



## SEC FORM – I-ACGR

### INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

#### GENERAL INSTRUCTIONS

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

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

##### B. Preparation of Report

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

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

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

items under (4) are left to the discretion of PLCs.			
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**C. Signature and Filing of the Report**

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



**SEC FORM – I-ACGR**

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

1. For the fiscal year ended **31 December 2025**
2. SEC Identification Number **43370** 3. BIR Tax Identification No. **000-829-097**
4. Exact name of issuer as specified in its charter *F & J Prince Holdings Corporation*
5. **Philippines**  
Province, Country or other jurisdiction of incorporation or organization
6.  (SEC Use Only)  
Industry Classification Code:
7. **5th Floor, BDO Towers Paseo,  
8741 Paseo de Roxas, Makati City**  
Address of principal office **1226**  
Postal Code
8. **(632) 8892-7133**  
Issuer's telephone number, including area code
9. \_\_\_\_\_  
Former name, former address, and former fiscal year, if changed since last report.

**INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
<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>Provide information or link/reference to a document containing information on the following:</p>	
<p>2. Board has an appropriate mix of competence and expertise.</p>	Compliant	<p>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</p>	
<p>3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p>	Compliant	<p>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</p> <p>The Board of Directors of F&amp;J Prince Holdings Corporation ("<b>F&amp;J Prince</b>" or the "<b>Corporation</b>") is composed of directors with collective working knowledge, experience and expertise in the area of business, finance, operations, regulatory, and legal disciplines relevant to F&amp;J Prince's industry. Also, the Board has an appropriate mix of competence and expertise in their respective fields, and they remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.</p> <p>The profiles of the directors are disclosed in the Corporation's 2025 Annual Report and 2026 Definitive Information Statement. On the other hand, the</p>	

		<p>required qualifications of a director are provided in Article VI of the Articles of Incorporation, Article III Section 1 of the By-Laws, and Part I Section 1.1 of the Revised Manual of Corporate Governance.</p> <p>Links:</p> <p><b>Articles of Incorporation</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></p> <p><b>By-Laws</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></p> <p><b>Revised Manual of Corporate Governance, page 3</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>2025 Annual Report, pages 27 – 30</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement, page 23 – 25</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
<b>Recommendation 1.2</b>			
<p>1. Board is composed of a majority of non-executive directors.</p>	<p>Compliant</p>	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships.</p> <p>The Board of Directors consists of ten (10) directors, two (2) of whom are independent directors, SEVEN (7) are</p>	

non-executive directors, and TWO (2) are executive directors.

Director	Designation
Johnson Tan Gui Yee	Chairman
Mark Ryan K. Cokeng	President / CEO
Johnson Co	Vice President for Administration
Mary Y. Cokeng	Treasurer
Johnny O. Cobankiat	
Charlie K. Chua	Independent Director
Francis L. Chua	
Peter L. Kawsek, Jr.	Independent Director
Rufino B. Tiango	
Ryan Wesley T. Yapkianwee	

The foregoing is disclosed in the Corporate Governance page of the Company Website and in the Annual Report.

Links:

**2025 Annual Report, pages 27 – 30**

[https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025\\_FJP.pdf](https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf)

**2026 Definitive Information Statement, page 23 – 25**

<https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf>

**Recommendation 1.3**

1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.

Compliant

Provide link or reference to the company's Board Charter and Manual on Corporate

		<p>Governance relating to its policy on training of directors.</p> <p>Section 1.2 of the Revised Manual of Corporate Governance of the Corporation provides that the Corporation shall provide an orientation program for new directors and an annual continuing training for existing directors, including an understanding of the contributions that the director is expected to make, an explanation of the Board and its committees, and an explanation of the Corporation's business, including corporate governance and other matters that will assist them in discharging their duties.</p> <p>As a matter of continuous professional education, as well as to maintain and enhance their skills as directors, the Corporation shall provide general access to training courses to its directors. This will also help the directors updated in their knowledge and understanding of the Corporation's business.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 4</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<p>2. Company has an orientation program for first time directors.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.</p>	

		<p>The Corporation has orientation program for every new director to ensure of their practical understanding of the business of F&amp;J Prince.</p> <p>Section 1.2.1 of the Revised Manual of Corporate Governance provides that first time directors shall undergo an orientation program which shall provide them, among others, an understanding of the contributions that the director is expected to make, an explanation of the Board and its committees, and an explanation of the Corporation's business, including corporate governance and other matters that will assist them in discharging their duties.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 4</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>	<p>Section 1.2 of the Revised Manual of Corporate Governance of the Corporation provides that the Corporation shall provide an annual continuing training for existing directors, including an understanding of the contributions that the director is expected to make, an explanation of the Board and its committees, and an explanation of the Corporation's business, including corporate governance and other matters that will assist them in discharging their duties.</p> <p>In addition, as a matter of continuous professional education, as well as to</p>	

		<p>maintain and enhance their skills as directors, the Corporation shall provide general access to training courses to its directors. This will also help the directors updated in their knowledge and understanding of the Corporation's business.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 4</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Certificates of Attendance of the Board of Directors for Corporate Governance Seminars</b>  <a href="https://fjprince.com/company-disclosures/other-disclosures-to-sec-pse-and-other-pertinent/">https://fjprince.com/company-disclosures/other-disclosures-to-sec-pse-and-other-pertinent/</a></p>	
<b>Recommendation 1.4</b>			
<p>1. Board has a policy on board diversity.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <p>In line with the Corporation's commitment to the principles of good corporate governance, it adopted a Board Diversity Policy to different perspectives and ideas, as well as to mitigate group think to achieve optimal decision-making.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 4</b></p>	

		<p><a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p>During the 2025 annual stockholders meeting, two (2) female directors were again elected: Ms. Mary K. Cokeng and Ms. Katrina Marie K. Cokeng, who subsequently resigned in July 2025 due to personal reasons.</p> <p>Link:</p> <p><b>2025 Annual Report, pages 27 – 30</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	
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**Optional: Recommendation 1.4**

<p>1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company’s policy and measurable objectives for implementing board diversity.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p> <p>Under the Board Diversity policy, all board appointments are made on merit, in the context of the skills, experience, independence and knowledge, and candidates will be considered against objective criteria, which the Board as a whole requires to be effective.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 4</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
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**Recommendation 1.5**

<p>1. Board is assisted by a Corporate Secretary.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p> <p>The Corporation's Corporate Secretary, Atty. Anne Jaycelle C. Sacramento, is responsible to the Corporation and its shareholders, and not to the Chairman or President of the Corporation. The Corporate Secretary assists in the Board and Board Committees in the performance of their functions, and safekeeps and preserves the integrity of the minutes of the meetings and other official records of the Corporation. The information on the Corporate Secretary, including her name, qualifications, duties and functions are stated in the Annual Report, Revised Manual on Corporate Governance, and Definitive Information Statement.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, page 4</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>2025 Annual Report, page 30</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement, page 25</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
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<p>2. Corporate Secretary is a separate individual from the Compliance Officer.</p>	<p>Non-Compliant</p>	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p>	<p>The Corporate Secretary also acts as the Compliance Officer of the Corporation. 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.</p>
<p>3. Corporate Secretary is not a member of the Board of Directors.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p> <p>The Corporate Secretary is not a member of the Board of Directors. The names and profiles of the directors are disclosed in the Corporation's Annual Report for the year 2025, and the Corporation's Definitive Information Statement.</p> <p>Links:</p> <p><b>2025 Annual Report, pages 27 – 30</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement, page 23 – 25</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
<p>4. Corporate Secretary attends training/s on corporate governance.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>The Company's Corporate Secretary attends training on corporate governance.</p>	

		<p>The corporate governance trainings attended, including number of hours and topics covered are disclosed in the Company Website.</p> <p>The Corporate Secretary attended four (4) hours of relevant corporate governance training provided by Risks, Opportunities, Assessment and Management (ROAM) held on August 28, 2025.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, page 4</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>2026 Definitive Information Statement – Management Report, page 94 – 95</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p> <p><b>Certificates of Attendance of the Board of Directors for Corporate Governance Seminars</b>  <a href="https://fjprince.com/company-disclosures/other-disclosures-to-sec-pse-and-other-pertinent/">https://fjprince.com/company-disclosures/other-disclosures-to-sec-pse-and-other-pertinent/</a></p>	
<b>Optional: Recommendation 1.5</b>			
<p>1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.</p>	<p>Compliant</p>	<p>Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting</p> <p>As required under Section 1.4.3 (f) of the Revised Manual of Corporate Governance, the Corporate Secretary informs members of the Board, in accordance with the By-</p>	

