders of the Company is posted in its website <a href="https://bloomberg.ph/storage/download-managers/713/January%2012,%202023%20-%20BLOOM%20Top100%20Stockholders%20with%20PCD%20Beneficial%20Owners%20as%20of%2012312022.pdf">https://bloomberg.ph/storage/download-managers/713/January%2012,%202023%20-%20BLOOM%20Top100%20Stockholders%20with%20PCD%20Beneficial%20Owners%20as%20of%2012312022.pdf</a></p> <p>C. The total shares of the Company purchased in share buy-back program is disclosed in the 17-C reports. <a href="https://bloomberg.ph/reports?year=2022&amp;category=7">https://bloomberg.ph/reports?year=2022&amp;category=7</a></p> <p>D. The Company's Conglomerate Map. <a href="https://bloomberg.ph/our-company/shareholdings-structure">https://bloomberg.ph/our-company/shareholdings-structure</a></p> <p>E. Supplementary Schedule I. Map of Relationships <a href="https://bloomberg.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberg.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>	
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**Recommendation 8.3**

<p>1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>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 the Company's 20-IS.  <a href="https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>The key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended are disclosed in Item 5: Directors and Executive Officers, of the Company's 20-IS report.  <a href="https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p>	

Recommendation 8.4			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>Non-Compliant</p>		<p>A. The Corporate Governance Manual requires the Board to: "Align the remuneration of key officers and board members with the long-term interests of the Corporation, such as providing a Stock Incentive Plan (SIP) so that good performance may be awarded in shares of stocks of the Corporation. (Rule 2.6.15)"</p> <p><a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>
			<p>B. The Company does not provide policies and procedures for setting Board Remuneration. But Item 6: Compensation of Directors and Executive Officers of its 20-IS provides the compensation paid to CEO and top 5 Executive officers as a group, and all other officers and Directors, as a group. This complies with current SEC requirement.</p> <p><a href="https://bloomberry.ph/storage/download-managers/655/March%2021,%202022%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.PDF">https://bloomberry.ph/storage/download-managers/655/March%2021,%202022%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.PDF</a></p>

<p>2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.</p>	<p>Non-Compliant</p>		<p>The Company does not provide policies and procedures for setting executive remuneration. The compensation paid to CEO and top four (4) Executive officers as a group, and all other officers and Directors, as a group, is disclosed in Item 6: Compensation of Directors and Executive Officers of its Form 20-IS (Page 19 - 20): <a href="https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p> <p>and Item 10: Executive Compensation of its Form 17-A (Page 62 - 63). <a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p> <p>These comply with current SEC requirement.</p>
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<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Non-Compliant</p>		<p>The Company does not disclose the remuneration on an individual basis to protect the privacy of the individuals involved.</p> <p><a href="https://bloomberly.ph/storage/download-managers/655/March%2021,%202022%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.PDF">https://bloomberly.ph/storage/download-managers/655/March%2021,%202022%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.PDF</a></p> <p>The compensation paid to CEO and top five (5) Executive officers as a group, and all other officers and Directors, as a group, is disclosed in Item 6: Compensation of Directors and Executive Officers of its Form 20-IS (Page 19 - 20):</p> <p><a href="https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberly.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p> <p>and Item 10: Executive Compensation of its Form 17-A (Page 62 - 63).</p> <p><a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p> <p>These comply with current SEC requirement.</p>
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**Recommendation 8.5**

<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>A. The Corporate Governance Manual requires the directors: "Formulate and implement policies and procedures that would ensure group-wide the integrity and transparency of related party transactions (RPT) especially those which are over certain thresholds of materiality, between and among the corporation and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors including their spouses, children and dependent siblings and parents, and interlocking director relationships by members of the Board to protect the interest of the Corporation" (Rule 2.6.10)</p> <p>In addition, the Corporate Governance Manual does require directors: "To conduct fair business transactions with the Corporation and to ensure that personal interest does not bias Board decisions or does not conflict with the interest of the Corporation." (Rule 2.7.1)</p> <p>B. The Company adopted a Material Related Party Transactions Policy in compliance with SEC Memorandum Circular No. 10-2019:  <a href="http://bloomberry.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf">http://bloomberry.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf</a></p>	
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<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	<p>Compliant</p>	<p>A. The audited financial statements of the Company discloses Related party transactions including name of the related counterparty, relationship, nature, amount and terms and conditions of the transactions in Note 12: Related Party Transactions but it does not provide specific transaction dates (only the year covered), rationale of the transaction, and approval details.  <a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p> <p>B. The Company adopted a Material Related Party Transactions Policy in compliance with SEC Memorandum Circular No. 10-2019:  <a href="http://bloomberry.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf">http://bloomberry.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf</a></p> <p>C. No reportable material related party transaction exceeding 10% of the consolidated assets of the Company as of the latest audited financial statements.</p>	
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**Supplement to Recommendation 8.5**

1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Directors are required to disclose their interests in transactions, or any other conflict of interests, before it is presented to the Board for discussion and approval.	
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**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	The Company has established an RPT Policy which is posted in its website: <a href="http://bloomberry.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf">http://bloomberry.ph/file-manager/file-manager/Related%20Party%20Transactions%20Policy/BRC%20-%20Related%20Party%20Transactions%20(RPT)%20Policy.pdf</a>	
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**Recommendation 8.6**

