

COVER SHEET

C S 2 0 0 4 0 9 4 6 2

S.E.C. Registration Number

H A U S T A L K , I N C .

(Company's Full Name)

U N I T 7 0 1 O R I E N T S Q U A R E

B L D G . , F . O R T I G A S J R . R D .

O R T I G A S C E N T E R

P A S I G C I T Y

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

Maria Agnes M. Siapno
Contact Person

(632) 8634 8712
Company Telephone Number

1 2
Month

3 1
Day

Fiscal Year

IACGR

FORM TYPE

July
Month

Last
Wed
Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/ Section

Total No. of stockholders
Foreign

Total Amount of Borrowings
Domestic

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS



SEC FORM – I-ACGR

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

1. For the fiscal year ended **December 31, 2024**
2. SEC Identification Number **CS200409462** 3. BIR Tax Identification No. **233-687-508**
4. Exact name of issuer as specified in its charter **HAUS TALK, INC.**
5. **Metro Manila, Philippines**
Province, Country or other jurisdiction of
incorporation or organization
6. (SEC Use Only)
Industry Classification Code:
7. **Unit 701 Orient Square Bldg. F. Ortigas Jr. Rd. Ortigas Center, Pasig City** **1605**
Address of principal office Postal Code
8. **(02)8636-6929**
Issuer's telephone number, including area code
9. **N/A**
Former name, former address, and former fiscal year, if changed since last report.

INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	The Board of Directors of Haus Talk, Inc. (the "Company") is composed of individuals who are equipped with significant experience in the real estate industry.	
2. Board has an appropriate mix of competence and expertise.	Compliant	Pursuant to the Company's Manual on Corporate Governance (the "Manual"), the Company evaluates the nominees for election through its Nomination, Compensation, and Election Committee to ensure that they meet the qualifications and none of the criteria for disqualifications indicated in the Company's By-Laws, Manual, the Securities Regulations Code, and other relevant laws, rules and regulations.	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	<p>All relevant information about the qualifications and professional experience of directors were properly disclosed in the Annual Report and other reports submitted by the Company to the Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE). These reports were uploaded in the Company's website.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 25-26. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 Manual on Corporate Governance 	

		https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf	
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>The Company's Board is composed of Seven (7) directors, of which four (4) are non-executive directors and three (3) are executive directors as of December 31, 2024.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 6-7. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 General Information Sheet 2024 https://cdn.prod.website-files.com/629ef1fb301de40082204350/67077d7fc4edc48ab7fd02db_HTI%20GIS%202024--redacted.pdf Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>The Company's Manual on Corporate Governance provides that, as much as practicable, a director shall be required to attend a seminar on corporate governance before assuming his position, to allow the Board to effectively discharge its duties and responsibilities.</p> <p>On 19 November 2024, the members of the Board, together with the Company's key officers, attended an</p>	

		<p>Advanced Corporate Governance Training provided by the Institute of Corporate Directors.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf PSE Disclosure Form 17-18, Attendance in the Corporate Governance Seminar https://edge.pse.com.ph/openDiscViewer.do?edge_no=52118c82c89640a1abca0fa0c5b4e4d0 	
2. Company has an orientation program for first time directors.	Compliant	<p>New directors are provided with the following corporate documents and relevant reports to assist them in better understanding the Company's business operation:</p>	
3. Company has relevant annual continuing training for all directors.	Compliant	<ul style="list-style-type: none"> a. Amended Articles of Incorporation b. Amended By-laws c. Latest General Information Sheet d. Audited Financial Statements e. Annual Report f. Manual on Corporate Governance f. Other Company Disclosures <p>Likewise, the directors attended relevant trainings for them to effectively carry out their duties and responsibilities as members of the Board of Directors.</p> <p>For term 2023-2024, the Board of Directors attended the Advanced Corporate Governance Training administered by the Institute of Corporate Directors held on 19 November 2024.</p> <p>Please refer to the following:</p>	

		<ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf PSE Disclosure Form 17-18, Attendance in the Corporate Governance Seminar https://edge.pse.com.ph/openDiscViewer.do?edge_no=52118c82c89640a1abca0fa0c5b4e4d0 	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	<p>The Manual ensures the diversity in the Board, in terms of age, ethnicity, skills, competence, and knowledge.</p> <p>The board is composed of 2 female and 5 male directors.</p> <p>The 2 independent directors are lawyers by profession, one of whom was engaged by diversified conglomerate and several sports companies; while the other independent director is engaged in private law practice and formerly served in the government.</p> <p>The other 5 directors have been in the real estate industry for quite some time. Their involvement in the real estate industry spans across the Parent Company Haus Talk, Inc., its subsidiaries Tradition Homes, Inc. and Lifestyle Development Corporation, and other companies in the same industry such as Allied Community Builders & Development Inc., etc.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 25-26. 	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Compliant	Please refer to the following: <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	The qualifications, duties and responsibilities of the Corporate Secretary are provided in the Company's Manual on Corporate Governance. Atty. Lyra Gracia Y. Lipae-Fabella is the Company's Corporate Secretary. She was appointed as Corporate Secretary on July 21, 2023. She has not been a member of the Board of Directors, nor appointed as the Compliance Officer of the Company. Please refer to the following: <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 27. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 Manual on Corporate Governance 	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>The Corporate Secretary attended relevant trainings for her to effectively carry out her duties and responsibilities.</p> <p>The Corporate Secretary's last attendance in a corporate governance training was on November 8, 2024.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> PSE Disclosure Form 17-18, Attendance in the Corporate Governance Seminar https://edge.pse.com.ph/openDiscViewer.do?edge_no=52118c82c89640a1abca0fa0c5b4e4d0 	
Optional: Recommendation 1.5			
1. Corporate Secretary distributes materials for board meetings at least five business days before scheduled meeting.	Compliant	<p>The Company's Manual on Corporation Governance provides that the Board should be informed of the items to be discussed during the meetings, at least five (5) working days in advance.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Ms. Noemi V. Aniban is the Company's Compliance Officer. She was appointed Compliance Officer on	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with	Compliant		

adequate stature and authority in the corporation.		July 21, 2023 and has not been a member of the Board of Directors of the Company.	
3. Compliance Officer is not a member of the board.	Compliant	<p>The qualifications, duties and responsibilities of the Compliance Officer are disclosed in the Company's Manual.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 27-28. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
4. Compliance Officer attends training/s on corporate governance.	Compliant	<p>The Compliance Officer attended relevant trainings for her to effectively carry out her duties and responsibilities.</p> <p>The Compliance Officer's last attendance in a corporate governance training was on November 19, 2024.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> PSE Disclosure Form 17-18, Attendance in the Corporate Governance Seminar https://edge.pse.com.ph/openDiscViewer.do?edge_no=52118c82c89640a1abca0fa0c5b4e4d0 	

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

Recommendation 2.1

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>The Company's Board of Directors has the responsibility to foster the long-term success of the company and secure its sustained competitiveness in the manner consistent with its fiduciary responsibility, which it shall reasonably exercise in the best interest of the company, its shareholders and other stakeholders.</p> <p>The Company's directors actively attend the board meetings.</p> <p>In 2024, the Board held 12 meetings. Five directors recorded a perfect attendance, namely:</p> <ol style="list-style-type: none"> 1. Terence Restituto D. Madlambayan 2. Luis Pio D. Madlambayan 3. Ma. Leah D. Madlambayan 4. Joselito D. Madlambayan 5. Jose Ferdinand M. Rojas II <p>Meanwhile, two Directors attended 11 out of 12 meetings, namely:</p> <ol style="list-style-type: none"> 1. Maria Rachel D. Madlambayan 2. Angelico T. Salud <p>Please refer to the following:</p> <ul style="list-style-type: none"> • PSE Disclosure Form 17-18, Certificate of Attendance of Board of Directors in Board Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=8dec57eb238276b3ec6e1601ccee8f59 	
---	------------------	--	--

Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	<p>It is the responsibility of the Board of Directors to foster the long-term, success of the Company and secure its sustained competitiveness in the manner consistent with its fiduciary responsibility. As such, the Board of Directors review and approve the Company's business objectives and strategy as often as necessary.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	<p>It is the responsibility of the Board of Directors to oversee the Company's purpose, vision and mission and to formulate strategic objectives, policies and procedures.</p> <p>The Board of Directors, as a body, is responsible for monitoring the implementation of the company's business objectives and strategy, and evaluate if its effective and efficient.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	<p>The Company's vision, mission and core values are clearly defined on the Employees Manual and are being regularly reviewed by the Board of Directors.</p> <p>Please refer to the following:</p>	