		<p>laws, the agenda of the meetings at least five (5) working days in advance, and ensures that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 5</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Compliant	<p>Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.</p> <p>Links:</p> <p><b>2025 Annual Report, pages 27 – 30</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant		
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>Link:</p> <p><b>Certificates of Attendance of the Board of Directors for Corporate Governance Seminars</b></p>	

		<a href="https://fjprince.com/company-disclosures/other-disclosures-to-sec-pse-and-other-pertinent/">https://fjprince.com/company-disclosures/other-disclosures-to-sec-pse-and-other-pertinent/</a>	
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**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>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p> <p>The Board of Directors reviews and approves projects, policies, budgets, investment fundings, and other important business decisions on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Corporation.</p> <p>The Revised Manual of Corporate Governance specify the roles and responsibilities of directors and the manner by which these are performed by the directors on a fully informed basis, in good faith, with due diligence and care and in the best interest of the Corporation.</p> <p>The results of board meetings are disclosed to the PSE and SEC through the Definitive Information Statement, which is likewise uploaded in the Corporation’s website.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, page 7</b></p>	
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		<a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>  <b>PSE and SEC filings</b> <a href="https://fjprince.com/company-disclosures/sec-filings/">https://fjprince.com/company-disclosures/sec-filings/</a>  <b>2026 Definitive Information Statement</b> <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a>	
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**Recommendation 2.2**

1. Board oversees the development, review and approval of the company’s business objectives and strategy.	Compliant	<p>Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)</p> <p>Indicate frequency of review of business objectives and strategy</p> <p>The Board is responsible for overseeing the development of and approval of the Corporation’s business objectives and strategy, and monitor their implementation, in order to sustain the Corporation’s long-term viability and strength.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 7</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
2. Board oversees and monitors the implementation of the company’s business objectives and strategy.	Compliant	<p>Provide information or link/reference to a document containing information on how the directors performed this function (can</p>	

		<p>include board resolutions, minutes of meeting)</p> <p>Indicate frequency of review of business objectives and strategy</p> <p>The Board reviews and approves the corporate strategic objectives and monitors the implementation thereof.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 7</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
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**Supplement to Recommendation 2.2**

<p>1. Board has a clearly defined and updated vision, mission and core values.</p>	<p>Compliant</p>	<p>Indicate or provide link/reference to a document containing the company's vision, mission and core values.</p> <p>Indicate frequency of review of the vision, mission and core values.</p> <p>The Board reviews, confirms and updates the vision, mission, and core values, as needed.</p> <p>The Company's vision, mission and core values may be found in its website.</p> <p>Links:</p> <p><b>Mission, Vision and Core Values</b>  <a href="https://fjprince.com/our-company/">https://fjprince.com/our-company/</a></p> <p><b>Revised Manual of Corporate Governance, page 7</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
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<p>2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the strategy execution process.</p> <p>The Board has defined roles, responsibilities and accountabilities in carrying out its fiduciary duties. This helps the Corporation to control organization's processes and the effective execution of corporate strategies.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 8</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<b>Recommendation 2.3</b>			
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>The Board is headed by very competent and qualified Chairman, Mr. Johnson Tan Gui Yee.</p> <p>Mr. Tan Gui Yee represents the interests of all shareholders and stakeholders, and oversees the performance of the Board and its members. His qualifications are stated in his profile, which is posted in the Corporation's website and disclosed in the Annual Report and in the Definitive Information Statement.</p> <p>Links:</p>	

		<p><b>Revised Manual of Corporate Governance, page 7</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>2025 Annual Report, page 27</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement – Management Report, page 23</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
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**Recommendation 2.4**

<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>Compliant</p>	<p>Disclose and provide information or link/reference to a document containing information on the company’s succession planning policies and programs and its implementation</p> <p>The Nomination Committee reviews and evaluates the qualifications of all persons nominated as directors, key officers, and members of management, and submits the same to the Board for approval. The Nomination Committee likewise assess the effectiveness of the Board’s processes and procedures in the election and replacement of directors.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, pages 7 and 18</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
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2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>The Board is responsible for adopting a policy on the retirement age of directors and key officers.</p> <p>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. To address this, the Corporation has made appropriations for the retirement of its directors and officers pursuant to law.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 7</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
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**Recommendation 2.5**

1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	The Board aligns the remuneration of key officers and Board members with the long-term interests of the Corporation. In doing so, it formulated and adopted a policy specifying the relationship between remuneration and performance. Further, no director is allowed to participate in decisions or deliberations involving his own remuneration.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	In implementing the foregoing, the Board is assisted by the Compensation or Remuneration Committee, which is responsible for developing the policy on	

		<p>remuneration of directors and officers to ensure that their compensation is consistent with the Corporation's culture, strategy and business environment in which it operates.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, pages 7 and 18</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<b>Optional: Recommendation 2.5</b>			
1. Board approves the remuneration of senior executives.	Compliant	<p>Provide proof of board approval</p> <p>The Board shall formulate and adopt a policy specifying the relationship between remuneration and performance.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 7</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
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>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.</p>	<p>The Corporation currently does not implement any claw back provision or mechanisms on deferred bonuses. 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. It is a holding firm.</p>
<b>Recommendation 2.6</b>			

1. Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	Provide proof if minority shareholders have a right to nominate candidates to the board  Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	The Corporation has a formal and transparent board nomination and election policy that includes how it accepts nominations from minority shareholders and reviews nominated candidates. It also includes an assessment of the effectiveness of the Board's processes and procedures in the nomination, election or replacement of a director. Also, it ensures that the identification of quality of directors is aligned with the strategic direction of the Corporation.	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	Link:  <b>Revised Manual of Corporate Governance, pages 9 and 18</b> <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>	
<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	Non-Compliant	Identify the professional search firm used or other external sources of candidates	The Corporation currently does not use any professional search firm or other external sources of candidates. Based on the assessment of the Board of Directors, full

shareholder bodies) when searching for candidates to the board of directors.			compliance with this recommendation is not necessary taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Identify transactions that were approved pursuant to the policy.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	<p>The 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, particularly those which pass certain thresholds o materiality. Thus, the Board conducts appropriate reviews and approval of material or significant RPTs, which guarantee fairness and transparency.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, page 7</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Policy on Related Party Transactions</b>  <a href="https://fjprince.com/corporate-governance/company-policies/">https://fjprince.com/corporate-governance/company-policies/</a></p>	
<b>Supplement to Recommendations 2.7</b>			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or	Compliant	Provide information on a materiality threshold for RPT disclosure and approval, if any.	

<p>transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.</p>		<p>Provide information on RPT categories</p> <p>The Corporation’s Code of Business Conduct and Ethics states that “Directors, Executive Officers and Employees owe a fiduciary duty to the Company that requires them to act in the best interest of the Company. Actual and potential conflicts of interest should be avoided or otherwise identified, disclosed and explained in sufficient details to enable valid judgements to be made on their adverse impact. The persons who are conflicted should not participate in the discussion and decision on the issue in question, nor be entitled to vote on any resolution where they are conflicted. Related party contracts should be disclosed in the annual report.”</p> <p>Relatedly, the Material Related Party Transaction Policy of the Corporation provides that “when RPTs amount to ten percent (10%) or higher of the Company’s total consolidated assets, it shall be considered as Material Related Party Transactions (“material – RPT”) and shall be subject to arms-length principle and board approval” as provided in the same policy.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, page 7</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Code of Business Conduct and Ethics, Policy on Related Party Transactions</b>  <a href="https://fjprince.com/corporate-governance/company-policies/">https://fjprince.com/corporate-governance/company-policies/</a></p>	
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<p>2. Board establishes a voting system whereby a majority of non-related party shareholders approve specific types of related party transactions during shareholders' meetings.</p>	<p>Compliant</p>	<p>Provide information on voting system, if any.</p> <p>The Material Related Party Transaction Policy of the Corporation provides that all material – RPTs shall be approved by the Audit Committee before endorsing to the Board of Directors for final approval.</p> <p>Upon affirmative endorsement of the Audit Committee, the material – RPT shall also be approved by at least two-thirds (2/3) of the vote of the Board of Directors, with at least a majority of the independent directors voting to approve the material – RPT.</p> <p>In case that a majority of the independent directors' vote is not secured, the material – RPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock of the Company.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, page 7</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Policy on Related Party Transactions</b>  <a href="https://fjprince.com/corporate-governance/company-policies/">https://fjprince.com/corporate-governance/company-policies/</a></p>	
<p><b>Recommendation 2.8</b></p>			

<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>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identify the Management team appointed</p> <p>The Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO).</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, page 7</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Composition of Nomination Committee</b>  <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a></p>	
<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>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>The Board is primarily responsible for assessing the performance of Management.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 8</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	