<p>1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.</p>	<p>Compliant</p>	<p>The Company discloses significant transactions and events to the SEC which is publicly available through its website:  <a href="https://bloomberly.ph/reports?year=&amp;category=7">https://bloomberly.ph/reports?year=&amp;category=7</a>                       and PSE website:  <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=49">https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=49</a>                       and summarized in the Annual Report Item 14. Reports on SEC Form 17-C (pages 68 - 69)  <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Non-Compliant</p>		<p>There are particular transactions where the Company retains the services of third parties to prepare the valuation. But there are some transactions where third parties valuers are not involved and only in house expertise are used.</p>

Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	There are no shareholders' agreements, voting trust agreements, confidentiality agreements, and such other agreements that 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	Corporate governance policies, programs and procedures are contained in its MCG submitted to SEC and as posted in the Company's website:	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	<a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>	
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	Corporate governance policies, programs and procedures are contained in its MCG submitted to SEC and as posted in the Company's website: <a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant	The company's Annual Report is uploaded in the Company's website: <a href="https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberry.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a>	
a. Corporate Objectives	Non-compliant		The Company's Mission, Vision and Values are posted in the website. <a href="https://bloomberry.ph/our-company/mission-vision-and-values">https://bloomberry.ph/our-company/mission-vision-and-values</a>
b. Financial performance indicators	Compliant	Financial performance of the company is included in its Annual Report.	
c. Non-financial performance indicators	Compliant	The non-financial performance indicators are reflected in the Company's Sustainability Report: <a href="https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a>	
d. Dividend Policy	Non-Compliant		The Company does not have a specific dividend

			policy. But the Company has declared cash dividends in 2018, 2019, and 2020.
e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Non-Compliant	Information about the Company's board of directors are in the company's Annual Report: <ul style="list-style-type: none"> <li>Part IV – Management and Certain Security Holders, Item 9, Directors and Officers of the Issuer (pages 58 - 62)</li> </ul> <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a>	Biographical details (age, academic qualifications, relevant experience, and other directorships in listed companies) of all directors are provided except for date of first appointment.
f. Attendance details of each director in all directors meetings held during the year	Compliant	Attendance details of each director in meetings in the company's Annual Report: <p>A. Annual Report: Part V – Corporate Governance, Item 13, Corporate Governance (page 65 -67)</p> <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a>	
g. Total remuneration of each member of the board of directors	Non-Compliant		Only compensation of other officers and the directors as a group is disclosed per Item 10: Executive Compensation, of its 20-IS provides the compensation paid to CEO and top five (5) highest paid Executive officers as a group, and all other officers and Directors, as a group. This complies with current SEC requirement. <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BL">https://bloomberly.ph/storage/download-managers/718/2022%20BL</a>

			<a href="#">OOM%20SEC%20form%2017-A.pdf</a>
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.	Non-Compliant		<p>The company's Annual Report is uploaded in the Company's website:  <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BL OOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BL OOM%20SEC%20form%2017-A.pdf</a></p> <ul style="list-style-type: none"> <li>Part V (pages 65 - 67) of the Annual Report covers Corporate Governance of the company and indicates measures that the Company has undertaken or will undertake to fully comply with the adopted leading practices on good governance.</li> </ul>
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.	Non-Compliant		Each Internal Audit Report submitted to the Audit Committee contains the overall internal control evaluation of the company's compliance to operating procedures and internal control processes under review, but they are not in the Annual Report

			nor in the Annual CG Report.
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		External Auditor's audit findings presented to the Audit Committee cover the evaluation on the adequacy of the company's internal controls/risk management system, but they are not in the Annual Report nor the Annual CG Report.
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	<p>Reports containing risks to which the company is materially exposed:</p> <p>A. Annual Report</p> <ul style="list-style-type: none"> <li>• Part III – Financial Information, Item 6.9 Risks (page 56)</li> <li>• Part I – Business and General Information, Item 1.2 Business of Issuer - Discussion of Risk, pages 17-19</li> </ul> <p>B. Note 20 of the Audited Financial Statements discloses Financial Assets and Liabilities and Financial Risk Management Objectives and Policies</p> <p><a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p> <p>C. Sustainability Report for environmental, social and economic risks  <a href="https://bloomberly.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberly.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a></p>	

<b>Principle 9:</b> 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.			
<b>Recommendation 9.1</b>			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	The company's MCG is available in the Company's website: <a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a>	
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.	Non-Compliant		Only the appointment of the External Auditors was approved by the Audit Committee, the Board and the Stockholders. The fees of the external auditor were approved only by the Audit Committee.
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	The Company has not removed or changed its external auditor.	
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	The Company follows the policy of rotating the lead audit partner every seven years in accordance with the adoption of the International Ethics Standards Board for Accountants (IESBA) Code of Ethics for Professional Accountants of Professional Regulatory Board of Accountancy through Resolution No. 18 Series of 2018. The partners of the external auditor follow a rotation	

		cycle to ensure the impartiality and integrity of reporting on the financial statements.	
<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	This is provided in the Audit Committee Charter which contains the Audit Committee's duties and responsibilities, and is posted in its website: <a href="http://bloomberly.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter .pdf">http://bloomberly.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter .pdf</a>	
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	This is provided in the Audit Committee Charter on the Audit Committee's duties and responsibilities, and is posted in its website: <a href="http://bloomberly.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter .pdf">http://bloomberly.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter .pdf</a>	
<b>Supplement to Recommendations 9.2</b>			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand	Compliant	The Audit Committee Charter provides the Audit Committee's duties and responsibilities, and is posted in its website:	

<p>complex related party transactions, its counterparties, and valuations of such transactions.</p>		<p><a href="http://bloomberry.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter.pdf">http://bloomberry.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter .pdf</a></p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>This is provided in the Audit Committee Charter on the Audit Committee's duties and responsibilities, and is posted in its website:  <a href="http://bloomberry.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter.pdf">http://bloomberry.ph/file-manager/file-manager/Audit%20Committee%20Charter/Audit%20Committee%20Charter .pdf</a></p>	

