COVER SHEET

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S.E.C. Registration Number

A N G L O P H I L I P P I N E H O L D I N G S

C O R P O R A T I O N

(Company's Full Name)

6 t h F l o o r , Q u a d A l p h a C e n t r u m

B u i L d i n g , 1 2 5 P i o n e e r S t r e e t

M a n D a l u y o n G C i t y

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

Atty. Iris Marie Marie U. Carpio-Duque	+63(2)6315139
Contact Person	Company Telephone Number

Integrated Annual Corporate Governance Report 2024

(I-ACGR)

0 5	3 0			
Month	*Day*	**FORM TYPE**	*Month*	*Day*

Secondary License Type, If Applicable

S E C

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

SECURITIES AND EXCHANGE COMMISSION

SEC FORM – I – ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended 2024

2. SEC Identification Number 14102 3. BIR Tax Identification No. 000-175-630

4. Exact name of issuer as specified in its charter ANGLO PHILIPPINE HOLDINGS CORP.

5. Philippines
   Province, Country or other jurisdiction of Incorporation or organization

6. [ ] (SEC Use Only)
   Industry Classification Code:

7. Quad Alpha Centrum, 125 Pioneer Street, Mandaluyong City 1550
   Address of principal office Postal Code

8. (632) 8635-6130
   Issuer's telephone number, including area code

9. N/A
   Former name, former address, former fiscal year, if changed since last report

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT / NON – COMPLIANT	**ADDITIONAL INFORMATION**	**EXPLANATION**
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long-term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector	Compliant	Please see Company's website: Board of Directors https://www.anglophil.com/1h2_board_directors.html Annual Report 2024 https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
2. Board has an appropriate mix of competence and expertise.	Compliant		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant		
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors	Compliant	The Board composed of eleven (11) directors of which eight (8) of them are non-executive directors. Please see Company's website: Board of Directors https://www.anglophil.com/1h2_board_directors.html	

		Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors	Compliant	Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
2. Company has an orientation program for first time directors	Compliant	The Company ensures that all directors are properly oriented upon joining the Board. New members of the Board are appropriately apprised of their duties and responsibilities, before beginning their directorships. The Company strongly believes in continuous learning. Training and Development is given utmost importance in the Company across all levels. Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
3. Company has relevant annual continuing training for all directors	Compliant		
Recommendation 1.4			
1. Board has a policy on board diversity	Compliant	Please see "The Diversity Policy" Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	

		Currently, the Board compose of two (2) female directors out of eleven directors of the Company, namely Presentacion S. Ramos and Maureen Alexandra S. Ramos. Please see Company's website: Board of Directors for Board Composition https://www.anglophil.com/1h2_board_directors.html	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	Please see "The Diversity Policy" Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	The board is assisted by its Corporate Secretary, Atty. Iris Marie U. Carpio-Duque Please see Company's website: Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html For Duties and Responsibilities see Annual Report 2024	

2. Corporate Secretary is a separate individual from the Compliance Officer.	Non-compliant	https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	The Company has assigned an Assistant Corporate Secretary to assist the Corp. Secretary on his/her duties.
3. Corporate Secretary is not a member of the Board of Directors	Compliant	Please see Company's website: Board of Directors https://www.anglophil.com/1h2_board_directors.html	
4. Corporate Secretary attends training/s on corporate governance	Compliant	Please see Company's website: Certificate of Attendance on In-House Corporate Governance Training Program https://www.anglophil.com/disclosures2024/APO_2024_1129_sec17c_certificate_participation_2024_cg_seminar.pdf	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five (5) business days before scheduled meeting.			
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	The board is assisted by its Compliance Officer; Atty. Iris Marie U. Carpio-Duque and she is not a Board member. Please see Company's website: https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
2. Compliance Officer has a rank of Senior Vice-President or an equivalent position with adequate stature and authority in the corporation	Compliant		

		Please see Company's website: Board of Directors https://www.anglophil.com/1h2_board_directors.html Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
3. Compliance Officers is not a member of the board	Compliant		
4. Compliance Officer attends training/s on corporate governance	Compliant	Please see Company's website: Certificate of Attendance on In-House Corporate Governance Training Program https://www.anglophil.com/documents14/2024%20APO%20Corporate%20Governance%20Seminar.pdf	The certificate of attendance has been uploaded in the Company's website.
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 stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Please see Company's website: Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	

Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The Board reviews and approved the Company's business objectives and strategy, and monitor their implementation, in order to sustain the Company's long-term viability and strength, during Board meeting. Please see Company's website: Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
2. Board oversees and monitors the implementation of the company's business objectives and strategy	Compliant		
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values	Compliant	Please see Company's website: "Vision and Mission Statement" https://www.anglophil.com/1h1_corp_profile.html https://www.anglophil.com/2cg5_code_of_ethics.html	
2. Board has strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	Please see Company's website: Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson	Compliant	Mr. Gerard Anton S. Ramos has been the Chairman of the company for the past two years. His qualifications can be found in the following:	

		Please see Company's website: Board of Directors https://www.anglophil.com/1h2_board_directors.html https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management	Compliant	There is no retirement age policy for Directors, for as long as a director is capable of performing the functions of his office and is able to promote the interest of the Company, he may be re-elected for another term.	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		The Company has a Retirement Plan covers all Employees, including Key Officers and the Executive Directors. This is contained in the Company's Manual of Procedures.
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company	Compliant	Non-executive Directors do not receive compensation for their services as such. Directors only receive reasonable per diem for every meeting they participate in. Directors who are employees of the Company or any of its subsidiaries shall receive no additional compensation for	The Company's remuneration policy is composed of: fixed remuneration (General compensation) short-term variable remuneration (performance incentive allowance and bonuses) and
2. Board adapts a policy specifying the relationship between remuneration and performance.	Compliant		

		serving as Directors other than the reasonable per diem.	long-term incentives (Retirement Plan)
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant		Directors do not participate in the deliberation/s on matters of potential conflict of interest.
Optional Recommendation 2.5			
1. Board approves the remuneration of senior executives.		Provide proof of board approval	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.		Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.	
Recommendation 2.6			
1. Board has a formal and transparent nomination and election policy	Compliant	Please see Nomination Committee Charter https://www.anglophil.com/documents14/apo_committee_charter_cgovernance_and_nominations.pdf	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant	Please see Nomination Committee Charter https://www.anglophil.com/documents14/apo_committee_charter_cgovernance_and_nominations.pdf	

4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	Please see Nomination Committee Charter https://www.anglophil.com/documents14/apo_committee_charter_cgovernance_and_nominations.pdf	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant	Please see Nomination Committee Charter https://www.anglophil.com/documents14/apo_committee_charter_cgovernance_and_nominations.pdf	
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	Please see Nomination Committee Charter https://www.anglophil.com/documents14/apo_committee_charter_cgovernance_and_nominations.pdf	
Optional: Recommendation 2.6			
1. Company uses professional search firms or other external sources of candidates (such as directors.			
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Please see Manual on Corporate Governance. "Related Party Transaction Policy" https://www.anglophil.com/disclosures2017/APO_2017_0601_revised_cg_manual.pdf	All related party transactions are based on prevailing market/commercial rates at the time of the transaction. Where it is required under the Corporation Code to submit corporate matters to stockholders for approval and such matters are Related Party

		https://www.anglophil.com/documents14/APHC%20Related%20Party%20Transaction%20Policy.pdf	Transactions, the related parties involved inhibit themselves from voting on the matter. All related party transactions are fully disclosed and subjected to regular audit by the external and internal auditors.
2. Provide policy includes appropriate review and approval of material RPTs, which and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Please see Manual on Corporate Governance. "Related Party Transaction Policy" https://www.anglophil.com/2cg2_cg_manual.html https://www.anglophil.com/documents14/APHC%20Related%20Party%20Transaction%20Policy.pdf	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	Please see Manual on Corporate Governance. "Related Party Transaction Policy" https://www.anglophil.com/2cg2_cg_manual.html https://www.anglophil.com/documents14/APHC%20Related%20Party%20Transaction%20Policy.pdf	

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 de minimis or transactions that need not be reported or announced, 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	All Related Party Transactions must be subjected for approval of the Board, regardless of amount involved, and are fully disclosed in the Company's Financial Statement. Please see Manual on Corporate Governance. "Related Party Transaction Policy" https://www.anglophil.com/2cg2_cg_manual.html https://www.anglophil.com/documents14/APHC%20Related%20Party%20Transaction%20Policy.pdf Annual Reports and Quarterly Reports (please see Company's website) https://www.anglophil.com/3d1_disclosures.html	
2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.		Annual Corporate Governance 2016 https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf https://www.anglophil.com/documents14/APHC%20Related%20Party%20Transaction%20Policy.pdf	Where it is required under the Corporation Code to submit corporate matters to stockholders for approval and such matters are Related Party Transactions, the related parties involved inhibit themselves from voting on the matter.