<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	
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	<p>The Corporation's Revised Manual of Corporate Governance mandates the Board to formulate an effective performance management framework that will ensure that the Management, including the CEO, and personnel's performance is at par with the standards set by the Board and Senior Management.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, page 8</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	
2. The internal control system includes a mechanism for monitoring and managing	Compliant		

<p>potential conflict of interest of the Management, members and shareholders.</p>		<p>The Board oversees that an appropriate internal control system is in place, which includes the setting up of a mechanism for monitoring and managing potential conflicts of interests of Management, board members, and shareholders.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 8</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<p>3. Board approves the Internal Audit Charter.</p>	<p>Compliant</p>	<p>Provide reference or link to the company's Internal Audit Charter</p> <p>The Board approved the Audit Committee Charter in 2013, which remains effective to date.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, page 8</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Board Committees</b>  <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a></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>	<p>Compliant</p>	<p>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p>	
<p>2. The risk management framework guides the board in identifying units/business lines and</p>	<p>Compliant</p>		

<p>enterprise-level risk exposures, as well as the effectiveness of risk management strategies.</p>		<p>Provide proof of effectiveness of risk management strategies, if any.</p> <p>The Board approved the Enterprise Risk Management (ERM) framework to effectively identify, monitor, assess, and manage key business risks. The framework serves as guide in identifying business units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, page 8</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Risk Management Structure</b>  <a href="https://fjprince.com/corporate-governance/enterprise-risk-management/">https://fjprince.com/corporate-governance/enterprise-risk-management/</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>Provide link to the company's website where the Board Charter is disclosed.</p>	<p>The Board of Directors currently does not have a Board Charter in place, as it follows the Corporation's Revised Manual on Corporate Governance and by-laws in the discharge of its duties and functions.</p> <p>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.</p>
<p>2. Board Charter serves as a guide to the directors in the performance of their functions.</p>	<p>Non- compliant</p>		<p>The Board of Directors currently does not have a Board Charter in place, as it follows the Corporation's Revised Manual on</p>

			<p>Corporate Governance and by-laws in the discharge of its duties and functions.</p> <p>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.</p>
3. Board Charter is publicly available and posted on the company's website.	Non-compliant		<p>The Board of Directors currently does not have a Board Charter in place, as it follows the Corporation's Revised Manual on Corporate Governance and by-laws in the discharge of its duties and functions.</p> <p>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.</p>
<b>Additional Recommendation to Principle 2</b>			
1. Board has a clear insider trading policy.	Compliant	<p>Provide information on or link/reference to a document showing company's insider trading policy.</p> <p>The Corporation has a Policy on Insider Trading, which is included in the Code of Business Conduct and Ethics, that regulates the trading of shares by Company executives, officers and employees with direct access to unpublished information relating to the Company's financial and operating results, in the interest of good corporate governance and transparency.</p> <p>Link:</p> <p><b>Code of Business Conduct and Ethics</b></p>	

		<a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a>	
<b>Optional: Principle 2</b>			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	<p>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</p> <p>This policy is included in the Material Related Party Transaction Policy, which is included in the Code of Business Conduct and Ethics of the Corporation.</p> <p>Link:</p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a></p>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <p>The Board decides on the Corporation's major projects and policy decisions, business plan and annual budgets and major investment funding, which are disclosed in the Annual Report.</p> <p>Links:</p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a></p> <p><b>2025 Annual Report, pages 37 – 40</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	

**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>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <p>The Board has formed various Board Committees delegated with specific responsibilities, which are disclosed in the Revised Manual on Corporate Governance, Annual Report and posted in the Corporation’s Website.</p> <p>Currently, there are five (5) standing Board Committees:</p> <ol style="list-style-type: none"> <li>1. Executive Committee</li> <li>2. Nomination Committee</li> <li>3. Compensation/Remuneration Committee</li> <li>4. Corporate Governance Committee</li> <li>5. Audit Committee</li> </ol> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, pages 13 to 18</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Board Committees</b>  <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</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>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p>The Board established an Audit Committee</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, pages 13 to 18</b> <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Board Committees</b> <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a></p>	<p>Please see pages 14-15 of the Corporation's Revised Manual on Corporate Governance,</p> <p>The Audit Committee has the responsibility of recommending to the Board of Directors the appointment and/or removal of the Corporation's external auditor.</p>
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p> <p>The Audit Committee is composed of the following:</p> <ol style="list-style-type: none"><li>1. Peter L. Kawsek – Chairman / Independent Director</li><li>2. Mark Ryan K. Cokeng</li><li>3. Johnson Tan Gui Yee</li><li>4. Rufino B. Tiango</li><li>5. Johnson U. Co</li></ol> <p>The profiles of the above-mentioned members of the Committee are stated in the Corporation's Definitive Information</p>	

		<p>Statement and the Corporation's Annual Report for the year 2025.</p> <p>Links:</p> <p><b>2025 Annual Report, pages 27 – 30</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement, page 23 – 25</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.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>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p>The members of the Audit Committee have relevant background, knowledge, skills and/or experience in the areas of accounting, audit and finance.</p> <p>The profiles of the Committee members are stated in the Corporation's Definitive Information Statement and the Corporation's Annual Report for the year 2025.</p> <p>Links:</p> <p><b>2025 Annual Report, pages 27 – 30</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement, page 23 – 25</b></p>	

		<a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	Provide information or link/reference to a document containing information on the Chairman of the Audit Committee  Mr. Peter L. Kawsek, Jr. is the Chairperson of the Corporation's Audit Committee. He is not the Chairman of the Board or of any other committee.	
<b>Supplement to Recommendation 3.2</b>			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.  The Audit Committee reviews the non-audit fees and services provided by the independent accountant on an annual basis.  Link:  <b>Board Committees</b> <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.  The Audit Committee conducts private review sessions with the external auditors at least annually and as otherwise deemed appropriate by the Committee.  Link:	

		<b>Board Committees</b> <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a>	
<b>Optional: Recommendation 3.2</b>			
1. Audit Committee meet at least four times during the year.	Non-Compliant	Indicate the number of Audit Committee meetings during the year and provide proof	Taking into account the size, structure, risk profile and complexity of operations of the Corporation, full compliance with this recommendation appears inapplicable. The Committee meets as often as necessary.
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	Provide proof that the Audit Committee approved the appointment and removal of the internal auditor.  Under the Corporation's revised Manual on Corporate Governance, as well as in the Audit Committee Charter, the Audit Committee oversees the Internal Auditor, and recommends the appointment and/or removal of the Internal Auditor.  Links:  <b>Revised Manual of Corporate Governance, pages 14 to 16</b> <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>  <b>Board Committees</b> <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a>	
<b>Recommendation 3.3</b>			
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	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions  Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	

		<p>The Corporation has a Corporate Governance Committee. Its duties and responsibilities are stated in Section 3.3 of the Revised Manual of Corporate Governance.</p> <p>The Corporate Governance Committee is basically tasked to assist the Board in the performance of its corporate governance responsibilities, including functions that were formerly assigned to the Nomination and Remuneration Committees.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance, pages 16 to 17</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	
2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.	Non-Compliant	Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.	Due to the composition of the membership of the Board of Directors, which include only two (2) independent directors, its Corporate Governance Committee only has 2 independent directors.
3. Chairman of the Corporate Governance Committee is an independent director.	Non-Compliant	Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.	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.
<b>Optional: Recommendation 3.3.</b>			

1. Corporate Governance Committee meet at least twice during the year.	Non-Compliant	Indicate the number of Corporate Governance Committee meetings held during the year and provide proof thereof.	This is yet to be implemented.
<b>Recommendation 3.4</b>			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Non-Compliant	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	<p>Due to its size, the Corporation currently does not have a Board Risk Oversight Committee. However, the Board annually reviews the Corporation's risk management functions, as part of the annual review of its financial statements.</p> <p>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.</p>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Non-Compliant	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	<p>Due to its size, the Corporation currently does not have a Board Risk Oversight Committee. However, the Board annually reviews the Corporation's risk management functions, as part of the annual review of its financial statements.</p> <p>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.</p>
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non-Compliant	Provide information or link/reference to a document containing information on the Chairman of the BROC	<p>Due to its size, the Corporation currently does not have a Board Risk Oversight Committee. However, the Board annual review's the Corporation's risk management functions, as part of the annual review of its financial statements.</p> <p>Based on the assessment of the Board of Directors, full compliance with this recommendation is not necessary taking into</p>

			account the size, structure, risk profile and complexity of operations of the Corporation.
4. At least one member of the BROOC has relevant thorough knowledge and experience on risk and risk management.	Non-Compliant	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROOC.	Due to its size, the Corporation currently does not have a Board Risk Oversight Committee. However, the Board annually reviews the Corporation's risk management functions, as part of the annual review of its financial statements.  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.
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Non-Compliant	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.	Due to its size, the Corporation currently does not have a Related Party Transactions Committee. However, the Board is guided by the provisions of its Revised Manual on Corporate Governance and stated Policy on Related Party Transactions on dealing with related party transactions involving the Corporation and its directors, officers, or employees, as the case may be. 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.
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Non-Compliant	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.	Due to its size, the Corporation currently does not have a Related Party Transactions Committee. However, the Board is guided by the provisions of its Revised Manual on Corporate Governance and stated Policy on Related Party Transactions on dealing with related party transactions involving the Corporation and its directors, officers, or employees, as the case may be. 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.
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	Link:  <b>Board Committees</b> <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a>	
3. Committee Charters were fully disclosed on the company's website.	Compliant	Provide link to company's website where the Committee Charters are disclosed.  Link:  <b>Board Committees</b> <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a>	
<b>Principle 4:</b> To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
<b>Recommendation 4.1</b>			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.  Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.	