		<ul style="list-style-type: none"> HTI's Mission and Vision https://www.haustalk.com.ph/about-us Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	<p>The Board of Directors heads the Company's Annual Strategic Planning, an avenue where the company's strategic framework, direction, targets and progress are being discussed and laid down.</p> <p>For the year 2024, the Company held its Annual Strategic Planning last October 21, 2024, attended by the members of the Board, key officers and department managers.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>The qualifications, duties and responsibilities of the Chairman of the Board are provided in the company's Manual.</p> <p>Mr. Terence Restituto D. Madlambayan is the Company's Chairman of the Board.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 25 	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	<p>Under Article II (1)(E) the Company's Manual on Corporate Governance, one of the functions of the Board is to adopt an effective succession-planning program for directors, key officers and management.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 25-28. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>Currently, the Company does not have a defined contribution plan or any formal retirement plan that covers the retirement benefits of its employees, directors and key officers, However, the Company is following the existing regulatory framework, Republic Act No. 7641, otherwise known as the Philippine Retirement Pay Law.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 2.5			

<p>1. Board aligns the remuneration of key officers and board members with long-term interests of the company.</p>	<p>Compliant</p>	<p>Under Article II (1)(E) the Company's Manual on Corporate Governance, one of the functions of the Board is to ensure that the remuneration of the key officers and members of the Board are aligned with the long-term interests of the Company.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 28-29. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
<p>2. Board adopts a policy specifying the relationship between remuneration and performance.</p>	<p>Compliant</p>	<p>The Company plans to establish a Bonus Scheme to provide executives and key managers a long-term incentive that is designed to reward the achievements of those who exhibit exemplary performance in the fulfillment of their duties and responsibilities.</p>	
<p>3. Directors do not participate in discussions or deliberations involving his/her own remuneration.</p>	<p>Compliant</p>	<p>Furthermore, Article II (4)(A)(e) of the Manual on Corporate Governance provides for the prohibition for any director to decide his or her own remuneration.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 29. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 Manual on Corporate Governance 	

		https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf	
Optional: Recommendation 2.5			
1. Board approves the remuneration of senior executives.	Compliant	<p>The Board, through the Nomination, Compensation and Remuneration Committee, provides oversight over the remuneration of senior management and other key personnel, ensuring that their compensation is consistent with the Company's culture, strategy and control environment.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	<p>The Board of Directors, through the Nomination, Compensation and Election Committee, is responsible for determining the amount of remuneration which shall be at a sufficient level to attract and retain directors and officers who are needed to run the company successfully.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Article II (4)(A)(e) of the Manual on Corporate Governance provides for the duties and responsibilities of the Nomination, Compensation and	

2. Board nomination and election policy is disclosed in the company’s Manual on Corporate Governance.	Compliant	Election Committee, which include the establishment of a clear and comprehensive process on pre-screening and shortlisting of all candidates nominated to become a member of the Board of Directors, in accordance with the qualifications and disqualifications provided under the Company’s By-Laws, Revised Corporation Code, the Securities and Exchange Commission, other relevant laws. The Committee shall likewise take into consideration the availability, capability, track record and experience of all nominees for regular and independent directors. Please refer to the following: <ul style="list-style-type: none">Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board’s processes in the nomination, election or replacement of a director.	Compliant		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant		
Optional: Recommendation to 2.6			
1. Company uses professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors.	Non-compliant		The company does not utilize professional search firms or other external sources in search of candidates. It generates its own pool of candidates using its own established criteria and standards.
Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Board, through the Audit Committee, has the overall responsibility in ensuring the implementation of the Company’s Material Related Party Transactions (MRPT) Policy which provides for the guidelines on related party transactions, and sets forth the requirements for the review, approval and disclosure of RPTs. For further details, refer to the following:	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size.	Compliant		

structure, risk profile and complexity of operations.		<ul style="list-style-type: none"> Material Related Party Transactions (MRPT) Policy https://assets-global.website-files.com/629ef1fb301de40082204350/64647f7b9be93d6e98dd45b6_HTI%20MRPT%20Policy.pdf Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Supplement to Recommendations 2.7			
1. Board clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval. The aggregate amount of RPTs within any twelve (12) month period should be considered for purposes of applying the thresholds for disclosure and approval.	Compliant	<p>The Company's Material Related Party Transactions Policy clearly defines the threshold for disclosure and approval of RPTs and categorizes such transactions according to those that are considered <i>de minimis</i> or transactions that need not be reported or announced, those that need to be disclosed, and those that need prior shareholder approval.</p> <p>Further, the Policy provides a well-defined rule on the approval of material RPTs subject to the vote of the Board of Directors, and Stockholders in certain cases.</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.	Compliant	<p>Please refer to the following:</p> <ul style="list-style-type: none"> Material Related Party Transactions Policy https://assets-global.website-files.com/629ef1fb301de40082204350/64647f7b9be93d6e98dd45b6_HTI%20MRPT%20Policy.pdf Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	

		<ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 30-31. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>The Board of Directors, through its Nomination, Compensation and Election Committee, is primarily responsible approving the selection of the Management led by the President, the closest role to Chief Executive Officer (CEO), and the heads of the other control functions.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
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).	Compliant	<p>The Board of Directors is responsible for the assessment of performance of the management based on established performance standards that are consistent with the Company's strategic objectives.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the	Compliant	The Board of Directors of the Company provides an independent check on the performance of the	

standards set by the Board and Senior Management.		Management, ensuring that their performance is at par with the standards set by the Board.	
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>Further, the Board provides an assessment on the Management's performance based on established performance standards/frameworks that are consistent with the Company's strategic objectives.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	The Board of Directors, through the Audit Committee, monitors and evaluates the adequacy and effectiveness of the Company's internal control system, integrity of financial reporting and security of physical and information assets.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	<p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
3. Board approves the Internal Audit Charter.	Compliant	<p>Under the Company's Manual on Corporate Governance, a separate independent internal audit function in the Company shall be in place to monitor and guide the implementation of company policies.</p> <p>Further, the Audit Committee recommends the approval of the Internal Audit Charter defining the role of Internal Audit and the audit plan and the implementation of the Internal Audit Charter.</p>	

		<p>Please refer to the following:</p> <ul style="list-style-type: none"> • Audit Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf • Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	The Board of Directors, through the Risk Management and Oversight Committee, oversees that the company has in place a sound enterprise risk management system to effectively identify, monitor, assess and manage key business risks.	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	<p>Further, the Committee is responsible for:</p> <ul style="list-style-type: none"> • Identifying and analyzing key risk exposure relating to economic, environmental, social and governance (EESG) factors and the achievement of the organization's strategic objectives; • Evaluating and categorizing each identified risk using the company's predefined risk categories and parameters; • Establishing a risk register with clearly defined, prioritized and residual risk; • Developing a risk mitigation plan for the most important risks to the company, as defined by the risk management strategy; • Communicating and reporting significant risk exposures including business risks (i.e. 	

		<p>strategic, compliance, operational, financial and reputational risks), control issues and risk mitigation plan to the Board; and</p> <ul style="list-style-type: none">Monitoring and evaluating the effectiveness of the organization’s risk management processes. <p>Please refer to the following:</p> <ul style="list-style-type: none">Risk Management and Oversight Committee https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0758150bc6cc22a87_RISK%20MANAGEMENT%20AND%20OVERSIGHT%20COMMITTEE%20CHARTER.pdfManual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	The Manual on Corporate Governance of the Company clearly outlines the composition, purpose, authority, duties and responsibilities of the Board of Directors, which serves as a guide to the directors in the performance of their functions. Please refer to the following: <ul style="list-style-type: none">Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf	
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant		
3. Board Charter is publicly available and posted on the company’s website.	Compliant		
Additional Recommendation to Principle 2			

1. Board has a clear insider trading policy.	Compliant	<p>The Company Policies of the Company outlines a clear insider trading policy.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Company Policies https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f8dee9c897f0bac9bdad51_HTI%20COMPANY%20POLICIES.pdf 	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	<p>The Company's Material Related Party Transactions Policy mandates that all dealings of the Company with any of its Directors, Officers, Employees, Shareholders and related interests, including the granting of loans or advances, shall be conducted in terms that are at least comparable to normal commercial practices to safeguard the best interest of the Company, its stockholders, creditors and other stakeholders.</p> <p>Further, the MRPT Policy provides that related party transactions are entered into arms-length basis and will be disclosed, reviewed, and approved in accordance with the Policy and consistent with the principles of transparency and fairness.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Material Related Party Transaction Policy https://assets-global.website-files.com/629ef1fb301de40082204350/64647f7b9be93d6e98dd45b6_HTI%20MRPT%20Policy.pdf 	

2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>All of the material transactions of the Company should be disclosed and the board's approval should first be sought.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Material Related Party Transaction Policy https://assets-global.website-files.com/629ef1fb301de40082204350/64647f7b9be93d6e98dd45b6_HTI%20MRPT%20Policy.pdf Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 6. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
--	-----------	--	--

Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>The Board of Directors has established various committees to aid in the Board's performance of duties, namely:</p> <ol style="list-style-type: none"> Executive Committee Nomination, Compensation and Election Committee Audit Committee Board Risk Oversight Committee 	
---	-----------	---	--

5. Corporate Governance Committee

Each committee has adopted a Charter which provides for its composition, duties and responsibilities in reference to the Manual.