Recommendations 2.8			
1. Board is primarily responsible 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)	Compliant	Please see Manual on Corporate Governance. https://www.anglophil.com/disclosures2017/APO_2017_0601_revised_cg_manual.pdf The Management team is currently composed of, Adrian Paulino S. Ramos, (President & CEO, Adrian S. Arias, (EVP-Legal and Admin), Iris Marie U. Carpio-Duque (Compliance Officer) & Gilbert V. Rabago, (Treasurer and Chief Risk Officer).	
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 Compliances Officer and Chief Audit Executive).	Compliant	Please see the Corporation's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Please see Corporation's website http://www.anglophil.com	
Recommendations 2.9			
1. Board establishes an effective performance management framework that ensures Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Please see the Corporation's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	

2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management	Compliant	Please see the Corporation's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
Recommendations 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Please see the Corporation's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Conflict of Interest https://www.anglophil.com/documents14/APHC%20Conflict%20of%20Interests%20Policy.pdf	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management members and shareholders.	Compliant		
3. Board approves the internal Audit Charter	Compliant	Provide reference or link to the company's Internal Audit Charter.	The Internal Audit Charter is subject to approval by the Board of Directors.
Recommendations 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	Please see Risk Management System https://www.anglophil.com/2cg6_risk_management_system.html Annual Corporate Governance 2017 https://www.anglophil.com/disclosures2018/APO_2018_0628_sec_integrated_acgr_2017_amended_x.pdf	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant		

Recommendations 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Please see the Company's Board Charter https://www.anglophil.com/documents14/apo_board_charter.pdf	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company's website	Compliant		
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy	Compliant	Please see the Company's Inside Trading Policy https://www.anglophil.com/documents14/APHC%20Insider%20Trading%20Policy.pdf	
Optional Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.			
2. Company discloses the types of decision requiring board of director's approval.			
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.			

Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	Please see attached Board Committees https://www.anglophil.com/2cg1_corporate_governance.html	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	Please see Audit Committee Charter https://www.anglophil.com/documents14/APHC%20Audit%20Committee%20Charter.pdf	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors; the majority of whom including the Chairman is independent.	Compliant	The Audit Committee is headed by its Chairman, Laurito E. Serrano who is an Independent Director. Audit Committee's is responsible to recommend the appointment and removal of the company's external auditor. Please see Audit Committee Charter https://www.anglophil.com/documents14/APHC%20Audit%20Committee%20Charter.pdf	
3. All the members of the committee have relevant background, knowledge, skills and or experience in the areas of accounting, auditing and finance.	Compliant	Please see the Company's 2024 Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	

		Please see Audit Committee Charter https://www.anglophil.com/documents14/APHC%20Audit%20Committee%20Charter.pdf	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of or of any other committee	Compliant	Please see under Corporate Governance, Board Committees https://www.anglophil.com/2cg1_corporate_governance.html Board of Directors https://www.anglophil.com/1h2_board_directors.html	The Chairman of the Audit Committee (AC) is NOT the Chairman of the Board and holds only the AC chairmanship.
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Please see Audit Committee Charter https://www.anglophil.com/documents14/APHC%20Audit%20Committee%20Charter.pdf	The Company's independent auditor shall be prohibited from providing non-audit services unless having received previous written approval from the Audit Committee.
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Please see Audit Committee Charter https://www.anglophil.com/documents14/APHC%20Audit%20Committee%20Charter.pdf	The Audit Committee shall meet at least twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter
Optional: Recommendation 3.2			
1. Audit Committee meets at least four times during the year.		Indicate the number of Audit Committee meetings during the year and provide proof.	