		<p>Directors attend and actively participate in meetings of the Board, Committees and shareholders in person or through remote communication. Procedures for board and/or committee meetings are provided in the Corporation's By-Laws and Revised Manual of Corporate Governance, as supplemented by existing laws and SEC regulations.</p> <p>Links:</p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>Under the Corporation's Revised Manual on Corporate Governance, the Board of Directors is mandated to devote time and attention necessary to properly and effectively perform its duties and responsibilities. This includes active participation in board and committee meetings, review of meeting materials given by the Corporate Secretary, and asking of questions or seeking explanations on matters discussed during said meetings.</p> <p>Links:</p> <p><b>Revised Manual on Corporate Governance</b></p>	

		<a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p> <p>Under the Corporation's Revised Manual on Corporate Governance, the Board of Directors is mandated to devote time and attention necessary to properly and effectively perform its duties and responsibilities. This includes active participation in board and committee meetings, review of meeting materials given by the Corporate Secretary, and asking of questions or seeking explanations on matters discussed during said meetings.</p> <p>Link:</p> <p><b>Revised Manual on Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p> <p>Section 4.2.2 of the Revised Manual on Corporate Governance provides that non-executive and independent directors may</p>	

		<p>hold a maximum of 5 board seats in publicly-listed companies simultaneously.</p> <p>Link:</p> <p><b>2025 Annual Report, pages 27 – 30</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement, pages 18 – 21</b>  <a href="https://fjprince.com/wp-content/uploads/2026/04/FJP-Preliminary-Information-Statement-2026-ASM.pdf">https://fjprince.com/wp-content/uploads/2026/04/FJP-Preliminary-Information-Statement-2026-ASM.pdf</a></p>	
<b>Recommendation 4.3</b>			
<p>1. The directors notify the company’s board before accepting a directorship in another company.</p>	Compliant	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p>Section 4.2.1 of the Revised Manual on Corporate Governance provides that a director shall notify the Board where he/she is an incumbent before accepting a directorship in another company.</p> <p>Link:</p> <p><b>Revised Manual on Corporate Governance, page 18</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<b>Optional: Principle 4</b>			
<p>1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.</p>	Compliant	<p>The directorships of the directors in both listed and non-listed companies are stated in the Definitive Information Statement and 2025 Annual Report.</p>	

		<p>Links:</p> <p><b>2025 Annual Report, pages 27 – 30</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement, page 23 – 25</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
	Non-Compliant		Board Meetings are called at least 2 weeks before the scheduled date.
2. Board of directors meet at least six times during the year.	Non-Compliant	Indicate the number of board meetings during the year and provide proof	<p>The Board of Directors held 5 meetings last 2025.</p> <p>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. The Board usually meets 4 times a year but may meet more than 4 times as may be necessary.</p> <p>Please see the Corporation's Definitive Information Statement and Annual Report for the year 2025.</p>
3. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-Compliant	Indicate the required minimum quorum for board decisions	Under the by-laws of the Corporation, unless the law provides for a higher number of votes, a majority of the directors shall constitute a quorum for the transaction of business at any meeting, and the act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

			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.
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
<b>Recommendation 5.1</b>			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Non-Compliant	Provide information or link/reference to a document containing information on the number of independent directors in the board	The Corporation currently has two (2) independent directors consistent with the requirements of the Revised Code of Corporate Governance. A majority of the directors are also non-executive directors.
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p>The independent directors possess all the qualifications and none of the disqualifications to hold the positions. The profiles of the independent directors are disclosed in the Corporation's Definitive Information Statement and Annual Report, while the required qualifications of an independent director are provided in the Revised Manual of Corporate Governance.</p> <p>Links:</p> <p><b>2025 Annual Report, pages 27 – 30</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement, page 23 – 25</b></p>	

		<a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a>  <b>Revised Manual on Corporate Governance, pages 19 - 20</b> <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>	
<b>Supplement to Recommendation 5.2</b>			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	<p>Provide link/reference to a document containing information that directors are not constrained to vote independently.</p> <p>The Corporation has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p> <p>Links:</p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
<b>Recommendation 5.3</b>			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <p>Links:</p> <p><b>2026 Definitive Information Statement, page 48 – 49</b></p>	

		<a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a>  <b>2026 Definitive Information Statement, page 23 – 25</b> <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a>	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director  Link:  <b>Revised Manual on Corporate Governance, pages 19 - 20</b> <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>	
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.	Non-Compliant	Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.	The Corporation has no intention to retain any independent director after the term limit of nine years.
<b>Recommendation 5.4</b>			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	Identify the company's Chairman of the Board and Chief Executive Officer  During the organizational board meeting held on 27 June 2025, Johnson Tan Gui Yee was re-elected as Chairman of the Board of Directors, while Mark Ryan K. Cokeng was re-elected as President and Chief Executive Officer of the Corporation.  Links:	

		<p><b>2025 Annual Report, pages 27 – 30</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement, page 23 – 25</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p> <p>The roles and responsibilities of the Chairman and the Chief Executive Officer are disclosed in the Revised Manual of Corporate Governance as well as in the By-Laws of the Corporation.</p> <p>Links:</p> <p><b>Revised Manual on Corporate Governance, pages 8 – 9</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>By-Laws</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></p>	
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.	

		<p>Indicate if Chairman is independent.</p> <p>The Chairman of the Board is not an independent Director. Mr. Peter Kawsek, Jr., an independent director, acts as the lead director among the independent directors.</p> <p>Links:</p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
<b>Recommendation 5.6</b>			
<p>1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.</p>	<p>Compliant</p>	<p>Provide proof of abstention, if this was the case</p> <p>The Corporation is aware of and adheres to the basic principles of the Corporation Code in relation to conflict of interest. The Revised Manual on Corporate Governance of the Corporation requires that a director not participate in the decision-making process if an actual or potential conflict of interest arises.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	

		<b>Code of Conduct and Company Policies</b> <a href="https://fjprince.com/corporate-governance/company-policies/">https://fjprince.com/corporate-governance/company-policies/</a>	
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**Recommendation 5.7**

<p>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.</p>	<p>Non-Compliant</p>	<p>Provide proof and details of said meeting, if any.</p> <p>Provide information on the frequency and attendees of meetings.</p>	<p>The Corporation currently does not have a policy in place which requires non-executive directors to hold separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions. However, the members of the Audit Committee, who are composed of non-executive directors, meet with the external auditor and the head of the Corporation's internal audit to discuss interim and annual financial statements of the Corporation.</p> <p>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.</p>
<p>2. The meetings are chaired by the lead independent director.</p>	<p>Non-Compliant</p>		<p>The Corporation currently does not have a policy in place which requires non-executive directors to hold separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions. However, the members of the Audit Committee, who are composed of non-executive directors, meet with the external auditor and the head of the Corporation's internal audit to discuss interim and annual financial statements of the Corporation.</p> <p>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.</p>

**Optional: Principle 5**

1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	Provide name/s of company CEO for the past 2 years  From 2023 to present, Mark Ryan K. Cokeng is the President/Chief Executive Officer of the Corporation.	
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**Principle 6:** The best measure of the Board’s effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

**Recommendation 6.1**

1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant	The Board conducts an annual self-assessment of its performance as a whole. The Board conducted the assessment of its performance individually and collectively. The self-assessment results are key factors in the enhancement of directors’ performance and effectiveness in the discharge of their duties.	
4. Each committee conducts a self-assessment of its performance.	Non-Compliant	Link:  <b>Revised Manual of Corporate Governance, pages 7 – 8</b> <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>	The Corporation currently does not provide for mechanisms on the evaluation of its committees.  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.
5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant	Identify the external facilitator and provide proof of use of an external facilitator.	The Corporation currently does not provide for mechanisms on the evaluation of its committees.  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.