Please refer to the following:

- HTI Executive Committee
<https://www.haustalk.com.ph/about-us>
- HTI Nomination, Compensation and Election Committee Charter
<https://www.haustalk.com.ph/about-us>
- HTI Audit Committee Charter
https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf
- HTI Board Risk Oversight Committee Charter
https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0758150bc6cc22a87_RISK%20MANAGEMENT%20AND%20OVERSIGHT%20COMMITTEE%20CHARTER.pdf
- HTI Corporate Governance Committee Charter
https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0e4facd40d65bbce3_CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf
- Manual on Corporate Governance
<https://uploads-ssl.webflow.com/629ef1fb301de400822043>

		50/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>The Board has 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> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Audit Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>All members of the Audit Committee are non-executive directors, two (2) of whom are Independent Directors, namely:</p> <p>Chairman: Atty. Angelico T. Salud (independent) Members:</p> <ol style="list-style-type: none"> Atty. Jose Ferdinand M. Rojas II (independent) Mr. Luis Pio D. Madlambayan <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 7. 	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 <ul style="list-style-type: none"> HTI Audit Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf 	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	<p>The members of the Audit Committee have sufficient understanding on the Company's financial management systems and environment. Majority of the members of the committee are lawyers by profession, and both are independent directors.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 7. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 Manual on Corporate Governance, [age 12-14]. https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	<p>The Chairman of the Audit Committee is Atty. Angelico T. Salud, an independent director. He is not the Chairman of the Board, nor a chairman of any other Board Committee.</p> <p>Please refer to the following:</p>	

		<ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 7. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf HTI Audit Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf 	
Supplement to Recommendation 3.2			
1. Audit Committee approves all non-audit services conducted by the external auditor.	Compliant	<p>The Audit Committee Charter covers the audit and non-audit services conducted by the external auditor.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf HTI Audit Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf 	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	In accordance with the Company's Manual on Corporate Governance, the Audit Committee regularly	

		<p>meets with the Company's External Auditor, Valdes Abad & Company, independent of the Management.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Optional: Recommendation 3.2			
1. Audit Committee meet at least four times during the year.	Compliant	The Audit Committee met at least four times in 2024 for the presentation and discussion of quarterly financials and the annual financial statements, prior to its submission to the Board for approval.	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>In line with the Company's Manual on Corporate Governance, the Audit Committee is responsible for overseeing the Internal Audit Department and for recommending the appointment or removal of an internal auditor head.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf HTI Audit Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf 	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that	Compliant	The Corporate Governance Committee is responsible for assisting the Board in the performance of its corporate governance responsibilities.	

<p>were formerly assigned to a Nomination and Remuneration Committee.</p>		<p>Meanwhile, the Nomination, Compensation and Election Committee of the Company ensures that through a managed and effective system consistent with the By-Laws, board elections are made that provide a mix of proficient directors, each of which is able to add value to the Company.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf HTI Corporate Governance Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0e4facd40d65bbce3_CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf HTI Nomination, Compensation and Election Committee https://www.haustalk.com.ph/about-us 	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Non-Compliant</p>		<p>The SEC's Code of Corporate Governance for Public Companies and Registered Issuers recommends that the Corporate Governance Committee be composed of at least three (3) directors, majority of whom should be independent directors.</p> <p>In line with the Corporate Governance Committee Charter, the Committee is composed of at least 3 members, 2 of whom are the Independent Directors of the Board, particularly:</p> <p>Chairman: Atty. Jose Ferdinand M. Rojas II (independent) Members:</p>

			<ol style="list-style-type: none"> 1. Atty. Angelico T. Salud (independent) 2. Mr. Terence Restituto D. Madlambayan <p>However, considering the Board has only two independent directors, the members of the Corporate Governance Committee is a mix of 2 independent directors and 1 regular director.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> • SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 7. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 • HTI Corporate Governance Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0e4facd40d65bbce3_CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>The Chairman of the Corporate Governance Committee is Atty. Jose Ferdinand M. Rojas II, one of the independent directors of the Board.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> • SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 7. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 • HTI Corporate Governance Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0e4facd40d65bbce3_CORPORATE%20G 	

		OVERNANCE%20COMMITTEE%20CHARTER.pdf	
Optional: Recommendation 3.3.			
1. Corporate Governance Committee meet at least twice during the year.	Compliant	The Corporate Governance Committee met at least twice in 2024 – One for the review and/or update of its charter and the other is for the discussion of the responses in the I-ACGR.	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<p>The Company has its Board Risk and Oversight Committee (BROC) which is responsible for the oversight of the company's risk management system to ensure its functionality and effectiveness.</p> <p>The members of the Board Risk and Oversight Committee are:</p> <p>Chairman: Atty. Jose Ferdinand M. Rojas II (independent)</p> <p>Members:</p> <ol style="list-style-type: none"> Atty. Angelico T. Salud (independent) Ms. Ma. Leah D. Madlambayan <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf HTI Board Risk and Oversight Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0758150bc6cc22a87_RISK%20MANAGEMENT%20AND%20OVERSIGHT%20COMMITTEE%20CHARTER.pdf 	

		<ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 7. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	<p>Two out of the three members of the BROC are independent directors, including the Committee Chairman.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance, pages 12. https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf HTI Board Risk and Oversight Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0758150bc6cc22a87_RISK%20MANAGEMENT%20AND%20OVERSIGHT%20COMMITTEE%20CHARTER.pdf SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 7. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Non- Compliant		Atty. Jose Ferdinand M. Rojas II is not the Chairman of the Board. However, being one of the two independent directors of the Board, he also chairs the Corporate Governance Committee and the Board Risk Oversight Committee. Nevertheless, the board ensures that the duties and responsibilities of each committee are clearly stated.

4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<p>Both independent directors have thorough knowledge and experience on risk and risk management, based on their professional experience.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 26. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	The Company's Manual on Corporate Governance and pursuant to the Audit Committee Charter, the functions of Related Party Transactions Committee shall be performed by the Audit Committee.	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	<p>The Audit Committee, which also acts as RPT Committee, is composed of three non-executive directors, two of whom are independent directors, including the Committee Chairman.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf HTI Audit Committee Charter 	

		https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf <ul style="list-style-type: none"> HTI Material Related Party Transactions Policy https://assets-global.website-files.com/629ef1fb301de40082204350/65f8dee9c897f0bac9bdad51_HTI%20COMPANY%20POLICIES.pdf SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 7. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	All of the Company's established committees have their committee charter setting forth their respective purposes, composition, duties and responsibilities, and standards for evaluating the performance of each committee. The committee charters are posted in the company's website.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	Please refer to the following:	
3. Committee Charters were fully disclosed on the company's website.	Compliant	<ul style="list-style-type: none"> HTI Executive Committee https://www.haustalk.com.ph/about-us HTI Nomination, Compensation and Election Committee Charter https://www.haustalk.com.ph/about-us HTI Audit Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf 	

		<p>eb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf</p> <ul style="list-style-type: none"> • HTI Board Risk Oversight Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0758150bc6cc22a87_RISK%20MANAGEMENT%20AND%20OVERSIGHT%20COMMITTEE%20CHARTER.pdf • HTI Corporate Governance Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0e4facd40d65bbce3_CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf • Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf • HTI Website https://www.haustalk.com.ph/about-us 	
--	--	--	--

Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1

1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<p>The Directors of the Company actively attend participate in all meetings of the Board, Committees and shareholders.</p> <p>In 2024, the Board held 12 meetings. Five directors recorded a perfect attendance, namely:</p> <ol style="list-style-type: none"> 1. Terence Restituto D. Madlambayan 	
---	-----------	--	--