2. Audit Committee approves the appointment and removal of the internal auditor.		Provide Proof that the Audit Committee approved the appointment and removal of the internal auditor.	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	Compliant	Please see the Company's Board Committees https://www.anglophil.com/2cg1_corporate_governance.html	Result of 2024 ASM and Organizational Meeting https://www.anglophil.com/disclosures2024/APO_2024_0726_sec17c_result_of_2024_asm.pdf
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Compliant	The Company has three (3) independent directors as approved from the Annual Stockholders Meeting July 28, 2023 and Board of Directors meeting June 14, 2023 amending the Company's By-Laws to establish three (3) independent directors	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	Corporate Governance & Nomination Committee Chairman is Mr. Honorio A. Poblador, III who is an Independent Director.	https://www.anglophil.com/2cg1_corporate_governance.html
Optional: Recommendation 3.3			
1. Corporate Governance Committee meet at least twice the year.		Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	

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.	Compliant	The Audit Committee discharges the functions of the BROC as part of the annual review of the company's financial statement. Based on the Assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation. Please see Company's website: Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-Compliant	The Company has three (3) independent directors as approved from the Annual Stockholders Meeting July 28, 2023 and Board of Directors meeting June 14, 2023 amending the Company's By-Laws to establish three (3) independent directors	Notwithstanding that the BROC has not been constituted, the composition of the Audit Committee is compliant with these requirements.
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non-Compliant		BROC has not been constituted yet.
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Non-Compliant		BROC has not been constituted yet.

Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all materials related party transactions of the company.	Compliant	The Company's does not have a separate RPT. The Audit Committee discharges the functions of the RPT Committee as part of the annual review of the company's financial statement. Based on the Assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Company. Please see the Corporation's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant		
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Corporate Governance https://www.anglophil.com/2cg1_corporate_governance.html Annual Corporate Governance 2016 https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf Please see Corporation's website https://www.anglophil.com/	

2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	Corporate Governance https://www.anglophil.com/2cg1_corporate_governance.html Annual Corporate Governance 2017 Please see Corporation's website https://www.anglophil.com/disclosures2018/APO_2018_0628_sec_integrated_acgr_2017_amended_x.pdf	
3. Committee Charters were fully disclosed on the company's website.	Compliant	Corporate Governance https://www.anglophil.com/2cg1_corporate_governance.html Annual Corporate Governance 2017 Please see Corporation's website https://www.anglophil.com/disclosures2018/APO_2018_0628_sec_integrated_acgr_2017_amended_x.pdf	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Please the Minutes of Annual Stockholders Meeting https://www.anglophil.com/3d4_stockholders_meeting_minutes.html	

2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Board Materials (for presentation and approval) are distributed to the Members of the Board days before the actual meeting. This gives them ample time to review the matters for discussion in the Board meeting.	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	Board members actively participate during presentation Management Report and financial matters that may have a material impact on the Company's financial position.	Board members actively participate during presentation Management Report and financial matters that may have a material impact on the Company's financial position.
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf Please see the Corporation's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	The non-executive directors of the Board may concurrently serve as directors to five publicly listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the Company – 4.2 MCG Manual on Corporate Governance Please see Corporation's website http://www.anglophil.com

Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	Please see the Corporation's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	A director shall notify the Board where he/she is an incumbent director before accepting a directorship in another company. – 4.3
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	Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
2. Company schedules board of directors' meetings before the start of the financial year. 3.	Compliant	Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
4. Board of directors meets at least six times during the year.	Compliant	Please see Board Meeting Attendance https://www.anglophil.com/2cg1_corporate_governance.html	
5. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-compliant		Under Company by-laws, a quorum at any meeting shall consist of a majority of the entire membership of the Board. A majority of such quorum shall decide any question that may come before the meeting Please see Company's website: By Laws https://www.anglophil.com/1h6_by_laws.html

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.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	The Corporation currently has three (3) independent directors, consistent with this Recommendation 5.1., although the By-laws provides that "the Company shall have two (2) independent directors or at least 20% of its board size, at any one time, whichever is lesser." Please see Company's website: Board of Directors https://www.anglophil.com/1h2_board_directors.html By Laws https://www.anglophil.com/1h6_by_laws.html
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html By Laws https://www.anglophil.com/1h6_by_laws.html	

		Annual Corporate Governance Report http://anglophil.com/disclosures2017/APO_2016_acgr.pdf	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html By Laws https://www.anglophil.com/1h6_by_laws.html	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012)	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Information Statement, page 12 https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
2. The Company bars an independent director from serving such capacity after the term limit of nine years.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
3. The instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	

Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Mr. Gerard Anton S. Ramos is currently serving as Chairman of the Company. The position of CEO is currently held by the President, Mr. Adrian Paulino S. Ramos.	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Annual Corporate Governance Report http://anglophil.com/disclosures2017/APO_2016_acgr.pdf
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Annual Corporate Governance Report https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf	
Recommendation 5.5			
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 Company has 3 Independent Directors and both are of the same stature and experience. They exercise chairmanship over their respective committees.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	The voting results over such transactions during board meeting are reflected in the minutes of meeting.	