Recommendation 9.3																							
<p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p>	<p>Compliant</p>	<p>Annual Report Item 8.2 External Audit Fees and Services, page 57 shows the following:</p> <p><b>Table 8.2 Audit Fees</b></p> <table border="1"> <thead> <tr> <th></th> <th colspan="3">For the Year Ended December 31</th> </tr> <tr> <th><i>In thousands pesos</i></th> <th>2022</th> <th>2021</th> <th>2020</th> </tr> </thead> <tbody> <tr> <td>Audit</td> <td>₱14,521.6</td> <td>₱13,741.8</td> <td>₱13,589.0</td> </tr> <tr> <td>Tax and others</td> <td>3,097.1</td> <td>3,327.1</td> <td>4,595.5</td> </tr> <tr> <td><b>Total</b></td> <td><b>₱17,618.7</b></td> <td><b>₱17,068.9</b></td> <td><b>₱18,184.5</b></td> </tr> </tbody> </table> <p>“Tax fees paid to the auditors are for tax compliance and tax advisory services. In 2022, 2021, and 2020, the other fees include fees for limited review services provided.”</p> <p><a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>		For the Year Ended December 31			<i>In thousands pesos</i>	2022	2021	2020	Audit	₱14,521.6	₱13,741.8	₱13,589.0	Tax and others	3,097.1	3,327.1	4,595.5	<b>Total</b>	<b>₱17,618.7</b>	<b>₱17,068.9</b>	<b>₱18,184.5</b>	
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Tax and others	3,097.1	3,327.1	4,595.5																				
<b>Total</b>	<b>₱17,618.7</b>	<b>₱17,068.9</b>	<b>₱18,184.5</b>																				
<p>2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor’s objectivity.</p>	<p>Compliant</p>	<p>Annual Report Item 8.2 External Audit Fees and Services, page 57:</p> <p>“The Audit Committee makes recommendations to the Board concerning the external auditors and pre-approves audit plans, scope and frequency before the conduct of the external audit. The Audit Committee reviews the nature of the non-audit related services rendered by the external auditors and the appropriate fees paid for.”</p> <p><a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p>																					

**Supplement to Recommendation 9.3**

1. Fees paid for non-audit services do not outweigh the fees paid for audit services.

A. Annual Report Item 8.2 External Audit Fees and Services, page 57 shows the following:

**Table 8.2 Audit Fees**

<i>In thousands pesos</i>	<b>For the Year Ended December 31</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
Audit	₱14,521.6	₱13,741.8	₱13,589.0
Tax and others	3,097.1	3,327.1	4,595.5
<b>Total</b>	<b>₱17,618.7</b>	<b>₱17,068.9</b>	<b>₱18,184.5</b>

"Tax fees paid to the auditors are for tax compliance and tax advisory services. In 2022, 2021, and 2020, the other fees include fees for limited review services provided."

B. Annual Report Item 8. Changes in and Disagreements with Accountants of Accounting and Financial Disclosure, 8.2 External Audit Fees and Services, page 57:

"The Audit Committee makes recommendations to the Board concerning the external auditors and pre-approves audit plans, scope and frequency before the conduct of the external audit. The Audit Committee reviews the nature of the non-audit related services rendered by the external auditors and the appropriate fees paid for"

<https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf>

Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>The company's external auditor was:</p> <ol style="list-style-type: none"> <li>1. Name of the audit engagement partner: Maria Pilar B. Hernandez</li> <li>2. SEC Accreditation number: SEC Partner Accreditation No. 105007-SEC (Group A) and SEC Firm Accreditation No. 0001-SEC (Group A)</li> <li>3. Date Accredited: January 20, 2022</li> <li>4. Expiry date of accreditation: January 19, 2025 (Valid to cover audit of 2021 to 2025 financial statements of SEC covered institutions)</li> <li>5. Name, address, contact number of the audit firm: SyCip Gorres Velayo &amp; Co. 6760 Ayala Avenue, 1226 Makati City, Philippines Tel: 632-8891-0307</li> </ol>	
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	<p>Information on the Company's external auditor, SGV, follows:</p> <ol style="list-style-type: none"> <li>1. Date it was subjected to SOAR inspection, if subjected: SGV was subjected to SOAR inspection on August 1-12, 2022</li> <li>2. Name of the Audit firm: SGV &amp; Co.</li> <li>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.</li> </ol>	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance	Compliant	The Company disclosed its Sustainability Report in accordance with Global Reporting Initiative (GRI):	

<p>(EESG) issues of its business, which underpin sustainability.</p>		<p><a href="https://bloomberly.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberly.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a></p> <p>The Company has established an ESG Committee.</p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>The Company adopts Global Reporting Initiative (GRI) Standards in Sustainability Reporting:  <a href="https://bloomberly.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberly.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a></p>	