		<ol style="list-style-type: none"> 2. Luis Pio D. Madlambayan 3. Ma. Leah D. Madlambayan 4. Joselito D. Madlambayan 5. Jose Ferdinand M. Rojas II <p>Meanwhile, two Directors attended 11 out of 12 meetings, namely:</p> <ol style="list-style-type: none"> 1. Maria Rachel D. Madlambayan 2. Angelico T. Salud <p>Please refer to the following:</p> <ul style="list-style-type: none"> • SEC Form 17-C, Certificate of Attendance of Board of Directors in Board Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=52118c82c89640a1abca0fa0c5b4e4d0 	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	<p>All materials are provided to the Directors at least five (5) business days before the start of actual meetings.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<p>The Board of Directors are highly encouraged to participate and ask the necessary questions or seek clarifications during the Board and Committee meetings.</p> <p>The meeting materials are provided to the Directors at least five (5) business days before the start of actual meetings to provide them with ample time to review and raise appropriate questions.</p>	

		<p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 4.2			
1. Non-executive directors concurrently serve in a maximum of five publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/views, and oversee the long-term strategy of the company.	Compliant	<p>The Company ensures that non-executive directors (NEDs) of the company devote their time and attention necessary to properly discharge their duties and responsibilities. They are also encouraged to limit the publicly-listed companies that they concurrently serve as directors.</p> <p>All incumbent non-executive directors, including independent directors, only serve as directors at HTI.</p> <p>Should NEDs be elected to serve as part of the board in other publicly-listed companies, the Company will disclose such information in the SEC Form 20-IS Definitive Information Statement and 17-A Annual Report.</p>	
Recommendation 4.3			
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	The Directors are encouraged to notify the Board during regular board meetings of all their nominations for directorship.	
Optional: Principle 4			
1. Company does not have any executive directors who serve in more than two boards of listed companies outside of the group.	Compliant	<p>Some of the executive directors of the Company are also executive directors of its subsidiary, Tradition Homes, Inc., and other private corporations owned by the Madlambayan siblings.</p> <p>Tradition Homes, Inc. and the other private corporations are not publicly-listed.</p>	

<p>2. Company schedules board of directors' meetings before the start of the financial year.</p>	<p>Compliant</p>	<p>The Company's Corporate Secretary, in coordination with the Management, schedules and cascades the dates of the Board Meeting, Board Committee Meeting and Annual Stockholders' meetings before the start of the financial year.</p> <p>Aside from the regular meetings, special meetings may also be held as necessary for any purpose by the Board of Directors themselves, or any written request of the shareholders representing the majority of outstanding capital stock and also by the President.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
<p>3. Board of directors meet at least six times during the year.</p>	<p>Compliant</p>	<p>The Company's Board of Directors had 12 regular meetings in 2024.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-C, Certificate of Attendance of Board of Directors in Board Meeting https://edge.pse.com.ph/openDiscViewer.do?edge_no=52118c82c89640a1abca0fa0c5b4e4d0 	
<p>4. Company requires as minimum quorum of at least 2/3 for board decisions.</p>	<p>Compliant</p>	<p>Based on the Company's By-Laws, a majority of the number of directors, as fixed in the Articles of Incorporation, shall constitute a quorum for the transaction of the corporate business.</p> <p>In every meeting where there is a quorum, the decision of the majority of directors present shall be valid as a corporate act.</p>	

		<p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Amended By-Laws https://www.haustalk.com.ph/about-us 	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
Recommendation 5.1			
1. The Board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	<p>The Company has two (2) independent directors out of seven (7) directors, which comprises one-third of the board.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 6-7. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<p>The Company's independent directors possess all the qualifications and none of the disqualifications for being an independent director.</p> <p>All elected independent directors executed a certification, stating the same in accordance to Sec. 38 of the Securities Regulation Code, its implementing Rules and Regulations and other SEC issuances.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 7, 26. 	

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Supplement to Recommendation 5.2			
1. Company has no shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.	Compliant	<p>There are no existing shareholder agreements, by-laws provisions, or other arrangements that constrain the directors' ability to vote independently.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI's Amended By-Laws https://www.haustalk.com.ph/about-us 	
Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	<p>The Company only became a publicly-listed company in the year 2022 and commenced to have an independent director as part of the Board on the same year. Thus, the Company is compliant with this Recommendation.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI's Amended By-Laws https://www.haustalk.com.ph/about-us SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 7. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	

		<ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	<p>Pursuant to the Company's Manual, the Board's Independent Directors shall serve for a maximum term of nine (9) years.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board provides meritorious justification and seeks shareholders' approval during the annual shareholders' meeting.	Compliant	<p>Pursuant to the Company's Manual on Corporate Governance, the Independent Directors of the Board shall serve for a maximum term of nine (9) years. If the company wants to retain an independent director who has served for nine consecutive years, the Board should provide meritorious justification and sufficient reason to believe that the individual concerned remains to be independent and advise the shareholders of such justification during the annual shareholders' meeting.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	

		<p>The Company's Chairman of the Board is Mr. Terence Restituto D. Madlambayan; while the President, who also performs the functions of the Chief Executive Officer, is Ms. Maria Rachel D. Madlambayan.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> • HTI's Amended By-Laws https://www.haustalk.com.ph/about-us • SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 7, 25. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 • Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	<p>The responsibilities of the Chairman of the Board, and that of the President/Chief Executive Officer, are provided in the Amended By-Laws of the Company. The Manual on Corporate Governance also provides for the responsibilities of the Chief Executive Officer.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> • HTI's Amended By-Laws https://www.haustalk.com.ph/about-us • Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	

Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Non-Compliant		The Chairman of the Board is not an independent director. The Board is yet to designate a lead independent director.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	<p>The Material Related Party Transactions Policy of the Company mandates that transactions involving directors or corporate officers on actual or potential conflict of interest shall be voidable at the option of the Company, or the relevant business unit, unless the following conditions are present:</p> <ol style="list-style-type: none"> 1. The presence of the Director in the board meeting in which the contract/transaction was approved was not necessary to constitute a quorum for such meeting; 2. The vote of such Director was not necessary in the approval of the contract/transaction; and 3. The transaction/contract is fair and reasonable under the circumstances. <p>Please refer to the following:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf • Material Related Party Transactions (MRPT) Policy https://assets-global.website-files.com/629ef1fb301de40082204350/64647f7b9be93d6e98dd45b6_HTI%20MRPT%20Policy.pdf 	
Recommendation 5.7			

1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive present.	Compliant	There were separate meetings held with the non-executive directors, external auditor and head of the internal audit and compliance officer, without any executive present in 2024.	The Company has no lead independent director.
2. The meetings are chaired by the lead independent director.	Non-Compliant		

Optional: Principle 5

1. None of the directors is a former CEO of the company in the past 2 years.	Compliant	<p>The incumbent President, Ms. Maria Rachel D. Madlambayan, is also the President of the Company for the past two years.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI General Information Sheet 2023 https://edge.pse.com.ph/openDiscViewer.do?edge_no=c24c15ae1b6796919e4dc6f6c9b65995 HTI General Information Sheet 2024 https://cdn.prod.website-files.com/629ef1fb301de40082204350/67077d7fc4edc48ab7fd02db_HTI%20GIS%202024--redacted.pdf SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 7, 25. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
--	-----------	--	--

Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1

1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	The Corporate Governance Committee is responsible for overseeing the periodic performance evaluation of the Board and its committees, including the Management and conducts an annual self-evaluation of its performance. Please refer to the following: <ul style="list-style-type: none">Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf	
2. The Chairman conducts a self-assessment of his performance.	Compliant		
3. The individual members conduct a self-assessment of their performance.	Compliant		
4. Each committee conducts a self-assessment of its performance.	Compliant		
5. Every three years, the assessments are supported by an external facilitator.	Compliant		
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	The Corporate Governance Committee oversees the implementation of the corporate governance framework and periodically reviews the said framework. The Committee facilitates the annual self-assessment of the Board to evaluate its performance, its committees, as well as the Management, by using the appropriate evaluation forms. Please refer to the following: <ul style="list-style-type: none">Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdfCorporate Governance Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0e4facd40d65bbce3_CORPORATE%20GOVERNANCE%20COMMITTEE%20CHARTER.pdf	

2. The system allows for a feedback mechanism from the shareholders.	Compliant	The shareholders may reach the Company through the email address and telephone numbers of the Investor Relations Officer. They are also encouraged to ask questions and give comments during Stockholders' Meetings.	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	The Company's Code of Business Conduct and Ethics serves as a guide for the Directors, Officers, Employees and other stakeholders of the Company in all their dealings, transactions and activities. A copy of the Company's Code of Business Conduct and Ethics is available to the Directors, Senior Management and Employees for strict guidance and compliance.	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Please refer to the following: <ul style="list-style-type: none"> Code of Business Conduct and Ethics https://www.haustalk.com.ph/about-us 	
3. The Code is disclosed and made available to the public through the company website.	Compliant	The Company's Code of Business Conduct and Ethics is publicly posted in the company's website. Please refer to the following: <ul style="list-style-type: none"> Code of Business Conduct and Ethics https://www.haustalk.com.ph/about-us 	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering, paying and receiving bribes.	Compliant	The Company's Code of Business Conduct and Ethics provides that where an employee violates the Code of the Company, disciplinary actions are imposed in progressively increasing weight. This is one of the measures undertaken to preserve the Company's integrity.	