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	<p>Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders</p> <p>The members of the Board of Directors had completed a self-assessment evaluation form on their evaluation individually as a director, and collectively, as a Board.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, pages 28 – 31</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p>The Board adopted a transparent framework and process that allows stakeholders to communicate with the Corporation.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 31</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as	Compliant	Provide information on or link/reference to the company's Code of Business Conduct and Ethics.	

<p>articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.</p>		<p>Please refer to the Corporation's Code of Business Conduct and Ethics, available at the Corporation's website.</p> <p>Link:</p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a></p>	
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Compliant</p>	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <p>The Corporation's Code of Business Conduct and Ethics is disseminated immediately to newly appointed member of the Board, senior management, and employee, as applicable. In addition, this Code is made available on the Corporation's website for everyone's reference.</p> <p>Link:</p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a></p>	
<p>3. The Code is disclosed and made available to the public through the company website.</p>	<p>Compliant</p>	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p> <p>Please refer to the Corporation's Code of Business Conduct and Ethics, available at the Corporation's website.</p> <p>Link:</p> <p><b>Code of Business Conduct and Ethics</b></p>	

		<a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a>	
<b>Supplement to Recommendation 7.1</b>			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery</p> <p>Please see Code of Business Conducts and Ethics, which lays down various policies of the Corporation regarding fair dealings.</p> <p>Link:</p> <p><b>Code of Business Conducts and Ethics</b>  <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a></p>	
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p>The Board of Directors, through and including the Corporation's Compliance Officer, is responsible for monitoring compliance with the Corporation's internal policies.</p>	
<b>Disclosure and Transparency</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			

<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>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders</p> <p>The Corporation maintains a comprehensive and cost-efficient communication channel for disseminating relevant information to its shareholders and other investors. These channels include, among others, company website, media and analyst briefings.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, page 25</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	<p>Please see the Corporation's website available at <a href="https://www.fjprince.com">https://www.fjprince.com</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>Indicate the number of days within which the consolidated and interim reports were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p>The Corporation complies with the disclosure requirements of its annual and quarterly consolidated reports.</p> <p>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>Link:</p> <p><b>PSE and SEC filings</b></p>	
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		<a href="https://fjprince.com/company-disclosures/sec-filings/">https://fjprince.com/company-disclosures/sec-filings/</a>	
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	<p>Provide link or reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> <li>1. principal risks to minority shareholders associated with the identity of the company's controlling shareholders;</li> <li>2. cross-holdings among company affiliates; and</li> <li>3. any imbalances between the controlling shareholders' voting power and overall equity position in the company.</li> </ol> <p>Please see the Corporation's Annual Report for the year 2025.</p> <p>Link:</p> <p><b>2025 Annual Report, pages 33 - 35</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	
<b>Recommendation 8.2</b>			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.	
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	<p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/percentage and date of transaction.</p> <p>The Corporation has a Policy on Insider Trading, which is included in the Code of Business Conduct and Ethics, that regulates the trading of shares by Company executives, officers and</p>	

		<p>employees with direct access to unpublished information relating to the Company's financial and operating results, in the interest of good corporate governance and transparency. Particularly, Directors and Key Officers as defined in the by-laws are required to report their trades of the Company's shares within three (3) business days to the Office of the Compliance Officer for eventual compliance reporting to the SEC and PSE.</p> <p>The actual dealings of the directors and officers for 2025 are reported to the SEC through Statement of Beneficial Ownership of Securities and Annual Report.</p> <p>Links:</p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a></p>	
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**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>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p>The Corporation discloses the shareholdings of directors, management, and top 100 shareholders in its Annual Report and in the Company website while</p>	
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		<p>the changes in the beneficial ownership of directors, officers (or persons performing similar functions) and controlling shareholders resulting from the trading of the Corporation's shares are posted in the website.</p> <p>The Corporation's Conglomerate Map is published in the Annual Report as well as in the Definitive Information Statement and website of the Corporation.</p> <p>Links:</p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p> <p><b>Conglomerate Map</b>  <a href="https://fjprince.com/our-company/conglomerate-map/">https://fjprince.com/our-company/conglomerate-map/</a></p>	
<b>Recommendation 8.3</b>			
<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>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>The Board discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential</p>	

		<p>conflicts of interest that might affect their judgment.</p> <p>The profiles of directors are made available through the Corporation's Annual Report and Definitive Information Statement, which are also published in the Corporation's Website.</p> <p>Links:</p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.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>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>The Board discloses all relevant and material information on its key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p> <p>The profiles of the key executives are made available through the Corporation's Annual Report and Definitive Information Statement, which are also published in the Corporation's Website.</p> <p>Links:</p>	

		<p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
<b>Recommendation 8.4</b>			
<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>	Compliant	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration</p> <p>Directors are not paid any compensation by the Corporation other than a <i>per diem</i> of Five Thousand Pesos (P5,000.00) per attendance of Board Meeting.</p> <p>Links:</p> <p><b>By-Laws</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.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>Compliant</p>	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration</p> <p>Compensation packages and revisions of key Management’s remuneration are subject to the review and approval of the Board’s Compensation/Remuneration Committee.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance, pages 7 and 18</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>															
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>Compliant</p>	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p> <p style="text-align: center;"><b>2025</b></p> <table border="1" data-bbox="1016 884 1541 1431"> <thead> <tr> <th data-bbox="1016 884 1200 1007">NAME &amp; PRINCIPAL POSITION</th> <th data-bbox="1200 884 1274 1007">SALARY</th> <th data-bbox="1274 884 1373 1007">BONUS</th> <th data-bbox="1373 884 1541 1007">OTHER ANNUAL COMPENSATION*</th> </tr> </thead> <tbody> <tr> <td data-bbox="1016 1007 1200 1129">Mark Ryan K. Cokeng, President</td> <td data-bbox="1200 1007 1274 1129" style="text-align: center;">-</td> <td data-bbox="1274 1007 1373 1129" style="text-align: center;">-</td> <td data-bbox="1373 1007 1541 1129" rowspan="3" style="text-align: center; vertical-align: middle;">P11,000,000.</td> </tr> <tr> <td data-bbox="1016 1129 1200 1315">Johnson U. Co, Vice-President-Administration</td> <td data-bbox="1200 1129 1274 1315" style="text-align: center;">-</td> <td data-bbox="1274 1129 1373 1315" style="text-align: center;">-</td> </tr> <tr> <td data-bbox="1016 1315 1200 1431">Mary K. Cokeng, Treasurer</td> <td data-bbox="1200 1315 1274 1431" style="text-align: center;">-</td> <td data-bbox="1274 1315 1373 1431" style="text-align: center;">-</td> </tr> </tbody> </table>	NAME & PRINCIPAL POSITION	SALARY	BONUS	OTHER ANNUAL COMPENSATION*	Mark Ryan K. Cokeng, President	-	-	P11,000,000.	Johnson U. Co, Vice-President-Administration	-	-	Mary K. Cokeng, Treasurer	-	-	
NAME & PRINCIPAL POSITION	SALARY	BONUS	OTHER ANNUAL COMPENSATION*														
Mark Ryan K. Cokeng, President	-	-	P11,000,000.														
Johnson U. Co, Vice-President-Administration	-	-															
Mary K. Cokeng, Treasurer	-	-															

	Anne Jaycelle C. Sacramento, Corporate Sec	-	-	
	All Other Officers & Directors	310,000.	-	
<b>2024</b>				
	<b>NAME &amp; PRINCIPAL POSITION</b>	<b>SALARY</b>	<b>BONUS</b>	<b>OTHER ANNUAL COMPENSATION*</b>
	Mark Ryan K. Cokeng, President	-	-	₱11,384,300.
	Johnson U. Co, Vice-President-Administrati on	-	-	
	Mary K. Cokeng, Treasurer	-	-	
	Katrina Marie K. Cokeng, Asst. Treasurer	-	-	
	Fina Bernadette D.C. Tantuico,	-	-	

		<table border="1"> <tr> <td>Legal Counsel</td> <td></td> <td></td> <td></td> </tr> <tr> <td>All Other Officers &amp; Directors</td> <td>310,000.</td> <td>-</td> <td></td> </tr> </table>	Legal Counsel				All Other Officers & Directors	310,000.	-		
Legal Counsel											
All Other Officers & Directors	310,000.	-									
		<p>Link:</p> <p><b>2025 Annual Report, page 35</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>									