**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**

<p>1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public,</p>	<p>Compliant</p>	<p>The following are communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.):</p>	
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material and relevant information to its shareholders and other investors.		<a href="https://bloomberry.ph/investors">https://bloomberry.ph/investors</a>	
<b>Supplemental to Principle 11</b>			
1. Company has a website disclosing up-to-date information on the following:	Compliant	The Company website contains up to date information: <a href="https://bloomberry.ph/home">https://bloomberry.ph/home</a>	
a. Financial statements/reports (latest quarterly)	Compliant	<a href="https://bloomberry.ph/reports?year=&amp;category=12">https://bloomberry.ph/reports?year=&amp;category=12</a>	
b. Materials provided in briefings to analysts and media	Compliant	<a href="https://bloomberry.ph/investors">https://bloomberry.ph/investors</a> <a href="https://bloomberry.ph/reports?year=&amp;category=13">https://bloomberry.ph/reports?year=&amp;category=13</a>	
c. Downloadable annual report	Compliant	<a href="https://bloomberry.ph/reports?year=&amp;category=6">https://bloomberry.ph/reports?year=&amp;category=6</a> <a href="https://bloomberry.ph/reports?category=3">https://bloomberry.ph/reports?category=3</a>	
d. Notice of ASM and/or SSM	Compliant	<a href="https://bloomberry.ph/minutes-of-the-annual-meeting-of-the-stockholders">https://bloomberry.ph/minutes-of-the-annual-meeting-of-the-stockholders</a> <a href="https://bloomberry.ph/our-company/articles-of-incorporation-and-by-laws">https://bloomberry.ph/our-company/articles-of-incorporation-and-by-laws</a>	
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation and By-Laws	Compliant		
<b>Additional Recommendation to Principle 11</b>			
1. Company complies with SEC-prescribed website template.	Compliant	<a href="https://bloomberry.ph/home">https://bloomberry.ph/home</a>	

**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**

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p>Internal Audit Department of the Company assists the Board and/or the Audit Committee in discharging its governance responsibilities. The audit covers objective assurance and internal consulting services. On a quarterly basis, Chief Audit Executive reports to the Audit Committee on the team’s audit observations and status of remedial actions instituted by the Management.</p> <p>Before the beginning of each year, an Annual Audit Plan, which covers gaming, non-gaming, IT and construction related internal control processes, is presented to the Audit Committee for approval.</p> <p>All completed audit reports based on the Annual Audit Plan are submitted to the Audit Committee for its information. The Audit Committee reviews the audit reports/findings submitted by the Internal Audit and provide oversight on the monitoring the corresponding management commitment action/s taken or to be taken.</p>	
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<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>The Company has Enterprise Risk Management (ERM) Policies &amp; Procedures.</p> <p>The Company has identified Key risks the company is currently facing including: cyber threat/drop in tourist visits due to the perceived deterioration of the political environment of the Philippines, etc.</p> <p>The Company manages the key risks through Risk Minimization and prevention program/risk transfer.</p> <p>On a quarterly basis, the Risk Officer reports the updated Risk Management Profile to the Audit Committee for review. Internal Audit reviews compliance to and effectiveness of the ERM system on an annual basis.</p> <p><a href="http://bloomberry.ph/file-manager/file-manager/Enterprise%20Risk%20Management%20Policy/BRC%20-%20ERM%20Policy.pdf">http://bloomberry.ph/file-manager/file-manager/Enterprise%20Risk%20Management%20Policy/BRC%20-%20ERM%20Policy.pdf</a></p>	
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Supplement to Recommendations 12.1			
<p>1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>	Compliant	<p>The Company has instituted at its operating company level a Compliance Committee Policy which: (a) formally constituted its Compliance Committee, which is chaired by the Senior Vice President for Administration and composed of different representatives from operating departments and business units; and (b) prescribed quarterly meetings for the review, determination and remediation of compliance matters.</p> <p>The Company has likewise created a Compliance Department which: (a) provides support to the Compliance Committee; and (b) handles compliance requirements covering the whole organization.</p> <p>The Management conducts a quarterly review on the Company's compliance with rules and regulations.  <a href="https://edge.pse.com.ph/companyDisclosures/form.do?cmpr_id=49">https://edge.pse.com.ph/companyDisclosures/form.do?cmpr_id=49</a></p> <p><a href="https://bloomberg.ph/reports?category=3">https://bloomberg.ph/reports?category=3</a></p> <p>BRHI, the casino subsidiary of the Company also submits regular reports to PAGCOR.</p>	

**Optional: Recommendation 12.1**

1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.

Compliant

The Company's IT governance process adopts the COBIT 5 principles that assists the Company in achieving its objectives for the governance, management control and assurance of IT.

These principles are:

- 1) Meeting the stakeholders' needs
- 2) Covers the enterprise end-to-end,
- 3) Applying single integrated framework,
- 4) Enabling a holistic approach, and
- 5) Separating governance from management.

The Company's IT Governance is managed by the IT Governance body:

The Executive Management sets the strategic direction of the Company and identifies operational improvement on technological investments. The IT Steering Committee, chaired by the Senior Vice President / Vice President of IT (SVP/VP-IT) with the department heads as members, is responsible for establishing the IT Program Management and Product Enhancement and monitoring project activities across the entire Company's IT projects. Technology Architecture Solution Team facilitates architecture review process of each software applications to ensure its compliance with technical standards. Business Solutions/Project Management Office acts a liaison between with business unit and individual project managers, and identifies detailed project requirements and manages the projects throughout its life cycle. IT Leadership Council ensures that technology investment supports the company's business objectives and strategies.

**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	As of December 31, 2022, the Internal Audit function of the Company comprise of 10 active members: 2 audit staff, 3 audit senior supervisor, 1 assistant manager, 1 manager, 1 senior manager, a Director and the Vice President for Internal Audit or the Chief Audit Executive Five vacant positions are expected to be filled up.	
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**Recommendation 12.3**

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	<p>The Chief Audit Executive of the Company's operating subsidiaries is Ricky Tse. He performs objective assurance and internal consulting services and reports to the Audit Committee on its audit observations and status of remedial actions instituted by the Management on a quarterly basis.</p> <p>Before the beginning of each year, he presents an Annual Audit Plan, which covers gaming, non-gaming, IT and construction related internal control processes, to the Audit Committee for approval. He submits all completed audit reports based on the Annual Audit Plan to the Audit Committee for its information. On a quarterly basis, he reports to the Audit Committee all audit reports/findings and the corresponding management commitment action/s taken or to be taken for their review.</p>	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	Compliant	Ricky Tse, as CAE, oversees and is responsible for the internal audit activity of the organization, including portion that may be outsourced to a third-party service provider.	