		<p>Please refer to the following:</p> <ul style="list-style-type: none"> Code of Business Conduct and Ethics https://www.haustalk.com.ph/about-us 	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	The Company's Code of Business Conduct and Ethics is incorporated as an integral part of the manual of employment. The Human Resource Department is responsible for ensuring that the provisions of this Code are complied with and strictly implemented.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<p>Please refer to the following:</p> <ul style="list-style-type: none"> Code of Business Conduct and Ethics https://www.haustalk.com.ph/about-us 	
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	Compliant	<p>The Company's Manual on Corporate Governance provides that the company shall establish corporate disclosure policies and procedures that are practical, reasonable and in accordance with the industry's best practices and regulatory requirements.</p> <p>This is to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders, giving a fair and complete picture of a company's financial condition, results and business operations.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance. https://uploads-ssl.webflow.com/629ef1fb301de400822043 	

Supplement to Recommendations 8.1

1. Company distributes or makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.

Non-compliant
(within 90 days
for the annual
reports)

Compliant
(within 45 days
for the quarterly
reports)

The Company's 2024 annual and quarterly reports were made available to the public on the following dates:

Report	Date Submitted to PSE	Actual No. of Days
17-Q (1 st Quarter)	May 15, 2024	45 days
17-Q (2 nd Quarter)	August 14, 2024	45 days
17-Q (3 rd Quarter)	November 12, 2024	43 days
17-A (Annual Report)	April 15, 2025	105 days

Please refer to the following:

- Q1 2024 (Ended March 31, 2024)
https://edge.pse.com.ph/openDiscViewer.do?edge_no=e6550995baddb4acabca0fa0c5b4e4d0
- Q2 2024 (Ended June 30, 2024)
https://edge.pse.com.ph/openDiscViewer.do?edge_no=47e8c9a2a699ec7eabca0fa0c5b4e4d0
- Q3 2024 (Ended September 30, 2024)
https://edge.pse.com.ph/openDiscViewer.do?edge_no=39287402f6ab9e7aabca0fa0c5b4e4d0

The Company makes sure to timely disclose and make available the annual financial statements not later than **105** days from end of the calendar year as required by Section 17.1.1.1. of the 2015 Implementing Rules and Regulations of the Securities Regulation Code.

		<ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024 https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
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>The Security Ownership of Certain Beneficial Owners and Management of the Company is disclosed in the SEC Form 17-A. Further, percentage ownership of the Company to its subsidiaries and affiliates are disclosed in the same report and posted in the company website.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 30. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
Recommendation 8.2			
1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.	Compliant	The insider trading policy of the Company requires the timely disclosure to PSE of all material dealings made by a director/officer in the company's shares.	
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>Please refer to the following:</p> <ul style="list-style-type: none"> Company Policies of Haus Talk, Inc. https://assets-global.website-files.com/629ef1fb301de40082204350/65f8dee9c897f0bac9bdad51_HTI%20COMPANY%20POLICIES.pdf 	
Supplement to Recommendation 8.2			
1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its	Compliant	All directors and officers are required to immediately disclose any transaction involving the Company's shares, in compliance with the requirements of the PSE & SEC.	

shares from the market (e.g. share buy-back program).		<p>Please refer to the following:</p> <ul style="list-style-type: none"> Company Policies of Haus Talk, Inc. https://assets-global.website-files.com/629ef1fb301de40082204350/65f8dee9c897f0bac9bdad51_HTI%20COMPANY%20POLICIES.pdf 	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant	<p>Profiles of the Company's Directors and key executives are disclosed in the Company website, SEC Form 17-A, and Definitive Information Statement.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 25-28. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	Compliant		
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.	Compliant	<p>The Company's By-Laws and Manual on Corporate Governance provides for the policies and procedure for setting Board remuneration.</p> <p>Moreover, the Board's Nomination, Compensation, and Election Committee, has the responsibility of establishing a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide an oversight on the remuneration of senior management and other key personnel ensuring that the compensation is consistent with the Company's culture, strategy and control environment.</p>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant		
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	<p>Please refer to the following:</p>	

		<ul style="list-style-type: none"> HTI's Amended By-Laws https://www.haustalk.com.ph/about-us Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 29. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.	Compliant	The Company has approved the Material Related Party Transactions Policy last October 19, 2022, as disclosed in the Philippine Stock Exchange. Please refer to the following:	
2. Company discloses material or significant RPTs reviewed and approved during the year.	Compliant	<ul style="list-style-type: none"> Material Related Party Transactions Policy https://edge.pse.com.ph/openDiscViewer.do?edge_no=3aab2ca069b8c55c3470cea4b051ca8f 	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	Under the Company's Material Related Party Transactions Policy, directors are required to disclose their interests in transactions or any other conflict of interest. Furthermore, the Manual on Corporate Governance reinforces board independence, such that a director with material interest in any transactions affecting the Company shall abstain from taking part in the deliberations of the same. Please refer to the following:	

		<ul style="list-style-type: none"> Material Related Party Transactions Policy https://edge.pse.com.ph/openDiscViewer.do?edge_no=3aab2ca069b8c55c3470cea4b051ca8f Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Optional : Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	<p>The Company's Material Related Party Transactions Policy, mandates that all material related party transactions shall be conducted in terms that are at least comparable to normal commercial practices in order to safeguard the best interest of the company, its stockholders, creditors, and other stakeholders.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Material Related Party Transactions Policy https://edge.pse.com.ph/openDiscViewer.do?edge_no=3aab2ca069b8c55c3470cea4b051ca8f 	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely disclosure to the public of every material fact or event that occur, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders.	Compliant	<p>The Board, through its Corporate Governance Committee, is fully committed in ensuring the full disclosure of the Company's material transactions or dealings.</p> <p>All material transactions or occurrences which could possibly affect the interest of the Company's shareholders and other stockholders are disclosed in SEC Form 17-C (Current Report) to the Philippine Stock Exchange, and HTI Website.</p> <p>Please refer to the following:</p>	

		<ul style="list-style-type: none"> PSE Disclosures https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=690 HTI Website https://www.haustalk.com.ph/about-us 	
2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.	Not Applicable	The Company did not engage an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets for the year in review. However, depending on the materiality of the transaction, the Company engages the services of third-party appraiser in the regular course of things. The Board likewise ensures that the transactions are executed above board and at arm's length.	
Supplement to Recommendation 8.6			
1. Company discloses the existence, justification and details on shareholder agreements, voting trust agreements, confidentiality agreements, and such other agreements that may impact on the control, ownership, and strategic direction of the company.	Compliant	<p>There is no existing shareholder agreement, confidentiality agreement, by-laws provisions, or other arrangements that may impact on the control, ownership, and strategic direction of the company.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Amended By-Laws https://www.haustalk.com.ph/about-us Manual on Corporate Governance. https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	The Company's Manual on Corporate Governance, which was submitted to SEC and PSE on May 24, 2021 and is publicly available in the company's website, contains corporate governance policies, programs and procedures.	
2. Company's MCG is submitted to the SEC and PSE.	Compliant		