Recommendation 5.7			
1. The non-executive directors (NED) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	The Audit Committee meets at least twice a year during planning and result of annual audit, without the presence of any executives.
2. The meetings are chaired by the lead independent director.	Non-compliant		Currently, Company has no lead independent director. The meeting is headed by the Chairman of the Audit Committee, Mr. Serrano an Independent Director
Optional Principal 5			
1. None of the directors is a former CEO of the company in the past 2 years. 2.	Compliant	Provide name/s of the company CEO for the past 2 years	
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possess the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html See The Board and Management Performance Evaluation Policy p. 30-31 Annual Corporate Governance Report http://anglophil.com/disclosures2017/APO_2016_acgr.pdf	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		

5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		The company will engage the external facilitator as the need arises.
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Committee Charters https://www.anglophil.com/2cg1_corporate_governance.html	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	Please see the Corporation's Manual on Corporate Governance http://www.anglophil.com/disclosures2017/APO_2017_0601_revised_cg_manual.pdf	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interest of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/disclosures2017/APO_2017_0601_revised_cg_manual.pdf Code of Business Conduct and Ethics https://www.anglophil.com/2cg2_corp_policies.html	

2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	The Corporation's Code of Business Conduct is disseminated immediately to newly appointed member of the Board, senior management, and employee, as applicable. Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Code of Business Conduct and Ethics https://www.anglophil.com/2cg2_corp_policies.html	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Code of Business Conduct and Ethics https://www.anglophil.com/2cg2_corp_policies.html	
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.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Code of Business Conduct and Ethics https://www.anglophil.com/2cg2_corp_policies.html	

Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Code of Business Conduct and Ethics https://www.anglophil.com/2cg2_corp_policies.html	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		
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			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that give a fair and complete picture of a company's financial condition, results and business operations.	Compliant	Please see: https://www.anglophil.com/disclosures2017/APO_2017_0601_revised_cg_manual.pdf	
Supplement to Recommendations 8.1			
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	Compliant	The Corporation complies with the disclosure requirements of its annual and quarterly consolidated reports. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five	

published within forty-five (45) days from the end of the reporting period.		(45) days from the end of the reporting period. These reports are uploaded in the Company's website. Please see Annual Reports and Quarterly Reports Disclosure in the Company's website www.anglophil.com	
2. Company discloses in its annual report the principal risks associated with the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.	Compliant	Please see the Company's Annual Report. https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose / report to the company any dealings in the company's shares within three business days.	Compliant	The Corporation complies and adopts with the SEC's disclosure requirements on any dealings by any of its directors in the Corporation's shares and reported thru SEC Form 23B. Please see Company's website http://www.anglophil.com	Please see disclosures under SEC form 23B https://www.anglophil.com/3d1_disclosures.html
2. Company has a policy requiring all officers to disclose / report to the company any dealings in the company's shares within three business days.	Compliant		

Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market. (e.g. share buy-back program)	Compliant	Please see the Corporation's Definitive Information Statement of 2024, Annual Corporate Governance Report, Public Ownership Report and Top 100 Shareholders in the Company's website. Please see Corporation's website http://www.anglophil.com)	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Please see the relevant and material information on key executives to evaluate their experience and qualifications in the Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf Annual Corporate Governance Report https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	Please see the relevant and material information on key executives to evaluate their experience and qualifications in the Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	

		Annual Corporate Governance Report https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	Please the Company's Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf Annual Corporate Governance Report https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf Please see RPT Policy, Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html https://www.anglophil.com/documents14/apo_policy_material_related_party_transactions.pdf	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant		
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant		
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	Please refer to Recommendation 2.7	

2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	Please refer to the Company's Annual Report under Related Party Transactions, Note 21 https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Directors to disclose their interests in transactions or any other conflict of interests during the Board Meeting at which such transactions are discussed. Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
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	Please refer to Recommendation 2.7	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	Please see SEC Form 17 C uploaded in the Company's Website https://www.anglophil.com/3d1_disclosures.html	Please see Corporation's website https://www.anglophil.com/3d1_disclosures.html