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	The Company has not found it necessary to outsource any 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	The Company has a Risk Management Department which identifies, assesses and manages the risks associated with its business to support the vision, mission, goals and objectives set out by the Management's strategic plans.	
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	The Company engages Marsh, a global professional services firm, as its insurance and risk management partner.	

Recommendation 12.5			
<p>1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).</p>	<p>Compliant</p>	<p>Our Executive Vice President, CFO and Treasurer, Estella T. Occeña, is the Corporate Chief Risk Officer. She is being assisted by the VP-Controllershship. Among the functions of the Risk Officer are:</p> <ul style="list-style-type: none"> <li>• Implement and coordinate comprehensive risk management system and policies.</li> <li>• Recommend an ERM system for approval.</li> <li>• Align risk policies and strategies with overall company business plan.</li> </ul> <p>The Chief Risk Officer for the Solaire operating unit is Arcan Lat, the SVP-Chief Financial Officer, and assisted by the Risk Officer, Ma. Estella Abad Santos. The Risk Officer has 13 years risk management experience, 4 of which in insurance and claims management for a global port operator and 9 years in property risk management for Solaire as an integrated entertainment facility. Among the functions of the Risk Officer for the Property are:</p> <ul style="list-style-type: none"> <li>• Develop an ERM system.</li> <li>• Coordinate implementation of risk management process, tools and methodologies. Monitor risk management commitments.</li> <li>• Communicate risk management philosophy and risk based information.</li> </ul>	
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>Compliant</p>	<p>For corporate, Estella T. Occeña – Chief Risk Officer. She is also the Executive Vice President, Chief Financial Officer and Treasurer of the Company.</p> <p>For Solaire operating unit, the Chief Risk officer is the SVP - Chief Financial Officer, Arcan Lat.</p> <p>They both have adequate authority, stature, resources and support to fulfill their responsibilities.</p>	

<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.	Non-Compliant		Although there is no formal attestation, in fact a sound internal audit, control and compliance system is in place and working effectively in the Company.

**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**

<p>1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>MCG Section V Stockholders' Rights and Protection of Minority Stockholders' Interest, pages 24-26  <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance-%202017.pdf</a></p> <p>The Company has not experienced being questioned on the accuracy of its counting of proxies and votes in any stockholders' meetings.</p>	
<p>2. Board ensures that basic shareholder rights are disclosed on the company's website.</p>	<p>Compliant</p>	<p>MCG Section V Stockholders' Rights and Protection of Minority Stockholders' Interest, pages 24-26  <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance-%202017.pdf</a></p>	

**Supplement to Recommendation 13.1**

<p>1. Company's common share has one vote for one share.</p>	<p>Compliant</p>	<p>Each share has one vote.</p>	
<p>2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.</p>	<p>Compliant</p>	<p>MCG Section V Stockholders' Rights and Protection of Minority Stockholders' Interest, pages 24-26  <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance-%202017.pdf</a></p>	

<p>A. Board has an effective, secure, and efficient voting system.</p>	<p>Compliant</p>	<p>Voting systems and procedures are available:</p> <p>A. MCG Section V Stockholders' Rights and Protection of Minority Stockholders' Interest, pages 24-26  <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p> <p>B. SEC Form 20-IS Item 19 – Voting procedures (pages 31 – 32)  <a href="https://bloomberly.ph/storage/download-managers/655/March%2021,%202022%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.PDF">https://bloomberly.ph/storage/download-managers/655/March%2021,%202022%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.PDF</a></p>	
<p>B. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.</p>	<p>Non-Compliant</p>		<p>The “Majority of Minority” shareholders’ approval requirement is applied only when so required by law.</p>
<p>C. Board allows shareholders to call a special shareholders’ meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.</p>	<p>Non-Compliant</p>		<p>The Corporate Governance Manual allows the Board to provide for this at the discretion of the Board.</p>
<p>D. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.</p>	<p>Compliant</p>	<p>MCG Section VI Stockholders’ Rights and Protection of Minority Stockholders’ Interest, pages 24-26 articulated the Company’s policies with respect to treatment of minority shareholders.</p>	

		<a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%20202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%20202017.pdf</a>	
E. Company has a transparent and specific dividend policy.	Non-Compliant		The Company does not have a dividend policy but the Company has declared cash dividends in 2018, 2019 and in 2020.
<b>Optional: Recommendation 13.1</b>			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Non-Compliant		The number of shareholders who appear during stockholders is manageable. The Company does not find it necessary to engage third parties to count or validate the votes.