		Please refer to the following:	
3. Company's MCG is posted on its company website.	Compliant	<ul style="list-style-type: none"> Manual on Corporate Governance. https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Supplement to Recommendation 8.7			
1. Company submits to the SEC and PSE an updated MCG to disclose any changes in its corporate governance practices.	Compliant	<p>The Company became publicly-listed in 2022. The attached MCG is the most updated version.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance. https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:	Compliant	<p>The Company's corporate objectives, financial performance indicators, non-financial indicators, dividend policy, biographical details of all directors, attendance details of each director in all director meetings held in 2024, attendance details, total remuneration of each director were provided in the company's Annual Report.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024 https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
a. Corporate Objectives	Compliant		
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		

f. Attendance details of each director in all directors meetings held during the year	Compliant	The Company's Audit Committee confirmed the company's full compliance with its Manual on Corporate Governance.	
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		
3. The Annual Report/Annual CG Report discloses that the board of directors conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems.	Compliant	<p>The Company further certifies that its directors, key officers, and employees have adopted and fully complied with all leading practices and principles of good corporate governance provided in the Manual.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024 https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 Manual on Corporate Governance. https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	The Board, through its Audit Committee, has reviewed the internal control system of the Company based on the assessments completed and reported by internal and external auditors and found that the system is adequate and effective.	
5. The company discloses in the Annual Report the key risks to which the company is materially exposed to (i.e. financial, operational including IT, environmental, social, economic).	Compliant		<p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024

		https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59	
Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	As provided under the Audit Committee Charter, the selection, appointment, re-appointment, removal and fees of external auditor shall be approved by the Board upon the recommendation of the committee and ratified by the stockholders.	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	Compliant	<p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Audit Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf 	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Not Applicable	This is not applicable. The Company has not changed its external auditor as of date. However, in case there will be a need to change the external auditor, the Company will disclose the same to PSE and the public through the company website and other required disclosures.	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	<p>The Audit Committee Charter provides that the Company's external auditor shall either be rotated or the handling partner shall be changed every five (5) years or earlier.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Audit Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf 	

		eb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. 	Compliant	<p>The Audit Committee Charter mandates that the Committee shall be responsible for ensuring that there is an established process in the appointment, reappointment and/or removal of the External Auditor. The Committee likewise evaluates the qualifications and performance of the external auditor prior to their annual appointment/reappointment.</p> <p>The Committee ensures that all functions are to be implemented with highest integrity and independence, taking to account all relevant regulatory requirements.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Audit Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf 	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant		
Supplement to Recommendations 9.2			
1. Audit Committee ensures that the external auditor is credible, competent and has the ability to understand complex related party transactions, its counterparties, and valuations of such transactions.	Compliant	<p>The Audit Committee Charter is responsible for ensuring 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>Please refer to the following:</p>	

2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	<ul style="list-style-type: none"> HTI Audit Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0ed54861673883c36_AUDIT%20COMMITTEE%20CHARTER.pdf 	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	The non-audit services rendered by the external auditor, such as those pertaining to the quarterly review of the Disbursement of the IPO proceeds and related services, were disclosed in the Company's Annual Report.	
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>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 11. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Not Applicable	<p>In 2024, the Company's external auditor did not render any non-audit services.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, page 11. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category.	Compliant	<p>The Company's external auditor is duly accredited by the SEC under Group A category.</p> <p>Please refer to the following:</p>	

		<ul style="list-style-type: none"> 2024 Audited Financial Statements https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	<p>Date subjected to SOAR inspection: September 1-17, 2021</p> <p>Name of the Audit firm: Valdes Abad & Company, CPAs</p> <p>Members of the engagement team inspected by the SEC:</p> <p>a.) FELICIDAD A. ABAD, Managing Partner</p> <p>b.) ALFONSO L. CAY-AN, Partner</p> <p>c.) WENDY G. SALAZAR, Audit Supervisor</p>	
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.	Compliant	<p>The Board of Directors, through the Corporate Governance Committee, is committed in ensuring the timely disclosure of all material information about the company, including non-financial information, particularly on the management of economic, environment, social and governance issues of the business, which underpin sustainability.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	

2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	<p>The sustainability report is an integral part of the Company's Annual Report.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024, pages 36-62. https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
--	-----------	---	--

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

Recommendation 11.1

1. Company has media and analysts' briefings as channels of communication to ensure the timely and accurate dissemination of public, material and relevant information to its shareholders and other investors.	Compliant	<p>The Company utilizes various communication channels to disclose material and relevant information to its shareholders and other stakeholders, such as HTI Website, PSE disclosure, occasional press releases, annual and quarterly reporting, and other current reports.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> PSE Disclosures https://edge.pse.com.ph/companyDisclosures/form.do?cmpy_id=690 Haus Talk, Inc. Website https://www.haustalk.com.ph/press 	
---	-----------	--	--

Supplemental to Principle 11

1. Company has a website disclosing up-to-date information on the following:	Compliant	Please refer to the following:	
a. Financial statements/reports (latest quarterly)	Compliant	<p>Haus Talk, Inc. Website https://www.haustalk.com.ph/ </p>	
b. Materials provided in briefings to analysts and media	Compliant	<p>Financial Reports https://www.haustalk.com.ph/about-us </p>	

c. Downloadable annual report	Compliant	Press Materials https://www.haustalk.com.ph/press	
d. Notice of ASM and/or SSM	Compliant	Annual Report	
e. Minutes of ASM and/or SSM	Compliant	https://www.haustalk.com.ph/about-us	
f. Company's Articles of Incorporation and By-Laws	Compliant	Notice of ASM/Information Statement https://www.haustalk.com.ph/about-us Minutes of ASM/Minutes of Meetings https://www.haustalk.com.ph/about-us Articles of Incorporation and By-Laws https://www.haustalk.com.ph/about-us	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	The Company complies with SEC MC No. 11 Series of 2014. Please refer to the following: <ul style="list-style-type: none"> Haus Talk, Inc. Website https://www.haustalk.com.ph/ 	
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	Under the Company's Manual on Corporate Governance, the Risk and Oversight Committee of the Board is responsible for establishing a strong and effective internal control system and enterprise risk management framework in the conduct of its business. Please refer to the following: <ul style="list-style-type: none"> Manual on Corporate Governance 	

		https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf <ul style="list-style-type: none"> Risk Management and Oversight Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0758150bc6cc22a87_RISK%20MANAGEMENT%20AND%20OVERSIGHT%20COMMITTEE%20CHARTER.pdf 	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	<p>The Company has adopted an Enterprise Risk Management Policy that provides the standard framework for a disciplined approach to risk according to the Company's business objectives, and to identify, assess, monitor, and manage the risks associated with the Company's business.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Enterprise Risk Management Policy https://cdn.prod.website-files.com/629ef1fb301de40082204350/65bd7a9df98aaa21d6be5b5_ENTERPRISE%20RISK%20MANAGEMENT%20POLICY.pdf 	
Supplement to Recommendations 12.1			
1. Company has a formal comprehensive enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.	Compliant	<p>The Company has adopted an Enterprise Risk Management Policy that provides the standard framework for a disciplined approach to risk according to the Company's business objectives, and to identify, assess, monitor, and manage the risks associated with the Company's business.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Enterprise Risk Management Policy 	

		https://cdn.prod.website-files.com/629ef1fb301de40082204350/65bd7a9df98aaa21d6be5b5_ENTERPRISE%20RISK%20MANAGEMENT%20POLICY.pdf	
Optional: Recommendation 12.1			
1. Company has a governance process on IT issues including disruption, cyber security, and disaster recovery, to ensure that all key risks are identified, managed and reported to the board.	Compliant	The Company has adopted its own Data Privacy Manual which sets forth the Company's policy and framework to ensure the protection of personal data being processed in the regular course of business. The Company likewise adopts regular risk management practice to identify IT-related issues, security exposures, infrastructure points-of-failure, and data management risks.	
Recommendation 12.2			
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	Compliant	In 2024, the Internal Audit Department of the Company commenced its operation to spearhead the internal audit program for the organization and to provide reasonable assurance that internal controls and risk management systems are in-place and operating effectively.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-Compliant		The Board has not yet appointed a Chief Audit Executive. Nevertheless, the Internal Audit Department of the Company is headed by a qualified Internal Audit Manager who leads the internal audit activities of the Company.
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		The Internal Audit Manager of the Company leads the internal audit activities of the organization.
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.	Not Applicable	The Company does not outsource its internal audit activity.	
Recommendation 12.4			

1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	<p>The Board, through its Risk Management and Oversight Committee, is responsible for overseeing the Company’s risk management system to ensure its functionality and effectiveness.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none">Risk Management and Oversight Committee Charter https://cdn.prod.website-files.com/629ef1fb301de40082204350/65f2feb0758150bc6cc22a87_RISK%20MANAGEMENT%20AND%20OVERSIGHT%20COMMITTEE%20CHARTER.pdfManual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf	
Supplement to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Not Applicable	The Company has a competent internal technical support provided by its Internal Audit Department. However, the Company is open to engaging an external technical support should the need arise.	
Recommendation 12.5			
1. In managing the company’s Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	Non-Compliant		The Company does not have a Chief Risk Officer. The Board’s Risk Management and Oversight Committee takes the lead in overseeing the Company’s Risk Management System.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Non-Compliant		
Additional Recommendation to Principle 12			
1. Company’s Chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit,	Not Applicable		The written attestation is not formally practiced since the company is yet to appoint a CAE. However, the Board through its Audit Committee, in coordination with Internal

control and compliance system is in place and working effectively.			Audit Department, ensures that sound internal control and compliance system is in place.
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	<p>The basic rights of the shareholders are provided in the Company's Manual on Corporate Governance.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<p>The basic rights of the shareholders are provided in the Company's Manual on Corporate Governance, which is uploaded in the Company's website.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf HTI Website https://www.haustalk.com.ph/about-us 	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant	All holders of common shares has one vote per one share in accordance with the Company's By-Laws and Revised Corporation Code. Furthermore, the Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	
2. Board ensures that all shareholders of the same class are treated equally with respect to voting rights, subscription rights and transfer rights.	Compliant		