2. Board appoints an independently partly to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Compliant	There is no transaction requiring the appointment of independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	
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 known 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	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		
3. Company's MCG is posted on its company website.	Compliant		
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	

Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information.	
a. Corporate Objectives	Compliant	https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
b. Financial performance indicators	Compliant	https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
c. Non-financial performance indicators	Compliant	https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
d. Dividend Policy	Compliant	https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
e. Biographical details (at least age academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
f. Attendance details of each director in all directors' meetings held during the year	Compliant	Please see Board Meetings Attendance https://www.anglophil.com/2cg1_corporate_governance.html	
g. Total remuneration of each member of the board of directors	Compliant	https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	

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.	Compliant	Refer to Annual Report 2024 https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational financial and compliance controls) and risk management systems.	Compliant	Refer to Annual Report 2024 https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	Refer to Annual Report 2024 https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
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	Refer to Annual Report 2024 https://www.anglophil.com/disclosures2024/APO_2024_0517_sec17a_annual_report_2023.pd	Please refer to item 6 of the Annual Report

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Refer to Item 7, 2024 Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	81.31% of shareholders ratified the reappointment, and fees of the external auditor. https://www.anglophil.com/anglo_minutes_asm/2024_anglo_minutes_asm.pdf	
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 retain the services of its external auditor.	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Please the Company's Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	

Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors: ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process taking into consideration relevant Philippine professional and regulatory requirements.	Compliant	Please see the Corporation's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Audit Committee Charter https://www.anglophil.com/documents14/APHC%20Audit%20Committee%20Charter.pdf Annual Corporate Governance Report https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf	
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	Please see Company's Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Audit Committee Charter https://www.anglophil.com/documents14/APHC%20Audit%20Committee%20Charter.pdf	

Supplement to Recommendation 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	Please see Company's Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Audit Committee Charter https://www.anglophil.com/documents14/APHC%20Audit%20Committee%20Charter.pdf	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Audit Committee Charter https://www.anglophil.com/documents14/APHC%20Audit%20Committee%20Charter.pdf	Please see Corporation's website http://www.anglophil.com
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	The External Auditor of the Corporation currently does not perform any non-audit services	.
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be	Compliant	Please see Company's Manual Corporate Governance	

viewed as impairing the external auditor's objectivity.		https://www.anglophil.com/disclosures2017/APO_2017_0601_revised_cg_manual.pdf Audit Committee Charter https://www.anglophil.com/documents14/APHC%20Audit%20Committee%20Charter.pdf	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	The External Auditor of the Corporation currently does not perform any non-audit services. Thus, there are no non-audit fees paid by the Corporation.	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group category	Compliant	Provide information on company's external auditor, such as: 1. Name of the audit engagement partner; 2. Accreditation number: 3. Date Accredited: 4. Expiry date of accreditation: and 5. Name, address, contact number of the audit firm.	The Corporation's current external auditor is SycipGorresVelayo& Co., the handling partner is Ma. Genalin Q. Arevalo Please see Independent Auditor's Report Annual Report 2024 https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf
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	Compliant	1. Date it was subjected to SOAR inspection, if subjected – August 1 to 12, 2022	

Accountant (OGA)		2. Name of the Audit firm – SGV & Co. 3. Members of the engagement team inspected by the SEC – The names of the members of the engagement team were provided to the SEC during the SOA inspection.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information with emphasis on the management of economic, environment, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	Annual Corporate Governance Report https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Please see Sustainability Report file together with the Company's Annual Report https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	

Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. Company has media and analysts' briefings	Compliant	The Company does not have regular media and analysts' briefings, however, during annual meetings, media representatives are free to interview the Company's appointed spokesperson. The Company also maintains a website where quarterly/annual reports and disclosures are posted to ensure timely and accurate dissemination of public, material and relevant information to its shareholders.	
Supplemented to Principle 11			
1. Company has a website disclosing up-to-date information on the following:		Disclose and identify the communication channels used by the company (i.e. website, Analyst's briefing, Media briefings/press conferences, Quarterly reporting, Current reporting, etc.) Provide links, if any.	
a. Financial statements/reports (latest quarterly)	Compliant	Please see Corporation's website http://www.anglophil.com	
b. Materials provided in briefings to analysts and media	Compliant		
c. Downloadable annual report	Compliant		

d. Notice of ASM and/or SSM	Compliant		
e. Minutes of ASM and/or SSM	Compliant		
f. Company's Articles of Incorporation	Compliant		
Additional Recommendation to Principle 11			
1. Company complies with SEC prescribed website template.	Compliant	Please see Corporation's website http://www.anglophil.com	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Audit Committee Charter https://www.anglophil.com/documents14/APHC%20Audit%20Committee%20Charter.pdf Annual Corporate Governance Report https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	Please see the company's Risk Management System https://www.anglophil.com/2cg6_risk_management_system.html