<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	The notice and agenda of the Annual Stockholders' Meeting were sent out 57 days before the meeting  <a href="https://bloomberly.ph/storage/download-managers/716/February%2022,%202023%20-%20SEC%20Form%2017-C.pdf">https://bloomberly.ph/storage/download-managers/716/February%2022,%202023%20-%20SEC%20Form%2017-C.pdf</a>	

**Supplemental to Recommendation 13.2**

<p>1. Company's Notice of Annual Stockholders' Meeting contains the following information:</p>	<p>Compliant</p>	<p>Notice of Annual Stockholders' Meeting was made available in the Company's website on February 22, 2023:</p> <p><a href="https://bloomberry.ph/storage/download-managers/716/February%2022,%202023%20-%20SEC%20Form%2017-C.pdf">https://bloomberry.ph/storage/download-managers/716/February%2022,%202023%20-%20SEC%20Form%2017-C.pdf</a></p>	
<p>a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)</p>	<p>Non-Compliant</p>	<p>Profiles of directors are in the SEC Form 20-IS Definitive Information Statement contains profiles of directors:</p> <ul style="list-style-type: none"> <li>Part I. . B. Control and Compensation Information Item 5 – Directors and Executive Officers, pages 11 - 18</li> </ul> <p><a href="https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p>	<p>The age, academic qualifications, experience, and other directorships in listed companies) of all directors are provided except for date of first appointment.</p>
<p>b. Auditors seeking appointment/re-appointment</p>	<p>Compliant</p>	<p>Information about the external auditors are in SEC Form 20-IS Definitive Information Statement contains information on the Company's external auditors:</p> <ul style="list-style-type: none"> <li>Item 7 – Independent Public Accountants, page 20 - 21</li> </ul> <p><a href="https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p>	
<p>c. Proxy documents</p>	<p>Compliant</p>	<p>Information about proxy documents are in SEC Form 20-IS Definitive Information (pages 4 - 7) Statement:</p> <p><a href="https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf">https://bloomberry.ph/storage/download-managers/722/March%2021,%202023%20-%20BLOOM%20Definitive%20SEC%20Form%2020-IS.pdf</a></p> <p>However, management does not ask for proxy.</p>	

Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Non-compliant		The agenda items of the annual stockholders' meeting are simple and self-explanatory. The Company deems it redundant and confusing to provide the rationale for the agenda items 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.	Non-Compliant		The details of the result of the Annual meeting is disclosed immediately when it is considered a material event or information. Otherwise, the result shown in the minutes of the stockholders meeting is posted in the website, but not on 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	The minutes of the meeting of the annual stockholders meeting are posted within 5 business days.  <a href="https://bloomberry.ph/file-manager/file-manager/2023%20ASM%20registration%20procedures%20in%20pdf/April%2028,%202023%20-%20BLOOM%20Minutes%20of%20the%20Annual%20Stockholders%20Meeting%20on%2020%20April%202023.pdf">https://bloomberry.ph/file-manager/file-manager/2023%20ASM%20registration%20procedures%20in%20pdf/April%2028,%202023%20-%20BLOOM%20Minutes%20of%20the%20Annual%20Stockholders%20Meeting%20on%2020%20April%202023.pdf</a>	

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	The most recent ASM last April 20, 2023 was held virtually and representatives of SGV, the external auditor, were given credentials and were present during the ASM when the audited financial statements is presented for approval.	
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.	Non-Compliant		No intra-corporate dispute has been raised as would require such alternative dispute resolution.
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	MCG Sec 2.6.12 contains the following: "Any dispute between the corporation and its stockholders as well as the corporation and third parties, including the regulatory authorities, shall be resolved in accordance with Republic Act 9285, otherwise known as "Alternative Dispute Resolution Act of 2004" with the approval or consent of such other parties in compliance with law." <a href="http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%20202017.pdf">http://bloomberly.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%20202017.pdf</a>	

Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	The officer/office responsible for investor relations, was: 1. Name of the person: Jonas R. Ramos 2. Telephone number: (+632) 8883-8920 3. Fax number: 8883-8545 4. E-mail address: <a href="mailto:jonasramos@solaireresort.com">jonasramos@solaireresort.com</a>	
2. IRO is present at every shareholder's meeting.	Compliant	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	There is no anti-takeover measures or similar devices applicable to the Company.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	The public float of the Company as of December 31, 2022 was 33.82%.  A. Annual Report: Part II – Securities of the Registrant, Item 5.2 Holders (page 24 - 25): <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a>  B. Public Ownership Report <a href="https://bloomberly.ph/storage/download-managers/712/January%2012,%202023-%20Public%20Ownership%20Report.pdf">https://bloomberly.ph/storage/download-managers/712/January%2012,%202023-%20Public%20Ownership%20Report.pdf</a>	

**Optional: Principle 13**

<p>1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting</p>	<p>Non-Compliant</p>		<p>The Company has no policies and practices to encourage shareholders' participation beyond ASM. However, they are welcome to communicate with the Company as the contact details of the Company and its officers are public record. The Company responds to communications from any stockholder.</p>
<p>2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.</p>	<p>Compliant</p>	<p>The Company provided voting through electronic means using the facilities of Convene during the last annual stockholders meeting.</p>	