		<p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf HTI Amended By-Laws https://www.haustalk.com.ph/about-us 2024 Information Statement https://cdn.prod.website-files.com/629ef1fb301de40082204350/66d97c9eb0f5c9953817789a_HTI%20D20-IS%202024.pdf 	
3. Board has an effective, secure, and efficient voting system.	Compliant	The voting procedure is disclosed in the Company's Definitive Information Statement.	
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	The Company uses cumulative voting mechanism with respect to the election of directors. This is designed to give minority shareholders the opportunity to obtain representation in the Board of Directors.	
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	The Company's Manual on Corporate Governance outlines the policy governing the rights of minority shareholders, including the right to propose the holding of a meeting in accordance with the Revised Corporation Code and the By-Laws of the Corporation, and to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Please refer to the following:</p> <ul style="list-style-type: none"> Definitive Information Statement 	

		https://cdn.prod.website-files.com/629ef1fb301de40082204350/66d97c9eb0f5c9953817789a_HTI%20D20-IS%202024.pdf <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf HTI Amended By-Laws https://www.haustalk.com.ph/about-us 	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Under the Company's Dividend Policy, the Company shall maintain an annual dividend payout ratio of at least 20% of the Company's recurring net income for the preceding calendar year.</p> <p>The Board of Directors shall have the authority to declare dividends subject to the requirements of applicable laws and regulations and the absence of circumstances which may restrict their declaration and payment.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> PSE Disclosure on Approval of Dividend Policy on 23 August 2022. https://edge.pse.com.ph/openDiscViewer.do?edge_no=1d7b17ef6473b0713470cca4b051ca8f 	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	The Company is assisted by the stock and transfer agent in the counting and validation of the votes at the Annual Shareholders' Meeting.	
Recommendation 13.2			

1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>The Preliminary Information Statement of the 2024 Annual Stockholders' Meeting was disclosed on PSE Edge on August 20, 2024, or 36 days before the Annual Stockholders' Meeting. The details of the meeting and the agenda items and their respective rationale were included in the material provided to all shareholders.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Preliminary Information Statement https://edge.pse.com.ph/openDiscViewer.do?edge_no=8657d3ea777ca5cbabca0fa0c5b4e4d0 Definitive Information Statement https://edge.pse.com.ph/openDiscViewer.do?edge_no=bd933b79f9e52d81abca0fa0c5b4e4d0 	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:			
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies)	Compliant	The SEC Form 20-IS Preliminary and Definitive Information Statement submitted by the Company provided for the profile of directors, auditors seeking re-appointment and proxy documents.	
b. Auditors seeking appointment/re-appointment	Compliant	<p>Please refer to the following:</p> <ul style="list-style-type: none"> Preliminary Information Statement https://edge.pse.com.ph/openDiscViewer.do?edge_no=8657d3ea777ca5cbabca0fa0c5b4e4d0 Definitive Information Statement https://edge.pse.com.ph/openDiscViewer.do?edge_no=bd933b79f9e52d81abca0fa0c5b4e4d0 	
c. Proxy documents	Compliant		

Optional: Recommendation 13.2			
1. Company provides rationale for the agenda items for the annual stockholders meeting	Compliant	<p>The Company's rationale for the agenda items for the Annual Stockholders' Meeting are disclosed on the Company's SEC Form 20-IS Preliminary and Definitive Information Statement.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Preliminary Information Statement https://edge.pse.com.ph/openDiscViewer.do?edge_no=8657d3ea777ca5cbabca0fa0c5b4e4d0 Definitive Information Statement https://edge.pse.com.ph/openDiscViewer.do?edge_no=bd933b79f9e52d81abca0fa0c5b4e4d0 	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>The Minutes of the Meeting of the 2024 Annual Stockholders' Meeting were disclosed to the PSE after the meeting and were posted in the Company website.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Results of the 2024 Annual Stockholders' Meeting https://cdn.prod.website-files.com/629ef1fb301de40082204350/66f9fe816b6fd608f76172d6_HTI%202024%20ASM-Sep%2025.pdf 	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	<p>The Minutes of the Meeting of the 2024 Annual Stockholders' Meeting were posted in the Company website within five business days from the end of the meeting.</p> <p>Please refer to the following:</p>	

		<ul style="list-style-type: none">2024 Annual Stockholders’ Meeting Minutes https://cdn.prod.website-files.com/629ef1fb301de40082204350/66f9fe816b6fd608f76172d6_HTI%202024%20ASM-Sep%2025.pdf	
Supplement to Recommendation 13.3			
1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.	Compliant	The External Auditor was virtually present during the 2024 Annual Stockholders’ Meeting.	
Recommendation 13.4			
1. Board makes available, at the option of a shareholder, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	Please refer to the following: <ul style="list-style-type: none">Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf	
2. The alternative dispute mechanism is included in the company’s Manual on Corporate Governance.	Compliant		
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	Mr. Francis Miguel R. Madlambayan is the Company’s Head for Corporate Planning and Investor Relations. Below are his contact details: (02) 8636-6929 (02) 8634-8712 investorrelations@haustalk.com.ph	
2. IRO is present at every shareholder’s meeting.	Compliant	The Head for Corporate Planning and Investor Relations was present during the 2024 Annual Stockholders’ Meeting.	
Supplemental Recommendations to Principle 13			

1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group	Compliant	The Board does not have any anti-takeover measures or similar devices since the Board believes that the Company has an effective management.	
2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Non-Compliant		<p>The total number of shares owned by the public is 25.84% as of December 31, 2024. Nevertheless, the Company is compliant with the required public float under applicable PSE regulations, which is at least 20% of its outstanding shares.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Public Ownership Report as of December 31, 2024 https://edge.pse.com.ph/openDiscViewer.do?edge_no=92ecd24b0af546f1ec6e1601ccee8f59

Optional: Principle 13

1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting	Compliant	<p>Please refer to the following:</p> <ul style="list-style-type: none"> Definitive Information Statement https://edge.pse.com.ph/openDiscViewer.do?edge_no=bd933b79f9e52d81abca0fa0c5b4e4d0 Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5_MANUAL-ON-CORPORATE-GOVERNANCE.pdf 	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	<p>Beginning 2023, the Company utilized a secured voting in absentia system whereby all stockholders as of record date may participate to vote specific items in the agenda. The Company's electronic voting procedure is provided in the Definitive Information Statement.</p> <p>Please refer to the following:</p>	

- Definitive Information Statement
https://edge.pse.com.ph/openDiscViewer.do?edge_no=bd933b79f9e52d81abca0fa0c5b4e4d0
- Preliminary Information Statement
https://edge.pse.com.ph/openDiscViewer.do?edge_no=8657d3ea777ca5cbabca0fa0c5b4e4d0

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	<p>The Company's various stakeholders are disclosed in the Company's Annual Report.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> • SEC Form 17-A, Annual Report as of period ending December 31, 2024 https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
---	-----------	--	--

Recommendation 14.2

1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	<p>Pursuant to the Company's Manual on Corporate Governance, the Board shall establish policies, programs and procedures that encourages stakeholders to actively participate in achieving the Company's goals while ensuring fair treatment and protection to everyone.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> • Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de400822043 	
---	-----------	---	--

		50/6388578d1ff4736b9cb64fa5 MANUAL-ON-CORPORATE-GOVERNANCE.pdf	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	<p>Pursuant to the Company's Whistle Blowing Policy, any director, officer, manager, or employee may disclose in writing concerns regarding any violation of laws, policies, standard operating procedures, business practices, accounting or auditing procedures, Code of Business Conduct and Ethics and the Manual of Employees of the Company.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5 MANUAL-ON-CORPORATE-GOVERNANCE.pdf Whistleblowing Policy under Company Policies of HTI https://www.haustalk.com.ph/about-us 	
Supplement to Recommendation 14.3			
1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.	Compliant	<p>The Company has an internal alternative dispute mechanism in place to resolve conflicts and differences among key stakeholders in an expeditious manner.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Manual on Corporate Governance https://uploads-ssl.webflow.com/629ef1fb301de40082204350/6388578d1ff4736b9cb64fa5 MANUAL-ON-CORPORATE-GOVERNANCE.pdf Company Policies of HTI https://www.haustalk.com.ph/about-us 	