		Please refer to Note 28 Annual Report 2023 https://www.anglophil.com/disclosures2025/APO_2025_0429_sec17a_2024_with_afs.pdf	
Supplement to Recommendation 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The programs include appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Non-compliant	The Company has no formal comprehensive enterprise-wide compliance program. However, Personnel are encouraged to attend trainings and information campaign seminars on new laws/regulations being implemented that impacts on the Company's business and operations.	
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.			
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	Outsourced https://www.anglophil.com/1h3_exec_officers.html	

Recommendation to 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Outsourced https://www.anglophil.com/1h3_exec_officers.html Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
2. CAE oversees and is responsible for the internal audit activity, qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	Outsourced https://www.anglophil.com/1h3_exec_officers.html Manual on corporate Governance Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
3. In case of a fully outsourced internal audit activity, qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	Outsourced https://www.anglophil.com/1h3_exec_officers.html Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	

Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk, exposures.	Compliant		This function is currently being performed by the CRO, Mr. Gilbert V. Rabago.
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	Refer to Recommendation 3.4.1	
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM)	Compliant	The Company has Chief Risk Officer https://www.anglophil.com/2cg1_corporate_governance.html	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	Please see https://www.anglophil.com/2cg1_corporate_governance.html	
Additional Recommendation to Principal 12			
1. Company's Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant		The Company will engage the external facilitator as the needs arise.

Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Annual Corporate Governance Report https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf By Laws	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant		
3. Board has an effective, secure, and efficient voting system.	Compliant		
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant		
5. Board allows shareholders to call a special shareholders' meeting and	Compliant		

submit a proposal for consideration or agenda item at the AGM or special meeting.		https://www.anglophil.com/1h6_by_laws.html	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant		
7. Company has a transparent and specific dividend policy.	Compliant		
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	Identify the independent party that counted/validated the votes at the ASM, if any.	The Corporation has appointed its stock and transfer agent to count the votes at the Annual Shareholders' Meeting.
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Stockholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	Please refer to Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Please refer to Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Please refer to Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	

b. Auditors seeking appointment/re-appointment	Compliant	Please refer to Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
c. Proxy documents	Compliant	Please refer to Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Please refer to Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	The Minutes of the Stockholders Meeting as approved by the stockholders is uploaded in the Company's website. https://www.anglophil.com/anglo_minutes_asm/2024_anglo_minutes_asm.pdf Also please refer to Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	

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 Stockholders Meeting as approved by the stockholders is uploaded in the Company's website. Also please refer to Information Statement https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
Supplemental 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 Company's external auditor SGV & Co. is always present for the conduct of the Company's ASM/SSM	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
Recommendation 13.5			
1. Board establishes an Investor Relations Officer (IRO) to ensure constant engagement with its shareholders.	Compliant	Please see Corporation's website http://www.anglophil.com 1. Name of the person 2. Telephone number Fax number 3. E-mail address	Contact information: The Company's IRO is Atty. Adrian S. Arias https://www.anglophil.com/contact_us.html

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 measure or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	APO's Board of Directors avoids anti-takeover measures or similar devices that may entrench ineffective management of the existing controlling shareholder group. An example is the observance of one year-term for its directors. Stockholders are given the opportunity to nominate new candidates for directorship during the ASM. Materials provided to stockholders expressly state that APO does not solicit proxies. See 20-IS 2024 Item 5 Directors and Executive Officers https://www.anglophil.com/disclosures2024/APO_2024_0624_sec20is_definitive_is_2024.pdf	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-compliant	The company's public ownership report as of March 31, 2025 is at 17.83%. Please refer to Public Ownership Report https://www.anglophil.com/3d5_pse_disclosures_2023_2024.htm	

Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting		Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.			
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Annual Corporate Governance Report https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf	The stakeholders may contact the IRO https://www.anglophil.com/contact_us.html
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders	Compliant	Please refer to Whistleblower Policy https://www.anglophil.com/documents14/APHC%20Whistleblower%20Policy.pdf	The stakeholders may contact the IRO https://www.anglophil.com/contact_us.html

Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Please refer to Whistleblower Policy https://www.anglophil.com/documents14/APHC%20Whistleblower%20Policy.pdf	The stakeholders may contact the IRO https://www.anglophil.com/contact_us.html
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholder is settled in a fair and expeditious manner.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Annual Corporate Governance Report https://www.anglophil.com/disclosures2017/APO_2016_acgr.pdf	
Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	Disclose any request for exemption by the company and the reason for the request.	The Company has not sought any exemptions at this point
2. Company respects intellectual property rights.	Compliant	Provides specific instances, if any.	It has been a practice of the Company to keep proprietary information confidential and are not disclosed to third parties without the written

			consent/approval of Potential Joint Venture Partners and are covered by non-disclosure agreement.
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare		Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	
2. Company discloses its policies and practices that address supplier/contractor selection procedures.		Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	
Principle 15: A mechanism for employee participation should be developed to create a symbolic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governances.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	

		POLICIES ON HEALTH & SAFETY, TRAINING AND WELFARE https://www.anglophil.com/documents14/APHC%20HSTW%20Policy.pdf	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	POLICIES ON HEALTH & SAFETY, TRAINING AND WELFARE https://www.anglophil.com/documents14/APHC%20HSTW%20Policy.pdf	
3. Company has policies and practices on training and development of its employees.	Compliant	POLICIES ON HEALTH & SAFETY, TRAINING AND WELFARE https://www.anglophil.com/documents14/APHC%20HSTW%20Policy.pdf	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html also please refer to Code of Business Conduct and Ethics https://www.anglophil.com/2cg5_code_of_ethics.html	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	Please see the Company's Manual on Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html	

Supplement to Recommendation 15.2			
1. Company has clear and policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	Please see Company's website: Manual Corporate Governance https://www.anglophil.com/2cg2_cg_manual.html Code of Business Conduct and Ethics https://www.anglophil.com/2cg5_code_of_ethics.html	
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	Compliant	Please refer to Whistleblower Policy https://www.anglophil.com/documents14/APHC%20Whistleblower%20Policy.pdf	The stakeholders may contact the IRO https://www.anglophil.com/contact_us.html
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	Compliant	Whistleblower Policy https://www.anglophil.com/documents14/APHC%20Whistleblower%20Policy.pdf	The stakeholders may contact the IRO https://www.anglophil.com/contact_us.html
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Whistleblowing Policy https://www.anglophil.com/documents14/APHC%20Whistleblower%20Policy.pdf	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates, it should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			

Recommendation 16.1			
1. Company recognizes and places importance on the interdependences between business and society, and promotes a mutually beneficially relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	Please refer to https://www.anglophil.com/2cg3_corp_soc_responsibilities.html	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development		Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.	
2. Company exerts effort to interact positively with the communities in which it operates.		Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.	

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of MAKATI CITY on MAY 29 2024 2025.

SIGNATURES

GERARD ANTON S. RAMOS
Chairman

ADRIAN PAULINO S. RAMOS
President & COO

IRIS MARIE U. CARPIO-DUQUE
Compliance Officer/Corporate Secretary

NICHOLAS JUSTIN H. ANG
Independent Director

LAURITO E. SERRANO
Independent Director

SUBSCRIBED AND SWORN to before me this ________ day of MAY 29 2024 2025, affiant(s) exhibiting to me their competent proofs of identity, as follows:

NAME	ID No.	DATE OF ISSUED/PLACE OF ISSUE
Gerard Anton S. Ramos		
Adrian Paulino S. Ramos		
Iris Marie U. Carpio-Duque		
Laurito E. Serrano		
Nicholas Justin H. Ang		

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Series of 2025.

ATTY. CESAR T. VERANO
NOTARY PUBLIC MAKATI CITY
APPOINTMENT NO. M-[illegible]
VALID UNTIL DECEMBER 31, 2025
ISSUED ON DECEMBER 15 2023
PTR NO. MKT [illegible] MAKATI CITY
IBP NO. [illegible] ROLL NO. [illegible]
MCLE COMPLIANCE NO. VII-[illegible]
VALID UNTIL DECEMBER 31, 2025
OFFICE ADDRESS [illegible] G/F CARREON BLDG.
ZENAIDA ST., BRGY. POBLACION MAKATI CITY