**Duties to Stakeholders**

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

**Recommendation 14.1**

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>Compliant</p>	<p>For suppliers and vendors, under the company's Vendor Management Policy, "The Company is committed in establishing good business relationship with vendors as key partners to the success of the organizations."</p> <p>For employees, SIKAT (Solaire Inspiring Key Achieving Team Members) Awards program recognizes the most outstanding, dedicated and professional team members who provide a level of service that is way beyond guests' expectation and tremendously contributes to build brand and loyalty. 5-Year and 10-Year Service Awards were also given to team members in their 5<sup>th</sup> year and 10<sup>th</sup> year of service, respectively.</p> <p>For customers, while we encourage patrons to have fun, we ask them to play responsibly. Banned persons are not allowed to enter, stay or play in the casino gaming area. All winnings of a Banned Person are forfeited. We direct those who need professional assistance to the Bridges of Hope Drugs and Alcohol Rehabilitation Foundation Inc. Paranaque: (+632) 7622-0193   0917-5098826 <a href="http://www.bridgesofhope.com.ph">www.bridgesofhope.com.ph</a></p>	
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Recommendation 14.2			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>The Corporate Governance Manual Company provides for protection of minority shareholders rights. <a href="http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf">http://bloomberry.ph/file-manager/file-manager/Manual%20on%20Corporate%20Governance/BRC%20-%20Amended%20Manual%20on%20Corporate%20Governance%20-%202017.pdf</a></p>	
Recommendation 14.3			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Non-Compliant</p>		<p>The Company is open to complaints communicated by stakeholders. The contact details of relevant officers of the Company are publicly available and may be used by any stakeholder who wants to raise a matter of concern to the Company.</p> <p>Even if the company has no whistle-blowing policy, we would receive information on certain violations of rules which we then investigate.</p>
Supplement to Recommendation 14.3			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	<p>Non-Compliant</p>		<p>No disputes with stakeholders have been raised with the Company as would require the voluntary alternative dispute resolution system.</p>

Additional Recommendations to Principle 14			
<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	Compliant	<p>We do not ask for exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue.</p> <p>There are instances when we are required by PSE to explain a news item, where we ask for more time to submit the explanation because verification of information usually requires more time.</p>	
<p>2. Company respects intellectual property rights.</p>	Compliant	<p>The Company or any of its subsidiaries is not a defendant or respondent in any dispute involving intellectual property rights.</p>	

Optional: Principle 14			
<p>1. Company discloses its policies and practices that address customers' welfare</p>	<p>Compliant</p>	<p>A. The Company disclosed customer satisfaction, programs and initiatives in its Sustainability Report:</p> <p><a href="https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a></p> <p>The integrated resort's website contains the link to Responsible Gaming which provides that, while we encourage patrons to have fun, we ask them to play responsibly. (<a href="http://bloomberry.ph/file-manager/file-manager/Responsible%20Gaming/Solaire%20Resort%200&amp;%20Casino%20-%20Responsible%20Gaming.pdf">http://bloomberry.ph/file-manager/file-manager/Responsible%20Gaming/Solaire%20Resort%200&amp;%20Casino%20-%20Responsible%20Gaming.pdf</a>)</p> <p>Banned persons are not allowed to enter, stay or play in the casino gaming area. All winnings of a Banned Person is forfeited. We direct those who need professional assistance to the Bridges of Hope Drugs and Alcohol Rehabilitation Foundation Inc. Paranaque: (+632) 7622-0193   0917-5098826 <a href="http://www.bridgesofhope.com.ph">www.bridgesofhope.com.ph</a></p> <p>B. The company has a Solaire Rewards Program where members are entitled to earn points as they play that be used for Free-play, hotel stay, dining and retail merchandise. <a href="https://www.solaireresort.com/rewards">https://www.solaireresort.com/rewards</a></p>	
<p>2. Company discloses its policies and practices that address supplier/contractor selection procedures</p>	<p>Compliant</p>	<p>The Company disclosed supplier accreditation and procurement practices in its Sustainability Report.</p> <p><a href="https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a></p>	

**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**

<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.</p>	<p>Compliant</p>	<p>The Company disclosed employee engagement and recognition programs in its Sustainability Report with Global Reporting Initiative (GRI) Index:</p> <p><a href="https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a></p> <p>To ensure employee involvement in the realization of the company's goals, there is a SIKAT Awards program which recognizes the most outstanding, dedicated and professional team members who provide a level of service that is way beyond guests' expectation and tremendously contributes to build brand and loyalty. This is an internal policy not posted in the website.</p> <p>We observe Service Standards that create positive experience with the guests: acknowledging guests, making eye contact, smiling and greeting; personalized customer interaction; understanding customer needs; and personally taking action to handle requests or problems.</p>	
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Supplement to Recommendation 15.1			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.</p>	<p>Compliant</p>	<p>A. The Company disclosed employee salary and benefits in its Sustainability Report with Global Reporting Initiative (GRI) Index:</p> <p><a href="https://bloomberly.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberly.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a></p> <p>B. Annual Report Part IV – Management and Certain Security Holders, Item 10. Executive Compensation (pages 62-63) <a href="https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf">https://bloomberly.ph/storage/download-managers/718/2022%20BLOOM%20SEC%20form%2017-A.pdf</a></p> <p>The Company has a Stock Incentive Plan (SIP) which awards and incentivizes directors, officers, and employees, at the same time aligns their interests with those of the shareholders.</p>	
<p>2. Company has policies and practices on health, safety and welfare of its employees.</p>	<p>Compliant</p>	<p>The Company disclosed employee salary and benefits in its Sustainability Report with Global Reporting Initiative (GRI) Index:</p> <p><a href="https://bloomberly.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberly.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a></p> <p>The Company has a strong commitment to meeting the needs of employees and workers striving to ensure their health, safety and welfare.</p> <p>As a commitment to ensuring health and safety in the workplace, the Company adopts Occupational Safety</p>	