**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>	Compliant	<p>Disclose or provide reference/link to company's RPT policies</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>Under the Revised Manual on Corporate Governance, a director shall not participate in the voting and/or discussions of matters involving a potential conflict of interest.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Code of Conduct and Company Policies</b>  <a href="https://fjprince.com/corporate-governance/company-policies/">https://fjprince.com/corporate-governance/company-policies/</a></p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	Compliant	<p>Provide information on all RPTs for the previous year or reference to a document</p>	

		<p>containing the following information on all RPTs:</p> <ol style="list-style-type: none"> <li>1. name of the related counterparty;</li> <li>2. relationship with the party;</li> <li>3. transaction date;</li> <li>4. type/nature of transaction;</li> <li>5. amount or contract price;</li> <li>6. terms of the transaction;</li> <li>7. rationale for entering into the transaction;</li> <li>8. the required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</li> <li>9. other terms and conditions</li> </ol> <p>Please see the Corporation's Definitive Information Statement and the Corporation's Annual Report for the year 2025.</p> <p>Links:</p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p> <p><b>2026 Definitive Information Statement</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
<b>Supplement to Recommendation 8.5</b>			
<p>1. Company requires directors to disclose their interests in transactions or any other conflict of interests.</p>	<p>Compliant</p>	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p>The Revised Manual on Corporate Governance of the Corporation as well as its stated Policy on RPTs require a director</p>	

		<p>to not participate in the decision -making process if an actual or potential conflict of interest arises, and to immediately disclose the same to the Board of Directors.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Policy on Related Party Transactions</b>  <a href="https://fjprince.com/corporate-governance/company-policies/">https://fjprince.com/corporate-governance/company-policies/</a></p>	
<b>Optional : Recommendation 8.5</b>			
<p>1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.</p>	<p>Compliant</p>	<p>Provide link or reference where this is disclosed, if any</p> <p>Related Party Transactions (RPT) Policy ensures that transaction of the Corporation with its related parties are conducted in fair and at arms' length terms. It requires review of material/significant RPTs to determine whether these RPTs are in the best interest of the Corporation.</p> <p>The RPT Policy is disclosed in the Revised Manual of Corporate Governance, and the Corporation's Website.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	

		<p><b>Policy on Related Party Transactions</b>  <a href="https://fjprince.com/corporate-governance/company-policies/">https://fjprince.com/corporate-governance/company-policies/</a></p> <p><b>2025 Annual Report, page 28</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	
<b>Recommendation 8.6</b>			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p>Provide link or reference where this is disclosed</p> <p>All information required to be disclosed to the public are released through the Corporation’s annual report, and the website.</p> <p>Links:</p> <p><b>PSE and SEC filings</b>  <a href="https://fjprince.com/company-disclosures/sec-filings/">https://fjprince.com/company-disclosures/sec-filings/</a></p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Non-Compliant	<p>Identify independent party appointed to evaluate the fairness of the transaction price</p> <p>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p>	There has been no occasion for this to apply.
<b>Supplement to Recommendation 8.6</b>			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact	Non-Compliant	Provide link or reference where these are disclosed.	There has been no occasion for this to apply.

on the control, ownership, and strategic direction of the company. 2.			
<b>Recommendation 8.7</b>			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Please see the Corporation's Revised Manual on Corporate Governance available at the Corporation's website.	
2. Company's MCG is submitted to the SEC and PSE.	Compliant	Link:  <b>Revised Manual of Corporate Governance</b>	
3. Company's MCG is posted on its company website.	Compliant	<a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>	
<b>Supplement to Recommendation 8.7</b>			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	Provide proof of submission.  The Corporation submitted its New Manual on Corporate Governance to the SEC and PSE on 18 September 2020.  Link:  <b>Revised Manual of Corporate Governance</b>	
<b>Optional: Principle 8</b>			
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	Please refer to the Corporation's Annual Report for the year 2025.  Link:  <b>2025 Annual Report</b>	
b. Financial performance indicators	Compliant		
c. Non-financial performance indicators	Compliant		
d. Dividend Policy	Compliant		

e. Biographical details (at least age, academic qualifications, date of first appointment, relevant experience, and other directorships in listed companies) of all directors	Compliant	<a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a>	
f. Attendance details of each director in all directors meetings held during the year	Non-Compliant		This is not included in the Annual Report, but is submitted separately.
g. Total remuneration of each member of the board of directors	Compliant		
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	Provide link or reference to where this is contained in the Annual Report  Link:  <b>2025 Annual Report</b> <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a>	
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	Provide link or reference to where this is contained in the Annual Report	No information on this item is disclosed in the Corporation's Annual Report for the year 2025. 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.
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	Provide link or reference to where this is contained in the Annual Report	No information on this item is disclosed in the Corporation's Annual Report for the year 2025. 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.
5. The company discloses in the Annual Report the key risks to which the company is	Compliant	Provide link or reference to where these are contained in the Annual Report	

<p>materially exposed to (i.e. financial, operational including IT, environmental, social, economic).</p>		<p>Link:</p> <p><b>2025 Annual Report, pages 65 – 66</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	
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**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**

<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company’s external auditor.</p> <p>Included in the primary responsibility of the Audit Committee is the recommendation on the appointment, reappointment, removal and fees of the External Auditor. The same is disclosed in the Annual Report and Audit Committee Charter.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Board Committees</b>  <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a></p>	
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>Compliant</p>	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p>	

		<p>The Corporation's stockholders owning or representing a majority (50% +1) of the outstanding capital stock of the Corporation are required to ratify the appointment, removal and fees of the external auditor.</p> <p>During the 2025 annual stockholders' meeting, all stockholders present, which represent more than two-thirds of the outstanding capital stock of the Corporation, approved the reappointment of Reyes Tacandong &amp; Co. as the Corporation's external auditor for calendar year 2025.</p> <p>Link:</p> <p><b>2025 Annual Report, page 36</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	
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	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p>In case of removal of the external auditor, the reasons for removal or change are to be disclosed to the regulators and the public through the Corporation's Website and required disclosures.</p>	
<b>Supplement to Recommendation 9.1</b>			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years.</p> <p>The Audit Committee ensures that the external auditors or its lead audit partner of the external auditing firm assigned to the Corporation is changed or rotated</p>	

		<p>once every five (5) years or such shorter or longer period provided under applicable laws and regulations.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<b>Recommendation 9.2</b>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <p>i. assessing the integrity and independence of external auditors;</p> <p>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</p> <p>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>Link:</p> <p><b>Board Committees</b>  <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a></p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>The Audit Committee reviews the reports of the external auditors and conducts private review sessions with external auditors. The Audit Committee is responsible for assessing the effectiveness of the conduct and performance of the external audit.</p> <p>Link:</p> <p><b>Board Committees</b>  <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a></p>	

**Supplement to Recommendations 9.2**

<p>1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.</p>	<p>Compliant</p>	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>The Audit Committee assessed the independence, performance and effectiveness of the External Auditors, Reyes Tacandong &amp; Co., taking into consideration their credibility, competence, ability to understand complex related party transactions, and the adequacy of their quality control procedures.</p> <p>Link:</p> <p><b>Board Committees</b>  <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a></p>	
<p>2. Audit Committee ensures that the external auditor has adequate quality control procedures.</p>	<p>Compliant</p>	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>The Audit Committee assessed the independence, performance and effectiveness of the External Auditors, Reyes Tacandong &amp; Co., taking into consideration their credibility, competence, ability to understand complex related party transactions, and the adequacy of their quality control procedures.</p> <p>Link:</p> <p><b>Board Committees</b>  <a href="https://fjprince.com/corporate-governance/board-committees/">https://fjprince.com/corporate-governance/board-committees/</a></p>	

**Recommendation 9.3**

<p>1. Company discloses the nature of non-audit services performed by its external auditor in the</p>	<p>Compliant</p>	<p>Disclose the nature of non-audit services performed by the external auditor, if any.</p>	
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Annual Report to deal with the potential conflict of interest.		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 viewed as impairing the external auditor's objectivity.	Compliant	<p>Provide link or reference to guidelines or policies on non-audit services</p> <p>Please refer to the Corporation's Revised Manual on Corporate Governance.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<b>Supplement to Recommendation 9.3</b>			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	<p>Provide information on audit and non-audit fees paid.</p> <p>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.</p>	
<b>Additional Recommendation to Principle 9</b>			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>Provide information on company's external auditor, such as:</p> <ol style="list-style-type: none"> <li>1. Name of the audit engagement partner;</li> <li>2. Accreditation number;</li> <li>3. Date Accredited;</li> <li>4. Expiry date of accreditation; and</li> <li>5. Name, address, contact number of the audit firm.</li> </ol> <p>The Corporation's current external auditor is Reyes Tacandong &amp; Co.</p>	

		<p>The Firm was accredited by the Board of Accountancy with accreditation number 4782/P-024 valid until 06 June 2026.</p> <p>Ms. Grace M. Albunian is the signing partner, who is also the Corporation's contact person in the Firm. Her office number is 89829100 and her office address is located at BDO Towers Valero, 8741 Paseo de Roxas Avenue, Makati City.</p>	
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).	Non- Compliant	<p>Provide information on the following:</p> <ol style="list-style-type: none"> <li>1. Date it was subjected to SOAR inspection, if subjected;</li> <li>2. Name of the Audit firm; and</li> <li>3. Members of the engagement team inspected by the SEC.</li> </ol>	To the best of its knowledge, the Corporation is not aware that its external auditor agreed to be subjected to the SOAR inspection program conducted by the SEC. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.