Additional Recommendations to Principle 14			
1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.	Compliant	<p>The Company has been consistent in complying with corporate governance rules and regulations and has not requested for any exemption for the calendar year ending December 31, 2024.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Code of Business Conduct & Ethics https://assets-global.website-files.com/629ef1fb301de40082204350/65f8d634f99494a2a4ad55ba_CODE%20OF%20BUSINESS%20CONDUCT%20AND%20ETHICS.pdf 	
2. Company respects intellectual property rights.	Compliant	<p>The Company regularly files application for the registration and subsequent maintenance of the intellectual property rights on the use of various trademarks and names of its projects.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Code of Business Conduct & Ethics https://assets-global.website-files.com/629ef1fb301de40082204350/65f8d634f99494a2a4ad55ba_CODE%20OF%20BUSINESS%20CONDUCT%20AND%20ETHICS.pdf 	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare	Compliant	<p>The Company's Customer Relations Department is responsible for the disclosure of all customer-related policies and for the expeditious resolution of all their issues and concerns.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Company Policies of HTI https://www.haustalk.com.ph/about-us 	

2. Company discloses its policies and practices that address supplier/contractor selection procedures	Compliant	<p>The Company adopts an effective and efficient supply chain policy to meet the actual demands of the Company.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Company Policies of HTI https://www.haustalk.com.ph/about-us 	
Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	Compliant	<p>The Company utilizes various programs that highly encourages the employees to actively participate in achieving the company's annual target and long-term goals, among which include regular coordination meetings, team building, monthly employee gatherings.</p>	
Supplement to Recommendation 15.1			
1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-term financial measures.	Compliant	<p>Pursuant to the Company Policies, employee reward/compensation are determined based on the individual performance of the employee and the overall performance of the Company.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Company Policies of HTI https://www.haustalk.com.ph/about-us 	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>The Company ensures the safety of all employees on the company premises, onsite and offsite locations, company sponsored activities, and ensures the maintenance of a healthy workplace and environment.</p> <p>Please refer to the following:</p>	

		<ul style="list-style-type: none"> Company Policies of HTI https://www.haustalk.com.ph/about-us 	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>The Company provides learning and career development opportunities for all of its employees. All employees are given equal opportunity to enhance their skills and develop their capabilities to be more productive.</p> <p>The Company likewise provides mandatory trainings and seminars for regulatory compliance with no cost to employee. However, the external courses and professional qualifications may be fully or partly funded by the Company depending on the nature of the training.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Company Policies of HTI https://www.haustalk.com.ph/about-us 	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	Compliant	<p>The management and the employees are ought to display unquestionable integrity in the performance of their duties and functions. They are not allowed to take advantage of their positions to advance their own interest and should ensure that their actions do not conflict with the interests of the Company.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Company Policies of HTI https://www.haustalk.com.ph/about-us Code of Business Conduct and Ethics https://assets-global.website-files.com/629ef1fb301de40082204350/65f8d634f99494a2a4ad55ba_CODE%20OF%20BUSINESS%20CONDUCT%20AND%20ETHICS.pdf 	

2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p>The Company, through its Human Resource Department, maintains clear and regular communication to its employees of the issues or concerns on personal well-being and career development.</p> <p>The management ensures the confidentiality of all the concerns and complaints raised and the anonymity of the person making the complaint to the fullest extent reasonably practicable.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Company Policies of HTI https://www.haustalk.com.ph/about-us 	
Supplement to Recommendation 15.2			
1. Company has clear and stringent policies and procedures on curbing and penalizing employee involvement in offering, paying and receiving bribes.	Compliant	<p>Under no circumstances may employees ask for, take or accept any offer, payment, service, loan, favor, money, gift, or anything of value from customers, vendors, consultants, etc., that is perceived as intended, directly or indirectly, to influence any business decision.</p> <p>When an employee violates the Code of Conduct of the Company, appropriate disciplinary action will be imposed in progressively increasing weight.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> Code of Business Conduct and Ethics https://assets-global.website-files.com/629ef1fb301de40082204350/65f8d634f99494a2a4ad55ba_CODE%20OF%20BUSINESS%20CONDUCT%20AND%20ETHICS.pdf 	
Recommendation 15.3			


<p>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</p>	<p>Compliant</p>	<p>The Company believes that the conduct of its employees should always reflect the ideals of service, courtesy, fairness and prudence. The Company requires everyone to act in manner that develops trust, fairness and efficiency in all its dealings.</p> <p>The Company and its management do not tolerate any act of dishonesty, unethical or unprofessional behavior and actions and makes the Whistle Blowing Protocol of the Company part of its Company Policies.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Company Policies, Whistle Blowing Policy https://assets-global.website-files.com/629ef1fb301de40082204350/65f8dee9c897f0bac9bdad51_HTI%20COMPANY%20POLICIES.pdf 	
<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.</p>	<p>Compliant</p>	<p>Any report covered by the Whistle Blowing Policy of the Company are submitted to the Human Resources Department or to the President who acts as the frontline in handling whistleblowing concerns.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Company Policies, Whistle Blowing Policy https://assets-global.website-files.com/629ef1fb301de40082204350/65f8dee9c897f0bac9bdad51_HTI%20COMPANY%20POLICIES.pdf 	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Company Policies, Whistle Blowing Policy 	

		https://assets-global.website-files.com/629ef1fb301de40082204350/65f8dee9c897f0bac9bdad51_HTI%20COMPANY%20POLICIES.pdf	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the 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>The Company is committed in demonstrating its dedication to environmental stewardship and conducts various annual corporate social responsibility initiatives, such as tree planting and feeding program in the localities which are home to its various projects.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> SEC Form 17-A, Annual Report as of period ending December 31, 2024 https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development	Compliant	The Company ensures compliance with the requirements of various government agencies	

		implementing environmental rules and sustainable development.	
2. Company exerts effort to interact positively with the communities in which it operates	Compliant	<p>As part of HTI's Corporate Social Responsibility initiatives for 2024 and its continuing compliance with the Board of Investments' Terms and Conditions, volunteers from the local Barangay along with HTI employees volunteered and participated in the planting of over 100 seedlings in Sitio Binayoyo, Brgy. San Jose, Antipolo City.</p> <p>Please refer to the following:</p> <ul style="list-style-type: none"> HTI Website – Corporate Social Responsibility https://www.haustalk.com.ph/about-us SEC Form 17-A, Annual Report as of period ending December 31, 2024 https://edge.pse.com.ph/openDiscViewer.do?edge_no=cafe31f7fe4381f7ec6e1601ccee8f59 	

Pursuant to the requirements of the Securities Regulation Code and the Philippine Stock Exchange, this Integrated Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized in MANDALUYONG CITY on 20 MAY 2025.

SIGNATURES



TERENCE RESTITUTO D. MADLAMBAYAN
Chairman of the Board



MARIA RACHEL D. MADLAMBAYAN
President



ATTY. ANGELICO T. SALUD
Independent Director



ATTY. JOSE FERDINAND M. ROJAS II
Independent Director



ATTY. LYRA GRACIA Y. LIPAE-FABELLA
Corporate Secretary



NOEMI VANIBAN
Compliance Officer

SUBSCRIBED AND SWORN to before me this 28 MAY 2025 affiants exhibiting to me the following competent evidence of identity, to wit:

NAME	ID No.	ISSUED BY
Terence Restituto D. Madlambayan	33-7101879-6	Social Security System
Maria Rachel D. Madlambayan	33-3417220-3	Social Security System
Atty. Angelico T. Salud	34-2295220-9	Social Security System
Atty. Jose Ferdinand M. Rojas II	33-0181803-7	Social Security System
Gloria Judith D. Madlambayan	33-3417222-9	Social Security System
Lyra Gracia Y. Lipae-Fabella	09-1836302-0	Social Security System
Noemi V. Aniban	224-106-209	Bureau of Internal Revenue

Doc. No. 283;
 Page No. 18;
 Book No. 1;
 Series of 9825;

ATTY. JO MARIE C. LAZARO-LIM
 NOTARY PUBLIC
 UNTIL EXPIRES 31, 2026
 REG. NO. 48408
 PTR No. 012639
 MOLE Com. No. 0254-25
 Normal U. No. 0254-25
 Unit 1705 North Tower, Prime Towers Condominium
 Brgy. Highway Hills, Mandaluyong City