		<p>and Health (OSH) Policy, which dictates that the Company must always comply with all applicable OSH laws, rules, and regulations. The company implements strict compliance with all applicable OSH Laws and other requirements.</p> <p>The OHS Policy is in accordance with the requirements of ISO 45001:2018 standard and DO198-18 (Chapter IV, Section 12). The Policy Statement is posted in conspicuous back-of-house employee areas as required by the ISO 45001 standard to ensure that team members are informed of OHS rules and regulations. Solaire also maintains a Health, Safety, and Environment (HSE) Committee responsible for identifying, controlling, and monitoring OSH risks on our property. By proactively identifying risks, the committee can formulate, implement and continually improve relevant programs that improve the company's OSH programs and the OSH Management System.</p> <p>Solaire advocates Safe Accident-Free Environment (SAFE) Campaign outlining Hazard identification and assessment and response practices and procedures to address hazard that may be present in the facility.</p> <p>In addition, as part of ensuring that the team members are physically well, TMS undergo Annual Physical Examination (APE) which includes CBC and other blood tests, ECG, Chest X-ray, Urine and Stool exams, Pap Smear and Physical Exams.</p> <p>Local team members are covered by medical plans under an HMO, Maxicare Healthcare Corporation. They can avail of healthcare services (out-patient, in-patient or emergency cases) by presenting their Certificate of Coverage along with their valid Company ID or any</p>	
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		government-issued ID to any of Maxicare accredited facilities. The company provide free Flu vaccines shots for all Team Members.	
3. Company has policies and practices on training and development of its employees.	Compliant	The Company disclosed Employee Training and Development Programs in its Sustainability Report : <a href="https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a>	
<b>Recommendation 15.2</b>			
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.	Non-Compliant		The company's Team Member Code of Good Behavior prohibits acts of corruption but this Code of Good Behavior is internal to the company and is not posted in the website.
2. Board disseminates the policy and program to employees across the organization through s to embed them in the company's culture.	Compliant	The Team Member Code of Good Behavior book is given to all team members. They are required to acknowledge receiving the book, agree to take good care of the book and return the same upon cessation of their employment.	
<b>Supplement to Recommendation 15.2</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Non-Compliant		The Team Member Code of Good Behavior book contains a list of violations and corrective actions. However, the company's Team Member Code of Good Behavior book is internal to the company

			and is not posted in the website.
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Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Non-Compliant		<p>Even if the company has no whistle-blowing policy, we would receive information on certain violations of rules which is then investigated.</p> <p>BRHI and SPI, the operating subsidiaries of the Company, have a whistleblower policy.</p>
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Non-Compliant		<p>Even if the company has no whistle-blowing policy, we would receive information on certain violations of rules which is then investigated.</p> <p>BRHI and SPI, the operating subsidiaries of the Company, have a whistleblower policy.</p>
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Non-Compliant		<p>Even if the company has no whistle-blowing policy, we would receive information on certain violations of rules which is then investigated.</p> <p>BRHI and SPI, the operating subsidiaries of the Company, have a whistleblower policy.</p>

<b>Principle 16:</b> 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.			
<b>Recommendation 16.1</b>			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	<p>A. The Company disclosed various outreach programs in collaboration with its local communities in its Sustainability Report with Global Reporting Initiative (GRI) Index:  <a href="https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a></p> <p>B. BRHI also supports the program against Problem Gambling and Addiction.</p>	

<b>Optional: Principle 16</b>			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	<p>As part of its continuous efforts in sustainability, the Company, has published its Sustainability Report:  <a href="https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a></p>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>The Company disclosed its CSR programs in its Sustainability Report with Global Reporting Initiative (GRI) Index:  <a href="https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf">https://bloomberry.ph/file-manager/file-manager/Sustainability%20Report%202022/Solaire%20Sustainability%20Report%202022%20--.pdf</a></p>	

IN WITNESS WHEREOF, I have hereunto set my hand on MAY 30 2023 in  
MAKATI CITY.

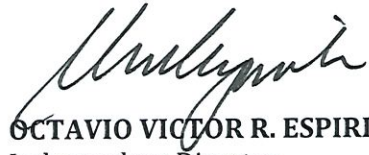
  
**ENRIQUE K. RAZON, JR.**  
Chairman of the Board and  
Chief Executive Officer

IN WITNESS WHEREOF, I have hereunto set my hand on MAY 30 2023 in  
MAKATI CITY.




**THOMAS ARASI**  
President and Chief Operating Officer

IN WITNESS WHEREOF, I have hereunto set my hand on MAY 30 2023 in  
MAKATI CITY.



**OCTAVIO VICTOR R. ESPIRITU**  
Independent Director

IN WITNESS WHEREOF, I have hereunto set my hand on MAY 30 2023 in  
MAKATI CITY.



**DIOSDADO M. PERALTA**  
Independent Director

IN WITNESS WHEREOF, I have hereunto set my hand on MAY 30 2023 in  
MAKATI CITY




**SILVERIO BENNY J. TAN**  
Corporate Secretary and Compliance Officer

SUBSCRIBED AND SWORN to before me this MAY 30 2023 at Makati City, affiants exhibiting to me the following:

Name	Government Issued ID No.	Date and Place of Issue
Enrique K. Razon, Jr.	Passport No. P1367844C	19 August 2022 / DFA Manila
Thomas Arasi	Passport No. 561534926	23 March 2017 / U.S.A.
Octavio R. Espiritu	Passport No. P6345986B	22 February 2021 / DFA NCR South
Diosdado M. Peralta	Passport No. P4945402B	26 February 2020 / DFA Manila
Silverio Benny J. Tan	Passport No. P4294418B	04 January 2020 / DFA, NCR East

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Page No. 31 ;  
Book No. I ;  
Series of 2023.

  
**TRIXIA MARIE I. VERGARA**  
Appointment No. M-321  
Notary Public for Makati City  
Until December 31, 2024  
Liberty Center-Picazo Law  
104 H.V. Dela Costa Street, Makati City  
Roll of Attorney's No. 80584  
PTR No. 9573203/Makati City/01-07-2023  
IBP No. 292503/Rizal (RSM)/01-05-2023  
Admitted to the bar in 2022