**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 (EESG) issues of its business, which underpin sustainability.	Non- Compliant	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.	The Corporation currently has not adopted a policy on disclosure of non-financial information, including EESG issues. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Non- Compliant	Provide link to Sustainability Report, if any. Disclose the standards used.	The Corporation currently has not adopted a policy on disclosure of non-financial information, including EESG issues. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.

**Principle 11:** The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

**Recommendation 11.1**

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Non-Compliant	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.	Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
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**Supplemental to Principle 11**

1. Company has a website disclosing up-to-date information on the following:		Provide link to company website  Please refer to the Corporation's website	
a. Financial statements/reports (latest quarterly)	Compliant	Link:  <a href="https://www.fjprince.com">https://www.fjprince.com</a>	
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 and By-Laws	Compliant		
g.			

**Additional Recommendation to Principle 11**

1. Company complies with SEC-prescribed website template.	Compliant	Please refer to the Corporation's website  Link:  <a href="https://www.fjprince.com">https://www.fjprince.com</a>	
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**Internal Control System and Risk Management Framework**

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

**Recommendation 12.1**

1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	<p>List quality service programs for the internal audit functions.</p> <p>Indicate frequency of review of the internal control system</p> <p>The Audit Committee of the Corporation is responsible for overseeing senior management in establishing and maintaining an adequate, effective and efficient internal control network. It ensures that systems and processes are designed to provide assurance in areas including reporting, monitoring, compliance with laws, regulations and internal policies, efficiency and effectiveness of operations, and safeguarding of assets.</p> <p>Through the Internal Auditor, the Corporation monitors and evaluates the adequacy and effectiveness of the Corporation's internal control system, integrity of financial reporting, and security of physical and information assets.</p>	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"><li>1. Company's risk management procedures and processes</li><li>2. Key risks the company is currently facing</li><li>3. How the company manages the key risks</li></ol> <p>Indicate frequency of review of the enterprise risk management framework.</p>	

		<p>The Board annually reviews the Corporation's enterprise risk management functions (ERM) as part of the annual review of its financial statements. The Corporation's ERM functions are aligned with the M&amp;C Group's ERM policies.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Enterprise Risk Management</b>  <a href="https://fjprince.com/corporate-governance/enterprise-risk-management/">https://fjprince.com/corporate-governance/enterprise-risk-management/</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>	<p>Compliant</p>	<p>Provide information on or link/ reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p> <p>Indicate frequency of review.</p> <p>Compliance is spearheaded by the Compliance Officer, who reviews the documentation of the Corporation on a monthly basis.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
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<b>Optional: Recommendation 12.1</b>			
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.	Non-Compliant	Provide information on IT governance process	The Corporation currently has neither adopted nor implemented a governance process on IT issues. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<b>Recommendation 12.2</b>			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.  The Corporation currently has an in-house personnel and/or officer charged with internal audit functions or processes.	
<b>Recommendation 12.3</b>			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-Compliant	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
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.	Non-Compliant		Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	Compliant	Identify qualified independent executive or senior management personnel, if applicable.  This is not applicable as the Corporation does not fully outsource internal audit.	
<b>Recommendation 12.4</b>			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Provide information on company's risk management function.  The Board, as part of its annual review of its financial statements, reviews the	

		Corporation's risk management functions.  Link:  <b>Revised Manual of Corporate Governance</b> <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>	
<b>Supplement to Recommendation 12.4</b>			
1. Company seeks external technical support in risk management when such competence is not available internally.	Non-Compliant	Identify source of external technical support, if any.	The Corporation currently does not require assistance of external technical support in risk management. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<b>Recommendation 12.5</b>			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Non-Compliant	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	The Corporation does not have a Chief Risk Officer. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-Compliant		The Corporation does not have a Chief Risk Officer. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.
<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.  2.	Non-Compliant	Provide link to CEO and CAE's attestation	Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.

### 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>Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.</p> <p>Link:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<p>2. Board ensures that basic shareholder rights are disclosed on the company's website.</p>	<p>Compliant</p>	<p>Provide link to company's website</p> <p>Link:</p> <p><a href="https://fjprince.com/investor-relations/">https://fjprince.com/investor-relations/</a></p>	

#### Supplement to Recommendation 13.10

<p>1. Company's common share has one vote for one share.</p>	<p>Compliant</p>	<p>The Corporation follows the provisions of the Revised Corporation Code regarding the shares that could be voted by shares of stock in a corporation.</p> <p>Link:</p> <p><b>By-Laws</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></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>Provide information on all classes of shares, including their voting rights if any.</p> <p>The Corporation only has common shares and adopts the principle of "one share, one vote". There are two classes: Class A which is issued solely to Filipino citizens</p>	

		and Class B which may be issued to Filipino citizens or to aliens alike.	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p>Voting is done by show of hands.</p> <p>For the complete voting procedure, please see the Corporation's By-laws and the Corporation's Definitive Information Statement.</p> <p>Links:</p> <p><b>By-Laws</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></p> <p><b>2026 Definitive Information Statement</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or “majority of minority” requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	<p>Provide information on shareholder voting mechanisms such as supermajority or “majority of minority”, if any.</p> <p>The Corporation observes the supermajority shareholder vote requirements under the Corporation Code for the approval of major or significant corporate acts.</p> <p>Links:</p> <p><b>By-Laws</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></p>	

		<p><b>2026 Definitive Information Statement</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	<p>Provide information on how this was allowed by board (i.e., minutes of meeting, board resolution)</p> <p>Links:</p> <p><b>By-Laws</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Provide information or link/reference to the policies on treatment of minority shareholders</p> <p>Links:</p> <p><b>By-Laws</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Provide information on or link/reference to the company's dividend Policy.</p>	

		<p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration</p> <p>The Corporation has declared dividends for calendar year 2025. On 22 August 2025, during the special board meeting, the Board declare out of its unrestricted retained earnings a cash dividend of a total of Twenty Centavos (PhP 0.25) per share, payable to all stockholders of record as of 22 September 2025 on or before 08 October 2025.</p> <p>Links:</p> <p><b>By-Laws</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></p> <p><b>2025 Annual Report, pages 88, 103</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	
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**Optional: Recommendation 13.1**

<p>1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.</p>	<p>Non-Compliant</p>	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p>	<p>The Corporation has appointed its stock and transfer agent to count and/or validate the votes at the Annual Shareholders' Meeting.</p>
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**Recommendation 13.2**

<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.</p>	<p>Non-Compliant</p>	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p>	<p>The Corporation's By-laws requires notices to be sent to stockholders at least 15 days before the date of annual meetings, and at least 7 days for any other stockholders' meeting. Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile</p>
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		Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.  Provide link to the Agenda included in the company's Information Statement (SEC Form 20-IS)	and complexity of operations of the Corporation.  Please see the Corporation's website <a href="https://fjprince.com">https://fjprince.com</a>
<b>Supplemental to Recommendation 13.2</b>			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Provide link or reference to the company's notice of Annual Shareholders' Meeting	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	Link:  <b>2026 Definitive Information Statement</b> <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a>	
b. Auditors seeking appointment/re-appointment	Compliant		
c. Proxy documents	Compliant		
<b>Optional: Recommendation 13.2</b>			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	Provide link or reference to the rationale for the agenda items  Link:  <b>2026 Definitive Information Statement, pages 13 – 14</b> <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a>	
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.  Link:	

		<p><b>2025 Definitive Information Statement, pages 40 – 41</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a></p>	
<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>	Compliant	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <p>The Minutes are made available on the company website.</p> <p>Link:</p> <p><b>Minutes of the Shareholders' Meeting</b>  <a href="https://fjprince.com/company-disclosures/minutes-of-stockholders-meetings/">https://fjprince.com/company-disclosures/minutes-of-stockholders-meetings/</a></p>	
<b>Supplement to Recommendation 13.3</b>			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	Compliant	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting</p> <p>Representatives from the Corporation's external auditor are present during its Annual Shareholder's Meetings.</p>	
<b>Recommendation 13.4</b>			
<p>1. Board makes available, at the option of a shareholder, an alternative dispute mechanism</p>	Compliant	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p>	

to resolve intra-corporate disputes in an amicable and effective manner.		As alternative dispute resolution is provided by law, the Corporation adheres to sound practices on settling disputes amicably in accordance with current alternative dispute resolution procedures.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Non- Compliant	Provide link/reference to where it is found in the Manual on Corporate Governance	Although it is not indicated in the Corporation's Manual on Corporate Governance, this is nevertheless resorted by the Corporation if and when needed.
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Non-Compliant	Disclose the contact details of the officer/office responsible for investor relations, such as: 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address	The Corporation has not established an Investor Relations Office. 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 Corporation's website: <a href="http://www.fjprince.com">www.fjprince.com</a> . Investor Relations inquiries may be addressed to the company's Corporate Secretary, whose contact details are made available online.
2. IRO is present at every shareholder's meeting.	Non-Compliant	Indicate if the IRO was present during the ASM.	The Corporation has not established an Investor Relations Office. 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.  Nevertheless, the Corporate Secretary who acts as the company's Investor Relations Officer, is present at all shareholders meetings.

**Supplemental Recommendations to Principle 13**

<p>1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group</p>	<p>Compliant</p>	<p>Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.</p> <p>The Corporation adopts a one share, one vote policy. Thus, minority is adequately represented in shareholder actions. Please see the Corporation's By-laws and Revised Manual on Corporate Governance.</p> <p>Links:</p> <p><b>By-Laws</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<p>2. Company has at least thirty percent (30%) public float to increase liquidity in the market.</p>	<p>Non-Compliant</p>	<p>Indicate the company's public float.</p>	<p>The proportion of the Corporation's outstanding shares that are considered public float is slightly less than 30% (i.e. 26%). 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.</p>

**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>Compliant</p>	<p>Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM</p> <p>Link:</p>	
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		<b>Revised Manual of Corporate Governance</b> <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Non-Compliant	Disclose the process and procedure for secure electronic voting in absentia, if any.	The Corporation has not adopted a policy to secure electronic voting in absentia at the Annual Shareholders' Meeting.  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.

#### Duties to Stakeholders

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

#### Recommendation 14.1

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	Compliant	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.  The following are the Corporation's stakeholders: <ul style="list-style-type: none"> <li>• Shareholders</li> <li>• Employees</li> <li>• Subsidiaries</li> <li>• Other Stakeholders such as creditors and suppliers</li> </ul> The Corporation has formulated guidelines and strategies to ensure sustainable development determined to operate a business that is anchored on good governance.	
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		<p>Please see the Corporation's Annual Report for the year 2025.</p> <p>Link:</p> <p><b>2025 Annual Report, Sustainability Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	
<b>Recommendation 14.2</b>			
<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>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <p>The Corporation adopts a one share, one vote policy.</p> <p>Links:</p> <p><b>By-Laws</b>  <a href="https://fjprince.com/our-company/articles-of-incorporation-by-laws/">https://fjprince.com/our-company/articles-of-incorporation-by-laws/</a></p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
<b>Recommendation 14.3</b>			
<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p>	

		<p>The Corporation may communicate its grievances to its Compliance Officer or Corporate Secretary.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Investor Relations</b>  <a href="https://fjprince.com/investor-relations/">https://fjprince.com/investor-relations/</a></p>	
<b>Supplement to Recommendation 14.3</b>			
<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>	Compliant	<p>Provide information on the alternative dispute resolution system established by the company.</p> <p>The Corporation, through its Board of Directors, adopted an alternative dispute resolution system that can amicably settle conflicts or differences between the Corporation and its stockholders, and the Corporation and third parties, including regulatory authorities.</p> <p>Particularly, as alternative dispute resolution is provided by law, the Corporation adheres to sound practices on settling disputes amicably in accordance with current alternative dispute resolution procedures.</p>	
<b>Additional Recommendations to Principle 14</b>			
<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</p>	Compliant	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p>The Corporation does not seek any exemption from the application of a law,</p>	

being taken to finally comply with the applicable law, rule or regulation.		rule or regulation especially when it refers to a corporate governance issue.	
2. Company respects intellectual property rights.	Compliant	Provide specific instances, if any.  The Corporation respects intellectual property rights as provided by law.	
<b>Optional: Principle 14</b>			
1. Company discloses its policies and practices that address customers' welfare	Non-Compliant	Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.	Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.  Please see the Corporation's website <a href="https://fjprince.com">https://fjprince.com</a>
2. Company discloses its policies and practices that address supplier/contractor selection procedures	Non-Compliant	Identify policies, programs and practices that address supplier/contractor selection procedures or provide link/reference to a document containing the same.	Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation.  Please see the Corporation's website <a href="https://fjprince.com">https://fjprince.com</a>
<b>Principle 15:</b> 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.			
<b>Recommendation 15.1</b>			
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.	Non-Compliant	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.	Full compliance with this recommendation appears inapplicable taking into account the size, structure, risk profile and complexity of operations of the Corporation being a holding firm.
<b>Supplement to Recommendation 15.1</b>			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Non-Compliant	Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time	The Corporation does not have any ESOP. 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.

		aligns their interests with those of the shareholders.	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>Disclose and provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>2025 Annual Report</b>  <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a></p>	
<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.	Compliant	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</p> <p>Links:</p>	

		<p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a></p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p>Identify how the board disseminated the policy and program to employees across the organization</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a></p>	
<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.	Compliant	<p>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>Include any finding of violations of the company policy.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b></p>	

		<a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>  <b>Code of Business Conduct and Ethics</b> <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a>	
<b>Recommendation 15.3</b>			
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	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>Provide contact details to report any illegal or unethical behavior.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a></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.	Compliant	<p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p>	

		<p><b>Code of Business Conduct and Ethics</b>  <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a></p>	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>Code of Business Conduct and Ethics</b>  <a href="https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/">https://fjprince.com/corporate-governance/code-of-business-conduct-ethics/</a></p>	
<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.</p>			
<p><b>Recommendation 16.1</b></p>			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p>Links:</p> <p><b>Revised Manual of Corporate Governance</b>  <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a></p> <p><b>2025 Annual Report</b></p>	

		<a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a>  <b>2026 Definitive Information Statement</b> <a href="https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf">https://fjprince.com/wp-content/uploads/2026/05/2026-ASM-Definitive-Information-Statement.pdf</a>	
<b>Optional: Principle 16</b>			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	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.  Links:  <b>Revised Manual of Corporate Governance</b> <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>  <b>2025 Annual Report, Sustainability Report</b> <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a>	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.  Links:  <b>Revised Manual of Corporate Governance</b> <a href="https://fjprince.com/corporate-governance/manual-on-corporate-governance/">https://fjprince.com/corporate-governance/manual-on-corporate-governance/</a>	

		<b>2025 Annual Report, Sustainability Report</b> <a href="https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf">https://fjprince.com/wp-content/uploads/2026/05/SEC-17-A-Annual-Report-2025_FJP.pdf</a>	
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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 2026, 2026.



JOHNSON TAN GUI YEE  
Chairman of the Board




CHARLIE K. CHUA  
Independent Director


**SIGNATURES**



MARK RYAN K. COKENG  
President



ANNE JAYCELLE C. SACRAMENTO  
Compliance Officer and Corporate Secretary



PETER L. KAWSEK, JR.  
Independent Director

SUBSCRIBED AND SWORN to before me this MAY 29 2026 day of 2026, affiant(s) exhibiting to me their Evidence of Identity as follows:

NAME	EVIDENCE OF IDENTITY	DATE/PLACE OF ISSUE
Johnson Tan Gui Yee	OSCA No. 27715	Makati City / December 15, 2008
Mark Ryan K. Cokeng	Driver's License No. X01-09-003590	January 15, 2019 / DFA Manila
Peter L. Kawsek, Jr.	Driver's License No. N15-79-022353	July 29, 2018 / Quezon City, NCR
Charlie K. Chua	Passport No. P3217214B	September 15, 2019 / DFA NCR Northeast
Anne Jaycelle C. Sacramento	Integrated Bar of the Philippines (IBP) ID#63548 issued by IBP	

Doc. No. 235;  
Page No. 48;  
Book No. XXIV;  
Series of 2026.

NOTARY PUBLIC

**ATTY. RYAN ANTHONY G. PEREÑA**  
NOTARY PUBLIC for MAKATI CITY  
Commission No. M-012 until Dec. 31, 2027  
Roll of Attorneys 77327  
PTR No. 10764513; 01/02/2026; Makati City  
IBP OR No. 566188 12/16/2025; Pasig City  
MCLE Compliance No. VIII-0000389  
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